

**KOPRAN LIMITED**

**RISK MANAGEMENT POLICY**

(Pursuant to Regulation 17(9) & 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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### **I. Preamble:**

The provisions of regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable to top 1000 listed entities. As required in terms of the Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.

### **II. Objective:**

In line with the Company's objective towards risk assessment and minimization , a risk management policy has been framed, which attempts to identify the key events / risks impacting the business objectives and its continuity and attempts to develop strategies/matrix to ensure timely evaluation, reporting and monitoring of key business risks.

### **III. Constitution of Risk Management Committee:**

1. The Board shall constitute a Risk Management Committee with minimum three members, the majority of them being members of the Board of Directors, including at least one Independent Director and in case the Company issues Special Rights equity shares at a later date, at least two thirds of the Committee shall comprise of Independent Director.
2. The Chairperson of the Risk management committee shall be a member of the Board of Directors and senior executives of the Company may be members of the committee.
3. The committee shall meet **at least twice in a financial year**. The meetings of the committee shall be conducted in such a manner that on a continuous basis not more than **two hundred and ten** days shall elapse between any two consecutive meetings.
4. The quorum for a meeting of the Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the Board of Directors in attendance.
5. The Board of Directors shall define the role and responsibility of the Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit such function shall specifically cover cyber security.

### **IV. ROLE OF COMMITTEE**

- (1) The Committee shall formulate a detailed Risk Management Policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

b. Measures for risk mitigation including systems and processes for internal control of identified risks.

c. Business continuity plan.

(2) The Committee shall ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) The Committee shall monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) The Committee shall periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) The Committee shall keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

(7) The Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary

(8) The Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

(9) The Committee may Delegate any of its powers to one or more of its members.

#### **V. Policy Review:**

The Policy is framed based on the requirement of the Regulation 21(4) of the SEBI (LODR) Regulations, 2015. In case of any subsequent changes in the Regulations which makes any of the provisions of this Policy inconsistent with any such Regulations, then such Regulations would prevail over the Policy. The Committee shall review the Policy as and when any changes are to be incorporated in the Policy due to changes in such Regulations or as felt necessary by the Committee. Any changes in the Policy shall be recommended by the Committee to the Board and shall be effective on approval of the Board.

The Risk Management Policy is revised with effect from **February 11, 2025**.