



Executive Centre India Limited

Risk Management Policy

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1. Introduction

The Risk Management Policy (the “**Policy**”) provides the guidelines for institutionalizing a formal risk management function and framework for Executive Centre India Limited (“**Company**”). The Policy is to be periodically reviewed by the Risk Management Committee (“**RMC**”) and formally define the purpose, authority and responsibilities for Enterprise Risk Management (“**ERM**”). An officer shall be appointed from time to time for discharging the responsibility of ERM.

Risk is an event which can prevent, hinder or fail to further or otherwise obstruct the enterprise in achieving its objectives. A business risk is the threat that an event or action will adversely affect an enterprise’s ability to maximize stakeholder value and to achieve its business objectives.

2. Legal Framework

Pursuant to Regulation 17(9) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and with the provisions of Section 134(3) of the Companies, Act 2013, this Policy is being formulated.

3. Definitions

- 3.1. “**Act**” means the Companies Act, 2013 including any statutory modifications or re- enactment thereof.
- 3.2. ¹“**Board of Directors**” or “**Board**” means the Board of Directors of Executive Centre India Limited; as constituted from time to time.
- 3.3. ¹“**Company**” means Executive Centre India Limited.
- 3.4. “**Risk Management Committee**” or “**RMC**” or the “**Committee**” means a committee formed under Regulation 21 of the Listing Regulations, as amended from time to time.
- 3.5. “**Policy**” means Risk Management Policy or Enterprise Risk Management Policy.
- 3.6. “**SEBI Listing Regulations**” means the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.

4. Enterprise Risk Management Organization

The Office of Enterprise Risk Management (ERM) is comprised of the Risk Management Committee (RMC), the Board of Directors and the Risk Owners.

4.1. Risk Management Committee

The Risk Management Committee is constituted as per Regulation 21 of the SEBI Listing Regulations.

4.2. Board of Directors

The Board of Directors oversee the development of this Policy and the establishment, implementation and monitoring of the Company’s risk management system, in accordance with the Policy.

4.3. Risk Owners

Each Function Head of the Company are the risk owners and are responsible for managing risk for their functions.

5. Roles & Responsibilities

¹ The name of the “Company” changed from “**Executive Centre India Private Limited**” to “**Executive Centre India Limited**” pursuant to conversion of the Company from a Private Limited company to a Public Limited company effective from 04 June 2025.

5.1. Risk Management Committee:

The Risk Management Committee is responsible for:

5.1.1. To formulate a detailed risk management policy which shall include:

- A framework for identification of internal and external risks specifically faced by the Company, 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.
- Measures for risk mitigation including systems and processes for internal control of identified risks.
- Business continuity plan.

5.1.2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

5.1.3. To monitor and oversee implementation of the Policy, including evaluating the adequacy of risk management systems;

5.1.4. To periodically review the Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5.1.5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

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

5.1.7. To monitor and oversee implementation of the cyber security measures.

5.1.8. To define the risk strategy, key areas of focus and risk appetite for the Company.

5.2. Board of Directors:

The Board of Directors is responsible for:

- Reviewing the implementation of this Policy.
- Ensuring that appropriate systems of controls are in place for risk management.
- Offer periodic advice on risk appetite and risk tolerance.

5.3. Risk Owner:

The risk owner is responsible for, and owns, the assigned risks impacting the Company. The responsibilities include management of key risks and identification of any emerging risks impacting the organization.

5.4. Audit Committee:

The Audit Committee shall evaluate the risk management system implemented and comment on the adequacy and effectiveness of risk management of the company.

6. Risk Management Methodology

Risk management process includes four activities: Risk Identification, Risk Prioritization, Risk Treatment and Reporting.

7. Reporting

7.1. The Committee to meet at least twice in a year to review progress on risk mitigation plans.

7.2. Annual reporting to the Board of Directors on top risks identified along with mitigation plans.

8. Amendments / limitation

In the event of any conflict between the Companies Act, 2013 or the SEBI Listing Regulations or any other statutory enactments and the provisions of this Policy, the Regulations shall prevail over this Policy and the provisions in the Policy would be modified in due course to make it consistent with law. Any subsequent amendment/modification in the SEBI Listing Regulations, in this regard shall automatically apply to this Policy.
