One 97 Communications Limited

Enterprise Risk Management (ERM) Policy

Version 3.0

Policy Version	Function	Date of Board Approval	Effective Date
Version 1.0	ERM	July 10, 2021	July 10, 2021
Version 2.0	ERM	July 21, 2023	July 21, 2023
Version 3.0	ERM	July 22, 2025	July 22, 2025

Recommended by	**Risk Management Committee (RMC)**
Approved by	**Board of Directors on July 22, 2025**

Glossary

Abbreviations	Description
AC	Audit Committee
BoD	Board of Directors
ERM	Enterprise Risk Management
LODR	Listing Obligations and Disclosure Requirements
OCL	One97 Communications Limited
RMC	Risk Management Committee
RTM	Risks That Matter
SEBI	Securities and Exchange Board of India

1. Introduction

a. Purpose:

The Enterprise Risk Management Policy ("the Policy") is formulated in compliance with Section 134(3) of the Companies Act, 2013 and Regulation 17(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Policy fulfils the One 97 Communications Limited ("OCL" or "the Company") commitment towards managing risks through a structured, integrated, and comprehensive Enterprise Risk Management (hereafter referred to as "ERM") framework. This framework includes risk identification and assessment, prioritisation, development of mitigation plan and reporting on significant risks i.e. 'Risks That Matter (RTM)', risks with material impact that could potentially hinder the Company ability to achieve its stated business objectives.

b. Scope and Applicability:

This Policy is applicable to all business operations, and across all levels within the Company, including management, employees, contractors and business partners/individuals, whether directly/indirectly. It encompasses all geographical locations of the Company. The scope of this policy is to define, design, implement and monitor an enterprise-wide risk management framework, as well as to clarify the governance roles of the Board of Directors (BoD or 'the Board'), its Committees, and the Management.

The Policy is adopted by the Board and may be amended with their approval as needed.

c. Objectives:

In line with company's objective of increasing shareholders' values, the Policy aims to identify, manage and provide a unified view of all material risks/ potential events across the enterprise. The Policy is intended to assist the management and Board in their decision-making processes to help:

- Safeguard the Company's and its subsidiaries / associates property, interests, and interests of all stakeholders.

- Implement appropriate risk management processes and associated controls, incident monitoring and continuous improvement initiatives.

- Develop mechanisms for timely and effective actions to reduce significant business threats while enhancing opportunities.

- Establish a process to identify emerging risks and early warning signals to mitigate losses and negative impacts before they materialise.

- Enhance corporate governance, compliance, and a risk-aware culture through shared responsibility.

- Strengthen business resilience through a proactive mitigation plan.

2. Components of Risk Management Framework

There are 6 components of our ERM framework as described below:

a. **Risk Governance**
b. **Risk Identification and Assessment**
c. **Risk Response and Mitigation**
d. **Risk Repository and finalization**
e. **Risk Monitoring and Reporting**
f. **Periodic Review and Improvement**

a. Risk Governance:

The Company's ability to conduct an effective risk management is dependent upon having an appropriate governance structure with well-defined roles and responsibilities, which this Policy provides. This risk governance structure operates as a multi-tiered framework to ensure shared responsibility and accountability among its stakeholders. The risk governance structure of the Company consists of:

- The Board, Risk Management Committee (RMC) and Senior Management
- At the operational level, respective Functional Heads are designated as risk owners to identify, manage, report and implement mitigating controls on the risks within their function.

- The ERM team is responsible for setting up the risk framework, supporting respective functions in risk management, and creating risk awareness across the Company.

Roles & Responsibilities:

Responsibility Holder	Responsibilities
Board of Directors (BoD)	The Company's risk management framework is overseen by the Board (ultimate responsibility), and the policies to manage risks are approved by the Board. Key responsibilities includes: • Setting the strategic direction for fostering a Risk Culture throughout the Company. • Ensuring that the Company has an effective risk management framework, and senior management takes the necessary steps to manage risks. • Defining the risk strategy, identifying key areas of focus and risk prioritisation for the Company • Approving the risk management policy.
Risk Management Committee (RMC)	The RMC review risk policies and frameworks, as well as review key risks on a periodic basis through support from ERM team. The RMC, as constituted by the Board, is the key committee responsible for implementing and coordinating the risk management function on an ongoing basis. The committee is required to have at least three members, with the majority being members of the Board and at least two-thirds being independent directors. The Chairperson of the RMC must be a member of the Board, and senior executives of the

