

RISK MANAGEMENT POLICY

BLUEHOPE SOLUTIONS LIMITED

Approved by: Board of Directors

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BACKGROUND:

Bluehope Solutions Limited (hereinafter referred to as “**the Company**”) recognizes that risk is inherent to any business activity and that managing risk effectively is critical to the immediate and future success of the Company.

The Company’s business is exposed to various risks, arising out of internal and external factors. This document lays down the Risk Management Policy of the company, which identifies and evaluates various risks and mitigating efforts to resolve such risks. This Policy is in compliance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, which requires the company to lay down procedure for risk assessment and risk minimization.

The Board of Directors, Senior Management and the Audit committee of the company should periodically review the policy and monitor its implementation to ensure risk minimization and smooth running of the business. This policy will cover all the areas of operations of the Company.

FRAMEWORK:

Risk Management is considered a vital and important function of the Corporate Governance practices. Risk Management policy is formulated to ensure robust internal controls and enable the Company to proactively respond to any changes in the business environment so as to achieve a high degree of business performance, limit any negative impact on its working and capitalize on any business opportunities.

BOARD REPORT:

The report of Board of Directors as required under Section 134 (3) (n) will include details about the development and implementation of Risk Management Policy and this will cover identification of various risks, arising out of internal and external elements, as faced by the Company and the mitigating efforts for tackling the same.

OBJECTIVE:

The business activities of the Company carry various internal and external risks. Progressive organizations need to take new initiatives, which often come along with certain risks. Additionally, the increasingly dynamic external environment presents risks to the existing business. To navigate through the likely business risks, the Company has formulated a structured risk management process. The primary objectives of this Risk Management Policy are:

- Identification and categorization of potential risks
 - Assessment and mitigation of risks
 - To monitor risks and assure business growth
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DEFINITIONS:

"Audit Committee" means a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 ("Act") read with the Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations).

"Board of Directors" or "Board" in relation to the Company, means the collective Body of Directors of the Company constituted in accordance with the provisions of section 2(10) of the Companies Act, 2013 ("Act") read with the Regulation 2(1)(d) of the Listing Regulations.

"Policy" means a written Risk Management Policy framed by the Board of Directors.

"Risk" is an event or a probability of an event, which can prevent, hinder or otherwise obstruct the Company in value creation and achieving its objectives or erode the existing value of the Company.

"Risk Management Committee" or **"Committee"** is a committee constituted in accordance with the provisions of Regulation 21 of Listing Regulations and other applicable laws.

"Risk Management System" or **"Risk Management"** is the process of identification, evaluation, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability or impact of the Risks.

RISK MANAGEMENT SYSTEM:

The overall Risk Management System of the Company shall broadly comprise of the following activities:

- Risk identification,
- Risk evaluation and assessment,
- Risk treatment and mitigation,
- Risk monitoring and reviewing.

RESPONSIBILITY DISTRIBUTION:

Board of Directors: The Board of Directors shall be responsible for the following:

- framing and implementation of the Risk Management Plan, processes and guidelines and periodic review of the same;
 - supervising the overall risk management system of the Company including assessment of the risk management;
 - providing suggestions/ comments/ remarks, if any, on the risks to the Risk Management Committee;
 - suggesting steps to minimize and mitigate the risks to the Risk Management Committee;
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RISK MANAGEMENT COMMITTEE:

COMPOSITION OF RISK MANAGEMENT COMMITTEE:

The Risk Management Committee ("Committee") of the Company shall have a minimum of three Members with the majority of them being members of the Board, including at least one Independent Director. The Chairperson of the Committee shall be a member of the Board and senior executives of the Company may be members of the Committee. The Company Secretary shall act as the Secretary to the Committee. The Secretary will be responsible for taking adequate minutes of the proceedings and reporting on actions taken in the subsequent meeting.

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.

QUORUM:

The quorum necessary for transacting business at 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 Board of Director being present. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

MEETINGS

The Committee shall meet at least twice annually or as frequently as may be considered necessary by the Chairperson of the Committee. There should not be a gap of more than 210 days between two consecutive meetings.

ROLES AND RESPONSIBILITIES OF RISK MANAGEMENT COMMITTEE

The Risk Management Committee shall be responsible for managing, minimizing and monitoring of all the risks including risk related to cyber security as identified by the Board of Directors. The role of the Committee shall include:

- laying down procedures to inform Board of Directors about the risk assessment and minimization procedures;
 - to assist the Board with regard to the identification, evaluation and mitigation of risks and assess management actions to mitigate such risks;
 - to evaluate and ensure that the Company has an effective internal control system to enable identifying, mitigating and monitoring of the risks related to the business of the Company;
 - to review effectiveness of risk management and control system;
 - to evaluate risks related to cyber security and ensure appropriate procedures are placed to mitigate these risks in a timely manner;
 - periodic reporting to the Board of non-financial risk management issues and actions taken in such regard;
 - to ensure the implementation of the suggestions/remarks/comments, if any, of the Board of Directors on the Risk Management Plan and System;
 - performing such other functions as may be assigned by the Board of Directors from time to time.
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KEY BUSINESS RISKS

The Company has identified following business risk associated with business of the Company:

- Strategic Risks
- Financial Risks
- Compliance Risks
- Sectoral Risks Sustainability (Particularly ESG related) Risks
- Information technology Risks including Cyber Security Risks
- Operational Risks
- Business Continuity Plans

RISK MANAGEMENT PROCESS

In order to implement risk strategy, the management shall follow a uniform six-step risk management process:

- Risk Identification
- Risk Assessment
- Risk Prioritization
- Develop & Implement Risk Response
- Develop Portfolio View
- Review & Monitoring

IMPLEMENTATION OF THE SCHEME:

The functional managers at all locations will be responsible for identifying and assessing the risks within their areas of responsibilities and actions agreed beforehand to resolve such risks.

They will report any new risk or changes in the existing risk to the Managing Director. The Board and the senior executives of the Company will oversee the implementation of the policy and review the same periodically; the Board will be updated on key risks faced by the Company and the mitigating actions taken to resolve them.

AMENDMENT

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committee(s) shall have the right to withdraw and /or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or authorized Committee in this respect shall be final and binding. Any subsequent amendment/modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.
