

RISK MANAGEMENT **FRAMEWORK**

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INTRODUCTION

This RMF sets out Ceinsys Tech Limited’s (“Ceinsys” or the “Company”) system of risk oversight, management of material business risks and internal control.

Ceinsys recognises that risk is inherent to any business activity and that managing risk effectively is critical to the immediate and future success of the Company.

PURPOSE

The purpose of this RMF is to:

- encourage an appropriate level of risk tolerance throughout the Company;
- establish procedures to analyse risks within agreed parameters across the Company;
- establish appropriate risk delegations and corresponding risk management framework across the Company;
- ensure Ceinsys has a risk management framework that can noticeably respond the risk profile of the Company.

RISK APPETITE

A critical element of the Company’s Risk Management Framework is the risk appetite, which is defined as the extent of willingness to take risks in pursuit of the business objectives.

The key determinants of risk appetite are as follows:

- shareholder and investor preferences and expectations;
- expected business performance (return on capital);
- the capital needed to support risk taking;
- the culture of the organisation;
- management experience along with risk and control management skills;
- longer term strategic priorities

Risk appetite is communicated through the Company’s strategic plans. The Board and management monitor the risk appetite of the Company relative to Ceinsys’ actual results to ensure an appropriate level of risk tolerance throughout the Company.

RISK MANAGEMENT FRAMEWORK

Ceinsys believes that risk should be managed and monitored on a continuous basis. As a result, the Company has designed a dynamic risk management framework to allow Ceinsys manage its risks effectively and efficiently, enabling both short term and long term strategic and business objectives to be met.

The Company's approach to risk management is summarised below:

1. Identification of risks:

To ensure key risks are identified, Ceinsys:

- defines risks in the context of the Company's strategy;
- documents risk profiles, including a description of the material risks; and
- regularly reviews and updates the risk profiles. The

Company's Risk Profile is summarised below

Assessment of risks:

The Risk assessment methodology shall include:

- collection of information
- identification of major risks
- rating of each risk on the basis of
 - Consequence
 - Exposure
 - Probability
- prioritisation of risks
- operation-wise exercise on risk identification, risk rating, control mechanism, action and fixing up responsibility
- programme for risk level reduction plan and setting level of responsibility and accountability
- formulation of action plan for Monitoring Risk reduction, evaluation and correction

Evaluation and Mitigation:

Identified risks are then analysed and the manner in which the risk is to be managed and controlled is then determined and agreed. The generally accepted options are:

1. accept the risk (where it is assessed the risk is acceptable or
2. if avoiding the risk presents a greater risk through lost opportunity)

- manage the risk (through controls and procedures)
- avoid the risk (stop the activity)
- transfer the risk (outsourcing arrangements)
- finance the risk (through insurance)

Monitoring:

The Company's Risk Management Framework requires a continuing cycle of implementing, monitoring, reviewing and managing risk management processes.

RISK PROFILE

The identification and effective management of risks is critical for CEINSYS TECH LIMITED in achieving strategic and business objectives. The Company's activities give rise to a broad range of risks which are considered under the following key categories of risk:

i) **Strategic Risks**

- Lack of responsiveness to changing economic or market conditions, including commodity prices and exchange rates, that impact the Company's operations;
- Ineffective or poor strategy developed;
- Ineffective execution of strategy

ii) **Financial Risks**

- Financial performance does not meet expectations;
- Capital is not effectively utilised or managed;
- Cash flow is inadequate to meet financial obligations;
- Financial results are incorrectly accounted for or disclosed; and
- Credit, market and/or tax risk is not understood or managed effectively

iii) **Operational Risks**

- Unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
- Difficulties in commissioning and operating plant and equipment;

iv) **Investment Risks**

- Failure to provide expected returns for defined objectives and risk such as underperforming to the stated objectives and/or benchmarks.

v) **People Risks**

- Inability to attract and retain quality and appropriate people;
- Inadequate succession planning; and
- An inappropriate culture

vi) **Legal and Regulatory Risks**

- Legal and commercial rights and obligations are not clearly defined or understood; and
- Commercial interests not adequately protected by legal agreements.

vii) **Compliance Risks**

- Non-conformance with or inability to comply with rules, regulations, prescribed practices, internal policies and procedures or ethical standards.

RISK OVERSIGHT

The Company has laid down well defined procedures for its various activities. All the operations and transactions in the Company are carried out in accordance with applicable rules, regulations, company's manuals and policies approved by the Competent Authorities, guidelines of Government', as may be applicable to it, so as to assess risk, if any, associated with such operations/transactions and minimise the same.

GOVERNANCE STRUCTURE

The Risk Management Framework is supported by the Board of Directors, management and the Audit Committee.

Board of Directors

The Board is responsible for approving and reviewing Ceinsys risk management strategy and policy.

Management

To assist the Board in discharging its responsibility in relation to risk management, the

Board has delegated certain responsibilities to management.

Management are responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk, so that the strategic and business objectives of the Company can be met.

When considering the Audit Committee's review of financial reports, the Board receives a written statement, signed by the Managing Director and Chief Financial Officer (or equivalents), that the Company's financial reports give a true and fair view, in all material respects, of the Company's financial position and comply in all material respects with relevant accounting standards. This statement also confirms that the Company's financial reports are founded on a sound system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks.

Similarly, in a separate written statement the Managing Director and the Chairman of the Audit and Risk Committee also confirm to the Board that the Company's risk management and internal control systems are operating effectively in relation to material business risks for the period, and that nothing has occurred since period-end that would materially change the position.

Audit Committee

The Audit Committee is a committee of the Board, with delegated responsibilities in relation to risk management and the financial reporting process at Ceinsys.

The Committee is also responsible for monitoring overall compliance with laws and regulations. The responsibilities of this Committee with respect to Risk Management are mentioned below:

1. Framing of Risk Management Plan and Policy.
2. Overseeing implementation of Risk Management Plan and Policy.
3. Monitoring of Risk Management Plan and Policy.
4. Validating the process of risk management.
5. Validating the procedure for Risk Minimisation.
6. Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.

7. Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
8. Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

Assurance

There are different levels of assurance in relation to the effectiveness and efficiency of Ceinsys Risk Management Framework and associated processes and controls. At first instance, assurance is provided from management through Management reports and process.

Assurance also comes from the monitoring, oversight and reporting undertaken by the Audit Committee, as well as from the independent testing, review and reporting undertaken by external audit. Independent external auditors are engaged by Ceinsys to provide an audit opinion as required by law.

Process, surveillance, controls or other reviews are performed as required. Reviews are also performed by regulators.

People and Culture

Having the right people and promoting an appropriate risk culture are critical to the future success of Ceinsys. As a result, the Company is committed to fostering a culture of risk awareness, transparency and responsiveness.

REVIEW OF POLICY

The Audit Committee will review this Policy from time to time to ensure it remains consistent with its objectives and responsibilities.

PUBLICATION OF POLICY

This Policy will be available on the Company's website.

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