
BKM Industries Limited

Risk Management Policy

1. INTRODUCTION:

1.1 Objectives:

Risk is an inherent aspect of the dynamic business environment. Risk Management Policy helps organizations to put in place effective frameworks for taking informed decisions about risks. To minimize the adverse consequence of risks on business objectives the Company has framed this Risk Management Policy. The guidance provides a route map for risk management, bringing together policy and guidance from Board of Directors.

A certain amount of risk taking is inevitable if the organization is to achieve its objectives. Effective management of risk helps to manage innovation and improve performance by contributing to:

- Increased certainty,
- Better service delivery,
- More effective management of change,
- More efficient use of resources,
- Better management at all levels through improved decision making,
- Reduced waste and fraud,
- Better value for money,
- Management of contingent and maintenance activities.

1.2 Requirement as per Companies Act, 2013:

Responsibility of the Board: As per Section 134 (n) of the Act, the Directors' report must include a statement indicating development and implementation of a risk management policy for the Company including identification of elements of risk, if any, which in the opinion of the board may threaten the stability of the Company.

Responsibility of the Audit Committee: As per Section 177 (4)(vii) of the Act, the Audit Committee shall act in accordance with the terms of reference specified by the Board which shall, inter alia, include evaluation of internal financial controls and risk management systems.

Responsibility of the Independent Directors: As per Schedule IV [Part II-(4)] of the Act, Independent directors should satisfy themselves that financial controls and the systems of risk management are robust and defensible.

1.3 Requirement of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), requires that the Company set out procedures to inform the Board of risk assessment

and minimization procedures and makes the Board responsible for framing, implementing and monitoring the risk management plan of the Company.

1.4 Definitions:

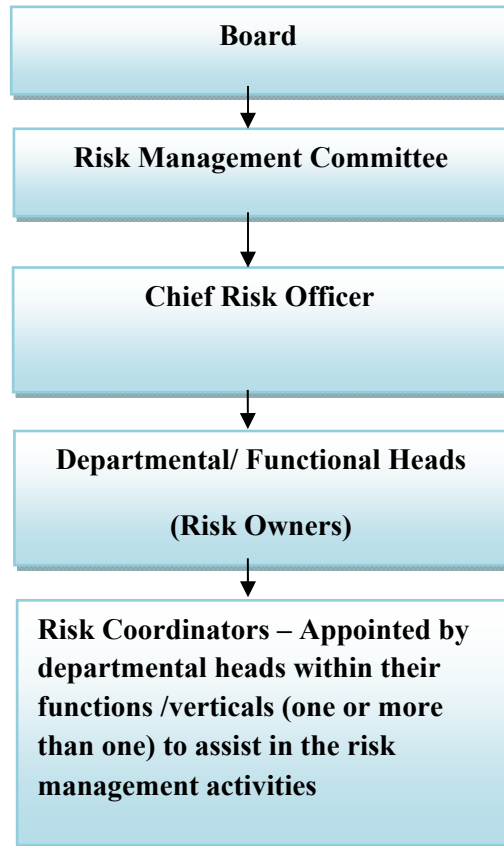
- a. **Company:** BKM Industries Limited
- b. **Audit Committee:** Committee of Board of Directors of the Company constituted under the provisions of the Companies Act, 2013 and the Listing agreement.
- c. **Board of Directors / Board:** As per Section 2 of “The Companies Act, 2013”, in relation to a Company, means the collective body of Directors of the Company.
- d. **RMP / Policy:** Risk Management Policy
- e. **Risk*:** Risk is an event which can prevent, hinder and fail to further or otherwise obstruct the enterprise in achieving its objectives. A business risk is the threat that an event or action will adversely affect an enterprise’s ability to maximize stakeholder value and to achieve its business objectives. Risk can cause financial disadvantage, for example, additional costs or loss of funds or assets. It can result in damage, loss of value and /or loss of an opportunity to enhance the enterprise operations or activities. Risk is the product of probability of occurrence of an event and the financial impact of such occurrence to an enterprise.
 - Strategic Risk are associated with the primary long-term purpose, objectives and direction of the business.
 - Operational Risks are associated with the on-going, day-to-day operations of the enterprise.
 - Financial Risks are related specifically to the processes, techniques and instruments utilized to manage the finances of the enterprise, as well as those processes involved in sustaining effective financial relationships with customers and third parties.
 - Knowledge Risks are associated with the management and protection of knowledge and information within the enterprise.

*(*as defined in Standard of Internal Audit (SIA) 13 issued by the Institute of Internal Auditors)*

- f. **Inherent Risks:** The risk that an activity would pose and could not be mitigated unless new technology is innovated or introduced to prevent the same. The risk management process focuses on areas of high inherent risk, with these documented in the Risk Register maintained for the purpose.
- g. **Residual Risks:** Upon implementation of treatments there will still be a degree of residual (or remaining) risk, with the expectation that an unacceptable level of residual risk would remain only in exceptional circumstances.

