



IMIL/SE/BM/ESG/0123

January 10, 2023

**Online Filing**

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Dear Sir/Madam,

Attn: Compliance Department

**Sub: Revised Risk Management and ESG Policy -reg**  
**Ref: Regulations 21 (4), Part D (C) of Schedule II, 34 (f) & 30, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We wish to inform you that the Board of Directors of the Company at its meeting held on January 10, 2023, to approved the following:-

- Revision of Risk Management and ESG Policy of the company, which is enclosed as **Annexure I**.

You are requested to take note of the above.

Thanking you.

Yours faithfully,  
For **Igarashi Motors India Limited**

**P Dinakara Babu**  
**Company Secretary**

Encl: as above

**IGARASHI MOTORS INDIA LIMITED**

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# **RISK MANAGEMENT AND ESG POLICY**

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## **1. OBJECTIVE**

The objective of the Risk Management and ESG Policy is to lay down procedures and guidelines to assess risk and have mitigation plans in place. It should also provide the Role Mapping for the authorities responsible. The Policy basically sets out the company's approach to risk and should detail the Risk Management process to the staff and concerned representatives.

The policy should ensure sustainable business growth as it gives the mechanism for dealing with the different types of risks that the business could encounter going forward. It gives a structured approach, following which would minimize the impact of the risks. The policy identifies the various risks that could impact the business and its operations and gives a strategy to avoid, reduce, transfer or accept the respective risk.

Every business is deeply intertwined with environmental, social, and governance (ESG) concerns. It makes sense, therefore, that a strong ESG proposition can create value. Environmental, Social, and Governance (ESG) has gained increasing attention over the past few years, with many institutional investors investing only in those companies that provide ESG performance reporting. Meeting Environmental, Social and Governance (ESG) criteria has become an important goal for organizations. Customers and market demands are placing increased pressure on corporations to engage in more sustainable business practice. The ESG screening process identifies companies that have built sound environmental practices, strong social responsibility tenets, and ethical governance initiatives into their corporate policies and everyday operations. Environmental criteria consider if a company operates with concern towards nature.

## **2. DEFINITIONS**

### **Risk**

Risk is defined as the “effect of uncertainty on objectives” and an effect is a positive or negative deviation from what is expected.

### **Risk Management**

Risk management refers to a coordinated set of activities and methods that is used to direct an organization and to control the many risks that can affect its ability to achieve objectives.

### **ESG**

Environmental, Social and Governance

**ESG Steering Committee**

“ESG Steering Committee” consists of not less than 4 members, pertaining to Management, Finance, Production/Operation, Quality and Legal/Governance department.

**Risk Management and ESG Policy**

A policy statement defines a general commitment, direction, or intention. A risk management policy statement expresses an organization’s commitment to risk management and clarifies its general direction or intention.

**Risk Owner**

A risk owner is a person or entity that has been given the authority to manage a particular risk and is accountable for doing so.

**Risk Assessment**

Risk assessment is a process that is, in turn, made up of three processes: risk identification, risk analysis, and risk evaluation.

Risk identification is a process that is used to find, recognize, and describe the risks that could affect the achievement of objectives.

Risk analysis is a process that is used to understand the nature, sources, and causes of the risks that you have identified and to estimate the level of risk. It is also used to study impacts and consequences and to examine the controls that currently exist.

Risk evaluation is a process that is used to compare risk analysis results with risk criteria in order to determine whether or not a specified level of risk is acceptable or tolerable.

**Risk Register**

Risk Register is defined as an archive that captures all the identified risks, evaluation of the risk before mitigation measures, and evaluation of the risk after mitigation measures.

**Sustainable development**

A process by which companies manage their financial, social and environmental risks, obligations and opportunities, while creating sustainable value for all stakeholders.

### 3. RISK MANAGEMENT FRAMEWORK

#### 3.1 Risk Classification & Categories

The first step in the Framework would be to Identify and Classify Risks. Risks are broadly classified into the following buckets:

##### 3.1.1 Business Risk

The Business Risks includes the risks specific to the industry (industry, market, technology advancements, etc), counterparty risks (risks to supplier, client, and other JV partners, their suppliers, clients and business), and risks from resources (sourcing decisions, capital expenditure utilization, etc).

##### 3.1.2 Strategic Risk

The Strategic Risks include risks from competing firms, social trends, capital availability (making the right corporate finance decisions), and business mix (selecting products with high growth expectations).

