RISK ASSESSMENT AND MANAGEMENT POLICY

BACKGROUND

In accordance with Section 134(3), a company is required to include 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.

Further, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") *inter alia*, provides that the Board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the company.

Accordingly, for risk management at G R Infraprojects Limited (hereinafter referred to as the "**Company**") defines the policy for the same (the "**Risk Assessment and Management Policy**"). This document shall be under the authority of the Board of Directors of the Company. It seeks to identify risks inherent in the operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

OBJECTIVE

The objective of the Risk Assessment and Management Policy of the Company is to create and protect stakeholder value by minimizing threats or losses, and identifying and maximizing opportunities. This Risk Management Policy is being applied in order to ensure that effective management of risks is an integral part of every employee's job. These include:

1. Providing a framework that enables future activities to take place in a consistent and controlled manner;
2. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats;
3. Contributing towards more efficient use/ allocation of the resources within the organization;
4. Protecting and enhancing assets and company image;
5. Reducing volatility in various areas of the business;
6. Developing and supporting people and knowledge base of the organization; and
7. Optimizing operational efficiency.

Risk Management

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 shall also constitute a Risk Management Committee. 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.

Information to be placed before Board of Directors

Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

DEFINITIONS

"**Audit Committee**" or "**Committee**" means the Audit Committee constituted by the Board of Directors of the Company, from time to time in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, as amended, and the Listing Regulations.

"Company" means G R Infraprojects Limited, a company incorporated under the Companies Act, 1956.

"**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 Assessment and Management Policy.

RISK MANAGEMENT FRAMEWORK

Before proceeding to the policy, attention is drawn to the roles that the Board and Audit Committee are required to play under the above regulations governing Risk Management:

1. The Board's role is to ensure framing, implementing and monitoring risk management plan, having in place systems for risk management as part of internal controls with duty being cast upon Independent Directors to bring unbiased angle to the Board's deliberations on making risk management systems more robust.

2. The Audit Committee's role is to evaluate the risk management systems.

This policy shall complement the other policies of G R INFRAPROJECTS LIMITED in place e.g. Related Party Transactions Policy, to ensure that the risk if any arising out of Related Party Transactions are effectively mitigated.

Broad Principles

The Board is required to review the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal including environmental, business, operational, financial and sectoral, ESG related risk and others. Communication of Risk Management Strategy to various levels of the management for effective implementation is essential.

Identification and Risk Analysis

Risk Identification is obligatory on all vertical and functional heads, who with the inputs from their team members, are required to report the material risks to senior management of the Company, along with their considered views and recommendations for risk mitigation.

Analysis of all the risks thus identified shall be carried out by this Committee through participation of the vertical/functional heads and a preliminary report thus finalized shall be placed before the Risk Management Committee.

The following steps to be taken:

Risk identification: To identify organization's exposure to uncertainty, risks may be classified in the following:

1. Strategic
2. Operational
3. Financial
4. Hazard
5. Sectoral
6. ESG related risk
7. Cyber security

Risk Description:

To display the identified risks in a structured format.

Risk Evaluation:

After risk analysis, comparison of estimated risks against organization risk criteria is required. It is to be used to make decisions about the significance of risks and whether each specific risk to be accepted or treated.

Risk Estimation:

Can be quantitative, semi quantitative or qualitative in terms of probability of occurrence and possible consequences.

Impact level on performance/profit – Both Threats and Opportunities

Reporting

1. Internal Reporting
   a) Risk Management Committee
   b) Board of Directors
   c) Vertical Heads
   d) Individuals

2. External Reporting
   a) To communicate to the stakeholders on regular basis as part of Corporate Governance

Development of Action plan

The Risk Management Committee shall be constituted by the Board and may be reconstituted from time to time (if required), to remain effective and efficient, and comply with the statute.

The members of the Risk Management Committee shall discharge the role of "Think Tank", ideate and bounce off their collective suggestions to the Board for periodic updation of the Risk Management Plan to ensure that the same is in sync with changing macro and micro factors having bearing on all material aspects of the businesses the Company is engaged in or shall undertake.

Guidelines to deal with the risks

The Business Plan including Capital Expenditure and Fund Flow Statement for each segment together with SWOT analysis, data on Production Planning, Materials Management, Sales & Distribution, Delivery Schedules, Assets, Accounts Receivables and Payables as well as Regulatory Regime applicable shall be reviewed in the light of the material risks identified. Through deliberations of the Committee a comprehensive plan of action to deal with the risks shall be developed and guidelines flowing from such plan shall be communicated to the employees concerned for mitigation of the risks.

Approval

The Action Plan and guidelines decided by the Risk Management Committee shall be approved by the Audit Committee before communication to the personnel for implementation. The Audit Committee 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.

Risk Treatment

Risk Treatment includes the process of selecting and implementing measures to mitigate risks and 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:

1. Effective and efficient operations
2. Effective Internal Controls
3. 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.

ROLE OF AUDIT COMMITTEE

It shall be the role of Audit Committee to evaluate internal financial controls and risk management systems.

Integration of Risk Management Strategy

The risk management strategy of the Company is to be integrated with the overall business strategies of the organization and its mission statement to ensure that its risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the Company's objectives.

Penalties

The penalties are prescribed under the Companies Act, 2013 under various sections which stipulate having a Risk Management Framework in place and its disclosure. Section 134 (8) (dealing with disclosure by way of attachment to the Board Report): If a company contravenes the provisions of this section, the company shall be punishable with fine the company shall be liable to a penalty of three lakh rupees and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees.

There are other provisions of the Companies Act, 2013 as well as Securities and Exchange Board of India Act, 1992 which stipulate stiff penalties. Therefore, this Policy prescribes that violation of the provisions applicable to Risk Management Framework is something the Company cannot afford to risk.

REVIEW

This policy may be reviewed and amended periodically by the Risk Management Committee 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.