

TRESCON LIMITED

RISK MANAGEMENT POLICY

{Pursuant to Section 134(3) of Companies Act, 2013}

Introduction

Trescon Ltd is in the business of Real Estate development, prone to inherent business risks like any other organisation. To minimize the adverse consequence of risks on business objectives the Company has framed this Risk Management Policy. The guidance provides a route map for risk management, bringing together policy and guidance from Board of Directors.

The company is committed to high standards of business conduct and to good risk management to:

- ❖ avoid major surprises related to overall control environment
- ❖ have more effective management of change
- ❖ have more effective use of resources
- ❖ have better decision making
- ❖ achieve sustainable business growth
- ❖ protect company's assets
- ❖ ensure compliance with applicable legal requirements
- ❖ safeguard stakeholders interest

This document is intended to formalize a risk management policy the objective of which shall be identification, evaluating, monitoring and minimizing identifiable risks.

Legal Requirement

Trescon Ltd being a listed company is required to adhere to the regulations made both by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

Requirement as per Companies Act, 2013

Responsibility of the Board: As per Section 134 (n) of the Act, The Board of Directors' report must include a statement indicating development and implementation of a risk management policy for the Company including identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

Responsibility of the Audit Committee: As per Section 177 (4)(vii) of the Act, the Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include evaluation of internal financial controls and risk management systems.

Responsibility of the Independent Directors: As per Schedule IV [Part II-(4)] of the Act, Independent directors should satisfy themselves that financial controls and the systems of risk management are robust and defensible.

Requirement of Listing Regulation

Responsibility of the Audit Committee: As per Schedule II Part C Part A (11), the role of the audit committee shall include the evaluation of internal financial controls and risk management systems.

Requirement for Regulation 21(4): "The Company to whom Risk Management Committee is applicable shall through its Board of Directors define the role and responsibility of the Risk Management Committee and may delegate 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.

Roles and Responsibilities

The risk management roles and responsibilities will be as under:

Board	<ol style="list-style-type: none">1. Approve risk policy and strategy2. To ensure that the Risk Management Policy is being followed and effectively contributing to early identification of risks and proper mitigation process.3. To frame, implement and monitor the risk management plan of the Company.
Audit Committee	<ol style="list-style-type: none">1. Evaluation of internal financial controls and risk management systems, including reviewing adequacy and effectiveness of business risk management.2. Advice Business/support functions on Risk initiatives.3. Monitors emerging issues and shares best practice.
Risk Officer / Functional Head	<ol style="list-style-type: none">1. Responsible for identifying risks2. Responsible for preparing risk profile3. Responsible for managing risk

<i>Audit</i>	<ol style="list-style-type: none"> 1. <i>Tests compliance at all relevant levels</i> 2. <i>Quality assurance on risk management process</i> 3. <i>Special investigations as requested</i>
<i>Employees</i>	<ol style="list-style-type: none"> 1. <i>Compliance with requirement of this policy</i> 2. <i>Exercise reasonable care to prevent loss, to maximize opportunity and to ensure that the operations, reputation and assets are not adversely affected</i>

Introduction to risk

Risks are uncertain events that may take place and they may have a negative impact on reaching the organization's objectives. Risk management is the process of recognizing, assessing, and mitigating the impact of risks that might potentially cause financial losses, affect market reputation or resources. While risks cannot be entirely avoided, the management has placed measures to manage them effectively in line with regulations, objectives and company's values. In the current economic scenario, managing risks has become more challenging. However, through this policy, an attempt has been made to address the nature of all identifiable risks applicable to the company and the methods employed by the company to address them.

The Risk Management Policy of the company is intended to:

- ✓ to serve as a document wherein risks affecting the entire organization, at a macro-level are recognized
- ✓ to describe the measures employed by the management in managing these risks across all divisions and functions,

Opportunities and Threats

As in any other business, the real estate sector is also likely to face competition from existing as well as new players. However, the company hopes to address the competitive threat on the strength of its emphasis on quality of construction, adoption of innovative designs and provision of qualitative services and of course, by using its advantage of experience.

The real estate sector in India has undergone rapid changes in the past few years. New competitors have entered the core area of our operations in recent times. The fight for the market share has intensified with competition resorting to higher advertising costs.

Risk and Concerns

A big risk which the developers are facing is price risk. Real estate price cycles have the maximum impact on the margins of the developers, because land costs account for a large portion of the constructed property.

