



Uniphos Enterprises Limited

RISK MANAGEMENT POLICY

1. REGULATORY FRAMEWORK

- 1.1** This Risk Management Policy (“Policy”) of Uniphos Enterprises Limited (“Company”) has been prepared and adopted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021 and Companies Act, 2013 (“Act”) read with the Companies (Amendment) Act along with circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.
- 1.2** Regulation 21 of SEBI Listing Regulations requires the top 1000 listed companies (determined on the basis of market capitalization, as at the end of the immediate previous financial year) to constitute a Risk Management Committee (“Committee”) as follows:
- 1.2.1** The committee shall consist of minimum **three members** with majority of them being members of the board of directors, including **at least one independent director** of the Company.
- 1.2.2** The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee.
- 1.2.3** The Board of Directors shall define the role and responsibility of the Committee and delegate the monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit such function shall specifically cover cyber security. Provided that the role and responsibilities of the Risk Management Committee shall mandatorily include the performance of functions specified in Part D of Schedule II.
- 1.2.4** The Committee shall meet **at least twice** in a year. The meetings of the Committee shall be conducted in such a manner that on a continuous basis **not more than one hundred and eighty days** shall elapse **between any two consecutive meetings**.
- 1.2.5** The **quorum** for 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 the board of directors** in attendance.

2. OBJECTIVES OF THE POLICY

The key objective of this policy is to provide guidance regarding the management of risk to support the achievement of corporate objectives, protect business assets and ensure financial sustainability, to ensure sustainable business growth by evaluating, tackling and resolving various risks associated with the Company. In order to achieve this key objective, the policy establishes a strategic approach to risk management, which helps in arriving at correct solutions for various risk related issues.

3. RISK MANAGEMENT

- 3.1** Risk Management is considered a vital and important function of the Corporate Governance practices in the Company. Senior Executives of the Company: Managing Director and Chief Financial Officer are responsible for effective risk management.
- 3.2** The Policy is formulated to ensure robust internal controls, to enable the Company to proactively respond to any changes in the business environment and to help the Company achieve a high degree of business performance, limit any negative impact on its working and capitalize on any business opportunity.
- 3.3** 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.

4. IDENTIFYING AND ASSESSING VARIOUS BUSINESS RISKS

- 4.1 Funding risk:** As there are no much activities in the Company, the Company may not be able to mobilize adequate funds, if any, in time.
- 4.2 Regulatory risk:** Any change in Government / Regulators Policy / Rules / Regulations will require fresh compliances.
- 4.3 Foreign currency fluctuation risk:** The Company is engaged in the trading activities, which may subject to risk of less profit / loss on account of volatility in foreign currency exchange.
- 4.4 Risks due to disruption and unprecedented uncertainty due to second wave of the Covid-19 pandemic and Impact on Business:** Products may not be available as per demand. Also, supplier/ customer may not be available and there may be delay in receipt of money from customer. Further, the Company's revenue is mainly from other income consisting of dividend on equity shares and interest on loans. The financial assets of the Company are mainly investments in listed securities and accordingly, any material volatility in the capital market may impact the market value of the investment.

5. IMPLEMENTATION OF THE POLICY

- 5.1** The Committee will oversee the implementation of the Policy.
- 5.2** The Committee, on half yearly basis, will update the Board on the key risks factors faced by the Company and the mitigating actions taken to resolve them.
- 5.3** 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.
- 5.4** Board of Directors, Senior Management and the Audit Committee shall review the policy as and when required and monitor its implementation to ensure risk minimization and smooth running of the business and may also amend the Policy from time to time, as may be deemed necessary.

6. DISCLOSURE:

- 6.1** The Company shall disclose this Policy on the Company's website at www.uelonline.com and a web link thereto shall be provided in the Board's Report.
- 6.2** The Company shall, in its Board's Report, give details of the new risks, if any, faced by the Company, the impact thereof and the consequent actions taken to mitigate such risks.

7. REVIEW AND APPROVAL:

- 7.1** The Risk Management Policy shall be reviewed at least once in two years, or whenever there is a significant change in business context or model or changing industry dynamics.

(The above policy was reviewed by the Board of Directors at its meeting held on 28th May, 2024)