	Company may also be appointed to the committee. The RMC is required to meet quarterly, with a quorum of either two members or one-third of the members, whichever is higher, and this quorum include at least one member of the Board. Key responsibilities includes: ● Keeping the Board of the Company informed about the nature and content of its discussions, recommendations, and actions regarding risks. ● Ensuring that the Management has proper framework, appropriate methodology, processes and systems in place to identify, assess, prioritise, monitor and oversee the implementation of the risk management policy. ● Overseeing the implementation of response plans for key risks and critical incidents. ● Periodically reviewing the risk management policy, at least once in two years, and recommending any amendments or modifications thereof, as necessary for Board's approval.
Senior Management	Key responsibilities includes: ● Drives the implementation and monitoring of ERM and shares insights on risk management for their respective areas. ● Governance layer bridging between functional units and RMC ensuring effective implementation of Risk Management strategy. ● Oversee key risks and emerging risks and response plan. ● Monitoring breaches, incidents and action plans.

Risk Owners (Head of Functions)	Key responsibilities includes: ● Responsible for the ongoing identification, assessment, and preparation of risk response plans for risks within their areas. ● Implement agreed-upon risk response plans and monitor their effectiveness. ● Report the status of implementation of Risk response plans quarterly to RMC. ● Update the risk repository and conduct risk reassessments according to the defined frequency.
Enterprise Risk Management (ERM) function	Key responsibilities includes: ● Establishes the operating structures of ERM, designs and ensures adherence to the Risk Management Policy and framework. ● Supports Risk Owners in the implementation of the risk management framework and drafting of risk repositories.

b. Risk Identification and Assessment:

Risk identification is carried out regularly, which involves scanning the internal and external environment, leveraging internal discussions with risk owners, and the internal control environment to identify key risks. Some of the areas where potential risks are to be continuously monitored, but not limited to:

- Finance Risk
- Personnel Risk
- Operational Risk
- Reputation Risk
- Regulatory Risk
- Legal Risk
- Technology Risk
- Information and Cyber Security Risk
- Environment Risk
- Business Continuity Risk

Identified risks are evaluated on qualitative and quantitative assessments considering their potential impact, the likelihood of occurrence, and the speed of occurrence. This assessment evaluates both inherent risk and residual risk after considering mitigating controls. Based on this evaluation, risks are classified and then prioritised for mitigation and reporting.

c. Risk Response and Mitigation:

For prioritised risks, the risk owners develops a risk response plan with an actionable mitigation strategies, which includes an option to avoid, reduce, transfer, or accept the risks. Each mitigation plan must have an assigned owner and defined timelines, with its implementation progress tracked. Risk owners are also responsible for developing these mitigation plans and implementing controls.

d. Risk Repository and finalization:

Respective Risk Owners are required to finalize and sign-off their respective functional risks repositories. This ensures formal accountability for the identified risks, their assessments and the planned responses.

e. Risk Monitoring and Reporting:

Risk monitoring is an ongoing process. The Management and the risk owners periodically review the status of the risk response plan. Monitoring includes tracking of actions taken against defined thresholds, while managing breaches and key incidents (if any).

The Management and risk owners review the respective risk repositories of their functions periodically. The status of key risks is being updated to the Risk Management Committee (RMC) on quarterly basis. Also, a noting on the existing risk management framework and key risks are provided to the Audit Committee (AC). The Board receives key risks in detail through the RMC/or Audit Committee, at least once a year.

Additionally, the Internal Auditor carries out reviews of the various systems of the Company using a risk based audit methodology. The Internal Auditor is charged with the responsibility of completing the agreed program of independent reviews of the major risk areas and reports to AC on a periodic basis.

f. Periodic Review And Improvement

The effectiveness and continuous improvement of the risk management framework is ensured through periodic review of this Policy, feedback from stakeholders, effectiveness of risk mitigation, control implementation, evolving complexity and continuously changing business environment. The update and review of this Policy will be done at least once in two years by the RMC to ensure it meets the requirements of legislation and the needs of the Company.

3. Approval Of The Policy

The Board will be the approving authority for the Company's overall risk management framework. The Board will, therefore, approve this Policy and any amendments thereto from time to time on recommendations from the Risk Management Committee.