
M/s. KREON FINANCIAL SERVICES LIMITED

RISK MANAGEMENT POLICY

1. Introduction

The Board of Directors of **M/s. Kreon Financial Services Ltd** ('the Company') has adopted the following policy and procedures with regard to risk management as defined below. The Board may review and amend this policy from time to time.

The Companies Act, 2013 and other statutory regulations requires the Board of Directors to devise proper system to ensure compliance with provisions of all applicable laws and to report that such systems are adequate and operating effectively. The Company shall constitute a Risk Management Committee as and when required, as per the statutory regulations and amendments thereof as applicable to the Company.

This Policy will be applicable to the Company effective October 1, 2014.

2. Objective

This policy is framed based on Listing Agreement entered by the Company with the Stock Exchanges and to facilitate setting up a framework for risk assessment and minimization procedures.

3. Definitions

"Audit Committee" means Committee of Board of Directors of the Company constituted under the provisions of the Companies Act, 2013 and the Listing agreement.

"Board of Directors" or "Board" in relation to a Company, means the collective body of Directors of the Company. [Section 2(10) of the Companies Act, 2013] **"Policy"** means Risk Management Policy.

"Compliance" means adhering to the requirements of laws, industry and organisational standards/regulations.

"Compliance Framework" means a series of activities that when combined are intended to achieve compliance.

"Governance" means the processes by which Company is directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.

"Policy" means Risk Management and Compliance Policy.

“Risk” are events or conditions that may occur, and whose occurrence, if it does take place, has a harmful or negative impact on the achievement of the organization’s business objectives. The exposure to the consequences of uncertainty constitutes a risk.

“Risk Management” means the process of systematically identifying, quantifying, and managing all risks and opportunities that can affect achievement of a corporation’s strategic and financial goals.

4. Regulatory framework/ requirement

Risk Management Policy is framed as per the following regulatory requirements:

4.1 Clause 49 of the Listing Agreement

Key functions of the Board

The Board should fulfill certain key functions, including:

- a. Reviewing and guiding corporate strategy, major plans of action, **risk policy**, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestment.
- b. Ensuring the integrity of the company’s accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

49 (II) D. Role of Audit Committee

The Audit Committee shall also review and evaluate the internal control systems and risk management systems;

49 (IV). Disclosures

A. The company shall lay down procedures to inform Board members about the risk assessment and minimization procedures.

B. the Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.

C. The company may also constitute a Risk Management Committee when required and the Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.

D. As per Annexure - IA of the Listing Agreement, the company shall place before the Board the quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

4.2 Companies Act, 2013

1. Provisions of the Section 134(3)

There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include—

(n) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

2. Provisions of the Section 177(4)

Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include,—

(vii) Evaluation of internal financial controls and risk management systems.

3. Schedule IV [Section 149(8)] - Code for Independent Directors

II. Role and functions:

The independent directors shall:

(1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, **risk management**, resources, key appointments and standards of conduct;

(2) satisfy themselves on the integrity of financial information and that financial controls and **the systems of risk management** are robust and defensible; The company being a listed company, is required to adhere to the regulations made both by the Companies Act, 2013 and Clause 49 of the Listing Agreement governed by the Securities and Exchange Board of India (SEBI). Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

Furthermore, 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.

5. Compliance framework

In adherence to the present regulatory framework described hereinabove, the Board of Directors of the Company or Committee which the Board may constitute to exercise the powers conferred herein for the purpose to: -

- Ensure an organization's relevant and perpetual Risk Management framework for identifying, assessing, responding to, monitoring or controlling and reporting risks.
- Apply an organized, thorough approach to effectively anticipate and mitigate the probable or realistic risks that could endanger achievement of key objectives.
- Ensure systemic risk evaluation, categorization, and prioritization thereof to assign relative importance to identified risks to determine where appropriate management attention is required.
- Practice the highest level of control measures by installing mechanisms and tools, with involvement of all process-owners across the organization, to ensure that all applicable legal, regulatory, and business requirements are up-to-date and met.
- Develop alternative/ recommended courses of action for critical risks and control the probability of occurrence of the risk, keeping ready contingency plans for selected risks where the consequences of the risks are determined to be high.
- Review the activities, status, and results of the risk management process on a periodic and event-driven basis with appropriate levels of management and resolve issues i.e. gauging potential risk exposure and addressing the same with appropriate corrective action.
- Obtaining, wherever required or desirable, the advice, opinion and assistance from outside legal, accounting, or other advisors, as necessary, to aid informed decision making.

6. Charter of the Risk Management Committee, if applicable

The Company shall constitute a Risk Management Committee, where it is applicable under the regulatory framework and the Charter of the Risk management Committee shall be as follows:

6.1 Purpose

The purpose of the risk management committee of the Board of Directors of M/s. Kreon Financial Services Limited (the "Company") shall be to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company.

The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

6.2 Composition

The majority of Committee shall consist of members of the Board of Directors. Senior executives of the company may be members of the said Committee but the Chairman of the Committee shall be a member of the Board of Directors.

6.3 Meetings and Quorum

The quorum necessary for transacting business at a meeting of the Committee shall be two members.

6.4 Authority

The Committee shall have free access to management and management information. The Committee, at its sole authority, may seek the advice of outside experts or consultants where judged necessary.

6.5 Terms of reference

The risk management committee shall annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.

The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

The risk management committee shall 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).

The risk management committee will 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).

The risk management committee shall make regular reports/ recommendations to the Board.

The risk management committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

This Policy will be communicated to all concerned persons of the Company and shall be placed on the website of the Company at www.kreon.in.
