**Upaya City Cargo**

**Environmental and Social Risk Management Committee**

**Terms of Reference**

**About Upaya:**

Upaya City Cargo is an online marketplace for intra-city logistics that connects individuals and businesses with our pickup driver/rider partners as well as two- wheeler rider partners and integrates technology to ensure quick and hassle-free delivery of small and bulk goods within various cities of Nepal.

**Objective**

The Risk Committee is responsible for assisting the Board in reviewing the company’s Environment and Social (E&S) risk profile in relation to operation. It monitors and manages the existing risks as well as mitigates the upcoming key E&S risks in the operational areas of the business. It checks the risk appetite of the business and acts accordingly.

**Membership of the Committee**

1. The committee is headed by Mr. Suman Rayamajhi, Managing Director of Upaya City Cargo Pvt. Ltd.
2. The members of the committee comprise of:
3. Ms. Melisha Rajopadhayaya, Human resources
4. Mr. Rahul Malla Thakuri, Commercial
5. Mr. Sandip Subedi, Logistics
6. Mr. Akshov Shakya, Operations
7. Mr. Prabhat Acharya, Technology and Development
8. Mr. Shambhu Subedi, Accounts and Finance
9. Mr. Suvodh Thapa, Outstation
10. Mr. Vikalp Kashyap, Two-Wheeler

**Scope of Work**

1. Oversee and Review the E&S risk management responsibilities, framework, policies, procedures on annual basis
2. Review and Discuss the progress on quarterly basis
3. Report the BOD about the E&S risk profile of the operations and the preventive measures taken

**Responsibilities of the Committee**

1. Oversee the E&S risk exposure, risk appetite and recommend with a risk management framework comprising of strategies, policies and level of risk tolerance
2. Identify high-risks in relation to the E&S areas of each department, evaluate the ability to manage the same and recommend mitigation measures for long term
3. Ensure that the E&S risks are identified timely to prevent any mishaps occurrence in future and take steps to prevent those
4. Ensure that the stakeholders are well aware about the E&S risks and its preventive measures
5. Review all of the associated E&S risks and rate those risks on the basis of its critical level
6. Maintain a E&S risk monitoring spreadsheet to record all the high risks factors and timely prevention of those risks

**Frequency of Meeting**

The meetings shall be held four times every year and at times when required.

**Revision of the TOR**

This TOR will be reviewed and updated by the committee on yearly basis as well as whenever necessary.