

RISK MANAGEMENT POLICY

1. Introduction

Risk Management is a key aspect of the 'Corporate Governance Principles and Code of Conduct' which aims to improve the governance practices across the Company's activities. Risk Management Policy and processes will enable the Company to proactively manage the uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

1.1 Purpose of the Policy

All activities undertaken by the Company carry an element of risk. The exposure to these risks is managed through the practice of Risk Management. In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects. Managing risk is the responsibility of everyone in the Company. This policy outlines the Company's risk management process and sets out the responsibilities of the Board, Audit Committee, the Managing Director, Senior Management and others within the Company in relation to Risk Management.

1.2 Policy owner

The Managing Director is the policy owner of the Risk Management Policy and Procedure for the Company. The Chief Financial Officer will still have oversight over the risk management program of the Company.

2. Understanding Risk Management

Risks have been described in terms of combination of the consequences of an event occurring and its likelihood of occurring.

Risk is the chance of something happening that will have an impact on objectives and risk management can be described as the culture, processes and structures that are directed towards realizing potential opportunities whilst managing an adverse effect.

The Company's risk management system is designed to identify the risks it faces and has measures in place to keep those risks to an acceptable minimum. The existence of risk presents both threats and opportunities to the Company.

Risk owners have been assigned responsibility to document the identified risks. The Company's risk assessment matrix is used as benchmark in planning and implementing the risk management measures. It takes into consideration the nature, scale and complexity of the business.

The risk management process consists of the following main elements:

Identify: identify a risk (threats or opportunities) and document the same.

Assess: the primary goal is to document the net effect of all identified threats and opportunities, by assessing:

- Likelihood of threats and opportunities (risks);
- Impact of each risk;
- Proximity of threats; and
- Prioritization based on scales.

Plan: preparation of management responses to mitigate threats and maximize opportunities.

Implement: risk responses are actioned.

Monitor and review: monitor and review the performance of the risk management system and changes to business initiatives.

Communicate: provide regular reports to management team / Audit Committee/Board at agreed times.

Risks are effectively managed by the Company through the effective implementation of various controls, which include:

- Board approved risk management framework;
- Documented policies and procedures;
- Maintenance of documents;
- Implementation of risk based systems and processes;
- Ongoing monitoring of regulatory obligations;
- Checklists to guide activities and project plans to record actions; and
- Internal and external reporting.

3. Responsibility

3.1 Board

The Board of the Company, through the Audit Committee, has responsibility under its Charter to review and report to the Board that:

- (a) the Committee has, at least annually, reviewed the Company's risk management framework to satisfy itself that it continues to be sound and that the company is operating with due regard to the risk appetite set by the Board, and effectively identifies all areas of potential risk;

- (b) adequate policies and processes have been designed and implemented to manage identified risks;
- (c) a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
- (d) proper remedial action is undertaken to redress areas of weakness

3.2 Chief Financial Officer

The Chief Financial Officer of the Company has responsibility under this policy for:

- Monitoring compliance with this policy;
- Reporting to the Board on compliance with this policy;
- Developing, implementing and monitoring systems, management of policies and procedures relevant to the business, including facilitating review by the executive on a regular basis; and
- Maintaining the documents of risk.

3.3 Risk Owner

The risk owner (as noted in the Risk Register) is responsible for ensuring on a daily basis that the relevant operational procedures and controls implemented to treat each risk area are adequate and effective. If a control or procedure is not adequate and effective in treating the risk, the risk owner should report this, with a recommendation for an alternative risk treatment, to the Chief Financial Officer for escalation to the Managing Director and ultimately approval by the Board.

3.4 General responsibilities

Every staff member is responsible for effective management of risk including the identification of potential risks. Management is responsible for the development of risk mitigation plans and the implementation of risk reduction strategies. Risk management processes should be integrated with other planning processes and management activities.

4. Risk management process

The risk management system is dynamic and is designed to adapt to Company's developments and any changes in the risk profile over time. Compliance measures are used as a tool to address identified risks.

The risk management system is based on a structured and systemic process which takes into account Company's internal and external risks.

The main elements of the risk management process are as follows:

- **Communicate and consult** – communicate and consult with internal and external stakeholders as appropriate at each stage of the risk management process and concerning the process as a whole.
- **Establish the context** – establish the external, internal and risk management context in which the rest of the process will take place – the criteria against which risk will be evaluated should be established and the structure of the analysis defined.
- **Identify risks** – identify where, when, why and how events could prevent, degrade, delay or enhance the achievement of Company’s objectives.
- **Record risks** – document the risks that have been identified.
- **Analyze risks** – identify and evaluate existing controls. Determine consequences and likelihood and hence the level of risk by analyzing the range of potential consequences and how these could occur.
- **Evaluate risks** – compare estimated levels of risk against the pre-established criteria and consider the balance between potential benefits and adverse outcomes. This enables decisions to be made about the extent and nature of treatments required and about priorities.
- **Treat risks** – develop and implement specific cost-effective strategies and action plans for increasing potential benefits and reducing potential costs.
- **Monitor and review** – it is necessary to monitor the effectiveness of all steps of the risk management process. This is important for continuous improvement. Risks and effectiveness of treatment measures need to be monitored so that changing circumstances do not alter priorities.

