



## **GODREJ AGROVET LIMITED**

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### **Risk Management Policy**

**Godrej Agrovvet Limited** (“the Company”) considers ongoing risk management to be a core component of the Management of the Company, and understands that the Company’s ability to identify and address risk is central to achieving its corporate objectives.

The Company’s Risk Management Policy (“the Policy”) outlines the program implemented by the Company to ensure appropriate risk management within its systems and culture.

The Policy is formulated in compliance with Regulation 17(9)(b) read with Regulation 21 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and provisions of the Companies Act, 2013 (“the Act”), which requires the Company to lay down procedures about risk assessment and risk minimization.

i) The Board of Directors of the Company shall form a Risk Management Committee (hereinafter referred to as “Committee”) who shall periodically review this Policy of the Company so that the Management controls the risk through properly defined network. The Board of Directors may re-constitute the composition of the Committee, as it may deem fit, from time to time.

ii) Head of Departments shall be responsible for implementation of the Risk Management System as may be applicable to their respective areas of functioning and report to the Board and the Committee from time to time.

#### ***Risk Management Program***

The Company’s risk management program comprises of a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile.

To achieve this, the Company has clearly defined the responsibility and authority of the Company’s Board of Directors and of the Committee, to oversee and manage the risk management program,

while conferring responsibility and authority on the Company's senior management to develop and maintain the risk management program in light of the day-to-day needs of the Company. Regular communication and review of risk management practice provides the Company with important checks and balances to ensure the efficacy of its risk management program.

The key elements of the Company's risk management program are set out below.

### ***Risk Identification***

In order to identify and assess material business risks, the Company defines risks and prepares risk profiles in light of its business plans and strategies. This involves providing an overview of each material risk, making an assessment of the risk level and preparing action plans to address and manage the risk.

The Company presently focuses on the following types of material risks:

- technological risks;
- strategic business risks;
- operational risks;
- quality risk;
- competition risk;
- foreign exchange risk;
- realization risk;
- cost risk;
- financial risks;
- human resource risks; and
- legal / regulatory risk.

### ***Oversight and management Board of Director***

The Board of Directors ("the Board") is responsible for reviewing and ratifying the risk management structure, processes and guidelines which are developed and maintained by Committee and Senior Management. The Committee or Management may also refer particular issues to the Board for final consideration and direction.

### ***Risk Management Committee***

The day to day oversight and management of the Company's risk management program has been conferred upon the Committee. The Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes, and provides regular reports to the Board on the effectiveness of the risk management program in identifying

and addressing material business risks. To achieve this, **the Committee is responsible for:**

- a) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;**
- b) Formulating a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, or any other risk as may be determined by the Committee;**
- c) Formulating a Business Continuity Plan;**
- d) Managing and monitoring the implementation of action plans developed to address material business risks within the Company and its business units, and regularly reviewing the progress of action plans;
- e) Setting up internal processes and systems to control the implementation of action plans;
- f) Regularly monitoring and evaluating the performance of management in managing risk;
- g) Providing management and employees with the necessary tools and resources to identify and manage risks;
- h) Regularly reviewing and updating the current list of material business risks;
- i) Regularly reporting to the Board on the status of material business risks; and
- j) Ensuring compliance with regulatory requirements and best practices with respect to risk management;
- k) Monitoring and reviewing cyber security risks;
- l) Managing and monitoring all the compliances required as per the applicable guidelines issued by relevant authorities for the purpose of raising Trade Credit in the form of Buyers' Credit or Suppliers' Credit, whether Foreign Currency or Indian Currency Denominated Trade Credit;
- m) Regularly reviewing the applicable guidelines for hedging, with respect to Trade Credits raised, if any, issued by the concerned sectoral or prudential regulator in respect of foreign currency exposure;
- n) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;**
- o) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;**

- p) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- q) To co-ordinate with other companies, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

***Powers of the Committee:***

- a) Appointment, removal and the terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Committee;
- b) 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.

***Senior Management***

The Company's Senior Management is responsible for designing and implementing risk management and internal control systems which identify material risks for the Company and aim to provide the Company with warnings of risks before they escalate. Senior Management must implement the action plans developed to address material business risks across the Company and individual business units.

Senior Management should regularly monitor and evaluate the effectiveness of the action plans and the performance of employees in implementing the action plans, as appropriate. In addition, Senior Management should promote and monitor the culture of risk management within the Company and compliance with the internal risk control systems and processes by employees. Senior Management should report regularly to the Board regarding the status and effectiveness of the risk management program.

***Employees***

All employees are responsible for implementing, managing and monitoring action plans with respect to material business risks, as appropriate.

***Review of risk management program***

The Company regularly evaluates the effectiveness of its risk management program to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. The division of responsibility between the Board, the Committee and the Senior Management aims to ensure the specific responsibilities for risk management are clearly communicated and understood. The reporting obligation of Senior Management and Committee ensures that the Board is regularly informed of material risk management issues and actions. This is supplemented by the evaluation of

the performance of risk management program, the Committee, the Senior Management and employees responsible for its implementation.

### ***Risk Management System***

The Company has always had a system-based approach to business risk management. Backed by strong internal control systems, the current risk management framework consist of the following elements:

-Risk Management system is aimed at ensuring formulation of appropriate risk management policies and procedures, their effective implementation and independent monitoring and reporting by Internal Audit.

-A combination of centrally issued policies and divisionally-evolved procedures brings robustness to the process of ensuring business risks are effectively addressed.

-Appropriate structures have been put in place to effectively address inherent risks in businesses with unique / relatively high risk profiles.

- Ensuring proper procedures and mechanism exists for monitoring and reviewing cyber security risks.

A strong and independent Internal Audit Function at the corporate level carries out risk focused audits across all businesses, enabling identification of areas where risk managements processes may need to be improved. The Board reviews internal Audit findings, and provides strategic guidance on internal controls. Monitors the internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented.

The combination of policies and processes as outlined above adequately addresses the various risks associated with our Company's businesses. The Senior Management of the Company periodically reviews the risk management framework to maintain its contemporariness so as to effectively address the emerging challenges in a dynamic business environment.

### **Commodity Risks:**

GAVL is exposed to commodity risks on a routine basis due to multiple commodities (imported or domestically procured) utilized in its manufacturing operations.

Such risks are managed by tracking the commodity prices on a daily basis taking physical position of commodity as well as entering into fixed price contracts with the domestic and overseas suppliers in order to hedge price volatility.

**Amendment:**

This policy will be reviewed by the Board of Directors of the Company or by its Committee (as may be authorized by the Board of Directors in this regard) as they deem necessary. Any change in the Policy shall be approved by the Board of Directors of the Company or its Committee. The Board of Directors or its Committee (as may be authorized by the Board of Directors in this regard) 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 of Directors in this respect shall be final and binding. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

**Communication of this Policy:**

This Policy shall be posted on the website of the Company [www.godrejagrovet.com](http://www.godrejagrovet.com)

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