The other risk to which the developers are exposed is demand risk which indicates the ability to sell properties based on location, brand, track record, quality and timelines of completion. Most real estate developers try to address this risk by undertaking market surveys in order to assess the demand for their properties. Sustained availability of housing loans at a cheaper rate is one of the reasons for growth in demand for housing units. Uncertain interest rates lead to uncertainty in the real estate market. Change in Government Policies including change in Tax structure will also affect the Progress of the Real Estate Industry.

The company has identified risks that may have a significant impact on the business, if ignored. The company has established a set of proactive and reactive measures to address them. These risks were determined based on detailed analysis of the markets where we operate, nature of our products and services rendered, and inherent risks in various functions.

Risks specific to the Company and the mitigation measures adopted

1. Business Operations Risks

These risks relate broadly to the company's organisation and management, such as planning, monitoring and reporting systems in the day to day management process namely:

- Organisation and management risks,
- Production, process and productivity risks,
- Business interruption risks,
- Profitability

Risk mitigation measures

- The Company functions under a well-defined organization structure.
- Procedures and roles are well defined to avoid any conflict or communication gap between two or more Departments.

2. **Liquidity Risks**

- Financial solvency risk
- Liquidity (Working Capital) risks
- Borrowing limits
- Cash management risks

Risk Mitigation Measures

- Proper financial planning is put in place with detailed Annual Business Plans discussed at appropriate levels within the organisation.
- Daily and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilise cash in an effective manner.

3. **Sales Market Demand Risk**

Customers play a vital role in determining the performance of a real estate Company.

- Entry of new competitors has direct affect on demand & sales
- Downturn in economy could lead to
 - A decrease in sales or market rates for residential projects.
 - Prospective customers may not be able to obtain housing finance.
 - The Company may also run the risk of customer insolvencies.
- Shift in customer preference may also have an adverse effect on the Company's business and operating results.

Risk Mitigation Measures

Company plans new projects based on

- Based on the experience gained in the past.
- A study is done of market dynamics, movement by competition, economic policies and growth patterns of different segments of users.

4. **Procurement Risk**

- Supply Risks – Quantity & Quality
- Suppliers lead time, interest rate risks
- Raw material rates
- Interruption in the supply of raw material

Risk Mitigation Measures

- Raw materials are procured from different sources at competitive prices.
- Alternative sources are developed for uninterrupted supply of raw materials

- Proper inventory control systems have been put in place.

5. **Human Resource Risks**

Labour Turnover Risks, involving replacement risks, training risks, skill risks, etc.

Risk Mitigation Measures

- Company has proper recruitment policy for recruitment of personnel at various levels in the organization.
- Proper appraisal system for revision of compensation on a periodical basis has been evolved and followed regularly.
- Employees are trained at regular intervals to upgrade their skills.
- Labour problems are obviated by negotiations and conciliation.

6. **Legal Risks**

These risks relate to the following:

- Contract Risks
- Contractual Liability
- Judicial Risks

Risk Mitigation Measures

- A study of contracts with focus on contractual liabilities, deductions, penalties and interest conditions is undertaken on a regular basis.
- The Legal department vets all legal and contractual documents with legal advice from Legal retainers for different branches of legislation.

7. **Disaster Risks**

Natural risks like Fire, Floods, Earthquakes, etc.

Risk Mitigation Measures

- The properties of the company are insured against natural risks, like fire, flood, earthquakes, etc. with periodical review of adequacy, rates and risks covered under professional advice.
- Fire extinguishers have been placed at fire sensitive locations.
- First aid training is given to watch and ward staff and safety personnel.

8. **IT System Risks**

- System capability
- System reliability
- Data integrity risks

- › Coordinating and interfacing risks
- › Information Security

Risk Mitigation Measures

- IT department maintains and upgrades the systems on a continuous basis
- Password protection is provided at different levels to ensure data integrity.
- Licensed software is being used in the systems.
- Segregation of duties with respect to access, view and modification of information systems are validated periodically.
- On appointment of an employee, approvals from functional heads are obtained to facilitate creation of an employee ID. Access to required information systems is dependent on an employee ID.

Amendments

This policy may be amended subject to the approval of Board of Directors, from time to time in line with the business requirement of the Company or any statutory enactment or amendment thereto.