The risks may come from any internal or external event which, if it occurs, may affect the ability to efficiently and effectively operate:

- **Internal risks** – those risks that specifically relate to Company’s business itself and as such as generally within its control. They include risks such as employee related risks, including conduct related risks, strategic risks, and financial risks.
- **External risks** – those risks that are outside the control of the Company. They include risks such as market conditions, digital disruption, cyber-security, privacy and data breaches, sustainability, climate change and legislative change.

Risks are effectively managed by the Company through the effective implementation of various controls, which include:

- Board approved risk management framework;

- Maintenance of risk documents; and
- Regular review of risks and controls, particularly as the business changes.

Risk management can be applied at many levels in an organisation. It can be applied at a strategic level and operational level. It may be applied to specific projects, to assist with specific decisions or to manage specific recognised risk areas.

4.1 Risk Management methodology

The methodology adopted by the Company for managing and treating its risks can be defined as follows:

1. Document a risk management framework (ie the context)
2. Identify the general activities involved in running the business (ie risk categories)
3. Identify the risks involved in undertaking the specific business activity by asking the questions:
 - (a) What could happen?
 - (b) How and why could it happen?
4. Rate the likelihood of the business activity not being properly performed. Likelihood is assessed to the assumption that there are no existing risk management and compliance processes in place. It is assessed as either **Almost Certain, Likely, Possible, Unlikely** and **Rare**.
5. Rate the consequence of not properly performing the business activity - damage can be quantified in terms of financial loss to investors and/or the Company itself. It is assessed as **Catastrophic, Major, Severe, Serious and Minor**.
6. Assign the inherent risk rating based on a combination of the risk rating. Low and medium risks may be considered acceptable and therefore minimal further work on these risks may be required. The rating may be assessed as **Critical, High, Significant, Medium** and **Low**.
7. Decide whether a control (eg policy, procedure, checklist, reporting mechanism or account reconciliation) is necessary given the level of risk, based on likelihood and consequences and if so, identify control.
8. Assess whether the existing controls are adequate and allocate the responsibility of monitoring the control to treat the risk. This will integrate risk management and compliance to daily activities and facilitate appropriate control of operational risk.
9. Raise awareness about managing risks across the organisation through communicating the policy and responsibilities.
10. Routinely monitor and review ongoing risks so can risk can be effectively managed

The Risk Assessment Matrix are shown in Appendix A.

**Appendix A – Risk Assessment Matrix
Risk Consequence Severity**

Consequence Type	Minor	Serious	Severe	Major	Catastrophic
Financial Loss	< Rs. 10 Crores	Rs. 10 Crores to < 25 Crores	Rs. 25 Crores to < 50 Crores	>Rs. 50 Crores	Threatens viability of Company
Reputation Loss					

Likelihood Probability & Frequency

Likelihood Rating	Description	Probability
Almost Certain	Known to happen often	> 95%
Likely	Could easily happen	50% - 95%
Possible	Could happen & has occurred before	15% - 50%
Unlikely	Hasn't happened yet but could	5% - 15%
Rare	Conceivable, but only in extreme circumstances	< 5%

Control Effectiveness

Control Effectiveness	Description
Effective	The control design meets the control objective and the control is operating the majority of the time
Partially Effective	The control design mostly meets the control objective and/or the control is normally operational but occasionally is not applied when it should be, or not as intended
Ineffective	The control design does not meet the control objective and/or the control is not applied or is applied

Risk Assessment Matrix

LIKELIHOOD	Likelihood Rating	Minor	Serious	Severe	Major	Catastrophic
	5. Almost Certain	Medium	High	Critical	Critical	Critical
	4. Likely	Medium	Significant	High	Critical	Critical
	3. Possible	Medium	Medium	Significant	High	Critical
	2. Unlikely	Low	Low	Medium	Significant	Critical
1. Rare	Low	Low	Medium	Medium	High	

Critical	Extreme risk - detailed research and management planning required at senior levels
High	High risk- immediate senior management attention needed
Significant	Significant risk - Senior management attention needed
Medium	Moderate risk - Management responsibility must be specified
Low	Low risk - Manage by routine procedures