- h. **Risk Appetite:** Risk appetite is the amount of risk, on a broad level, an organization is willing to accept in pursuit of value.

2. Risk Organization Structure:



The Functional Heads of various Departments of the Company are responsible for identifying and managing risks and implementing risk mitigation measures.

3. Risk Management Framework:

3.1 PROCESS:

Risk management is a continuous process that is accelerated throughout the existence of a Company. It is an organized methodology for continuously identifying and measuring the unknowns; developing mitigation options; selecting, planning, and implementing appropriate risk mitigations; and tracking the implementation to ensure successful risk reduction. Effective risk management depends on risk management planning; early identification and analyses of risks; early implementation of corrective actions; continuous monitoring and reassessment; and communication, coordination & documentation.

3.2 STEPS IN RISK MANAGEMENT:

Risk management is a shared responsibility. The risk management process model includes the following key activities, performed on a continuous basis:



3.2.1 RISK IDENTIFICATION

This involves continuous identification of events that may have negative impact on the Company's ability to achieve goals. Processes need to be identified by the Company and their key activities to be selected for the purpose of risk assessment. Identification of risks, risk events and their relationship are defined on the basis of discussion with the risk owners and secondary analysis of related data, previous internal audit reports, past occurrences of such events, etc.

3.2.2 RISK ASSESSMENT

Risk assessment is the process of risk prioritization. Likelihood and Impact of risk events need to be assessed for the purpose of analyzing the criticality. The potential Impact may include:

- Financial loss;
- Non-compliance to regulations and applicable laws leading to imprisonment, fines, penalties etc.
- Loss of talent;
- Health, Safety and Environment related incidences;
- Business interruptions / closure;
- Loss of values, ethics and reputation.

Risk may be evaluated based on whether they are internal and external, controllable and non-controllable, inherent and residual.

3.2.3 RISK ANALYSIS

Risk Analysis should be conducted using a risk matrix for likelihood and Impact, taking the existing controls into consideration. Risk events assessed as “high” or “very high” criticality may go into risk mitigation planning and implementation; low and medium critical risk to be tracked and monitored on a watch list.

3.2.4 RISK TREATMENT - MITIGATION

Risk mitigation options are considered in determining the suitable risk treatment strategy. For the risk mitigation steps, the cost benefit analysis needs to be evaluated. Action plans supporting the strategy are recorded in a risk register along with the timelines for implementation.

3.2.5 CONTROL AND MONITORING MECHANISM

Risk management uses the output of a risk assessment and implements countermeasures to reduce the risks identified to an acceptable level. This policy provides a foundation for the development of an effective risk register, containing both the definitions and the guidance necessary for the process of assessing and mitigating risks identified within functions and associated processes.

In the situation where the accepted risk of a particular nature cannot be adequately mitigated, such risk shall form part of consolidated risk register along with the business justification and their status shall be continuously monitored and periodically presented to Risk Management Committee and Audit Committee.

4. Risk Reporting:

While the Company will be monitoring, evaluating and responding to risks, the significant risks (or those that could become significant) need to be reported.

- **Internal Reporting**
 - a. Audit Committee
 - b. Independent Directors
 - c. Board of Directors
 - d. Vertical Heads
 - e. Individuals

- **External Reporting**

To communicate to the stakeholders on regular basis as matter of Corporate Governance

5. Board Approval:

The Action Plan and guidelines shall be approved by the Board before communication to the personnel for implementation.

The Board shall approve the Risk Management (including Risk Treatment) strategy, control structure and policy guidelines and delegate authority and accountability for risk management to the Company's executive team.

The guidelines shall include the following:

- **Risk Treatment**

Treatment of Risk through the process of selecting and implementing measures to mitigate risks. To prioritize risk control actions in terms of their potential to benefit the organization. Risk treatment includes risk control/ mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption etc. for :

- a) Effective and efficient operations
- b) Effective Internal Controls
- c) Compliance with laws & regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

- **Risk Registers**

Risk Registers shall be maintained showing aforesaid policy, the risks identified, treatment prescribed, persons responsible for applying treatment, status after the treatment etc. Risk Managers and Risk Officers to be identified for proper maintenance of the Risk Registers which will facilitate reporting of the effectiveness of the risk treatment to the Audit Committee and the Board.

6. Monitoring and Review:

This policy may be reviewed by the Audit Committee, Independent Director and the Board from time to time as may be necessary.

This Policy will be communicated to all vertical/functional heads and other concerned persons of the Company.

This Policy may be amended or substituted by the Board on recommendation of the Risk Management Committee, whenever required changes are initiated by the Risk Officer or any changes of statute in governing of the enterprise.