##### 3.1.3 Operations Risk

The Operations Risks include customer related risks such as Customer Satisfaction, product failure, integrity, and reputational risk. It also includes finance related risks such as pricing risk, asset risk, currency risk, and liquidity risk

##### 3.1.4 Risk from Regulatory Environment

The risks from Regulatory Environment include all the risks that arise from adverse developments in the regulatory scenario, and the political environment in all the countries involved in the functioning of the business.

##### 3.1.5 Societal Risk

The Societal Risks include the risks from environmental interactions of the Business (carbon emissions, water and energy depletion, hazardous waste disposal, etc), society (impact of projects on communities), and natural disasters.

After identifying the risk, the next step would be to categorize the risks using a risk level mechanism as shown below and follow the risk management process.

Scale	1	2	3	4	5
Risk Level	Very High	High	Moderate	Low	Very Low
Risk effect	80% to 100%	60% to <80%	40% to <60%	20% to <40%	0% to <20%

Thorough analyses and classification of the different risks that our firm faces are given in **Annex-1**.

### **3.2 Risk Management Process**

The Risk Management Process provides a framework for more efficient use of capital and resources, improving decision making and planning, reducing volatility, improving operational efficiency, and developing human capital. The process includes steps to identify the risks, assess the risks, evaluate the risks, report it, formulate a decision, mitigate the risk, and frequently monitor the entire system.

#### **Risk Identification**

Risk identification can be defined as the process that identifies an organization's exposure to uncertainty. This requires an in-depth knowledge of the market, industry, products and processes, legal, social, political, and cultural environments in which the business is operated in.

The risks need to be comprehensively identified to cover all the areas where risks can be expected to arise from. It should be approached in a methodical manner in order to ensure that all significant activities and risks related to them are covered in this process. This can be done by a detailed discussion with Risk Owners and the internal Risk Management Committee, and risk analysis in the specific industry. Also, compliance with Government Policies, Laws & Regulations, such as the Safety Regulations in the Factories Act, needs to be ensured.

The above sub-topic on "Risk Classification & Categories" also elaborates on Risk Identification.

The process is followed as per section 4. Roles & Responsibilities

#### **Risk Assessment & Evaluation**

The Risk Assessment and Evaluation process can be considered to be qualitative or quantitative in nature. It should take into account two contributing factors – the probability of occurrence of the event and the impact of such an occurrence.

The risks can be analyzed by using many different techniques: R&D, Business Impact Analysis, SWOT Analysis, Fishbone and FMEA.

Risk assessment and evaluation also includes the categorization of each type of risk into 5 buckets based on the analysis done on these risks.

The process is followed as per section 4. Roles & Responsibilities

#### **Risk Reporting**

Once all the risks are identified and evaluated, they need to be recorded. This process of recording all the risks that can be perceived to impact the business in a Risk Register is called Risk Reporting. The Risk Register has to be populated by the Risk

Owners and this Risk Register should be presented to the Internal Management Committee, Risk Management Committee, Audit Committee and the Board Members whenever the register is updated

A sample from the Risk Register is illustrated in **Annex 2**.

It should also be decided in this step, what is the best way of dealing with the risk. The different ways to handle or treat risks are:

1. Avoidance
2. Reduction
3. Alternate Actions
4. Share or insure
5. Accept

The process is followed as per section 4. Roles & Responsibilities

### **Risk Mitigation and Monitoring**

Risk Mitigation and Monitoring is the process of selecting and implementing measures to modify/ reduce the risk and putting in place internal controls to monitor the risk regularly. The effectiveness of the internal control gives the degree to which the risk will be eliminated or reduced by the specific control measure. The mitigation plan should be cost effective in the sense that the cost of implementing the measure should be lower than the expected risk reduction benefits.

The cost of implementing and monitoring a specific measure can be accurately measured and this will act as a benchmark for the cost effectiveness. The expected loss from the risk without any control measure should also be arrived at. Based on these two values the management can decide on whether or not to implement the specific mitigation measure.

An effective Risk Management process requires a good reporting and review mechanism. The risks are identified, assessed and evaluated, reported, and a risk mitigation plan implemented. Regular audits of policies and the systems in place are required to ensure compliance with the mitigation plan and the risk management and ESG policy. The business operates in a dynamic environment and this means that there must be change management process in place to check and implement changes to policies and processes as there are changes in the environment.

The Annual risk reporting and ESG (BRSR) with appropriate disclosures shall be made in Annual Report.

The process is followed as per section 4. Roles & Responsibilities

### **3.3 Legal**

Compliance to Laws and Regulations is not an option. The laws and regulations have to be properly comprehended and systems of controls have to be implemented to achieve compliance.



### **3.4 Fraud**

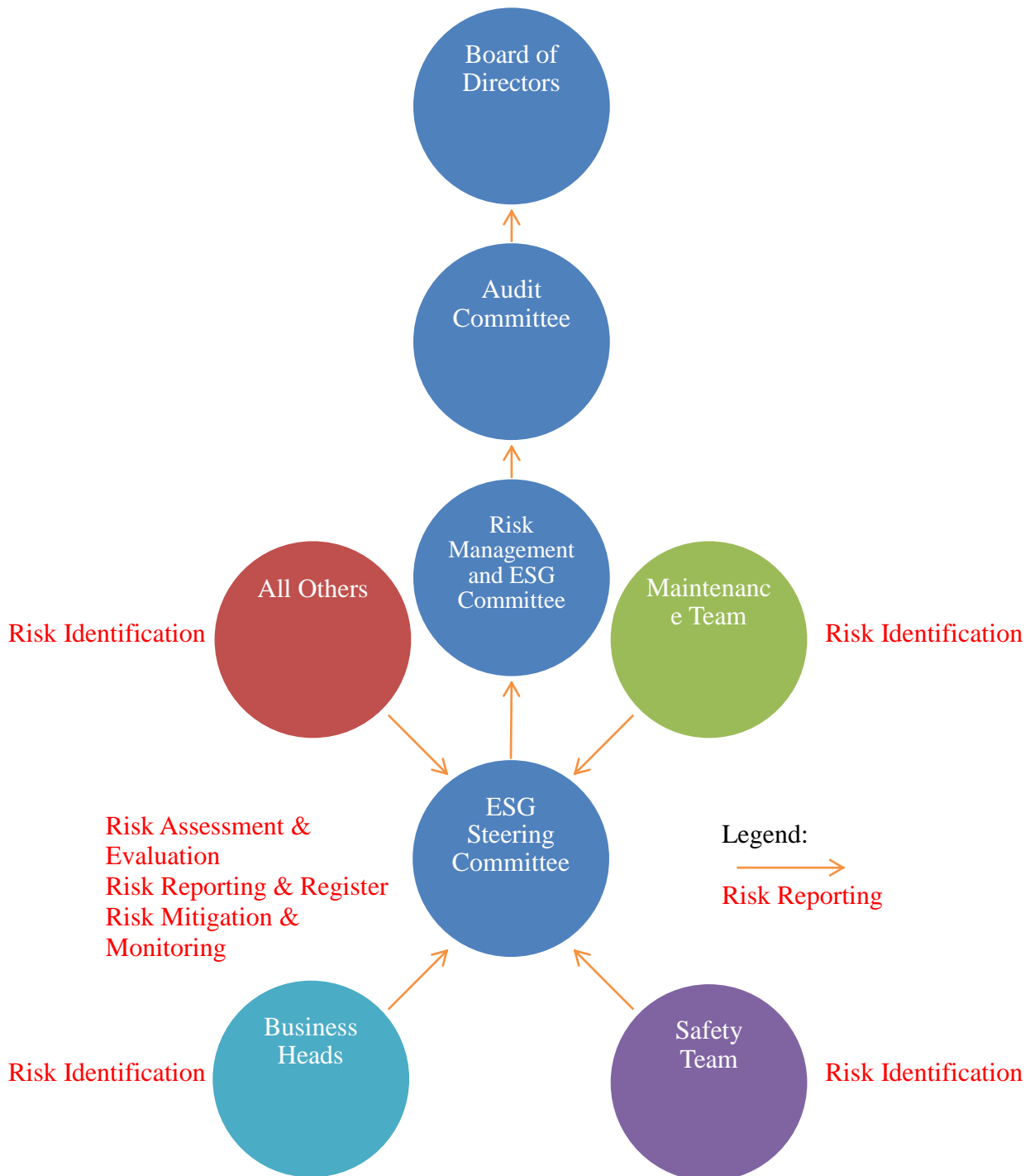
Fraud Risk Management is crucial to fraud control, guiding the development of an effective fraud control plan and associated strategies and activities to minimize the opportunities for fraud to occur. It provides a framework to identify, analyze, evaluate, and handle fraud risks. For more details, refer “IMIL\_RM\_Fraud.doc”.

#### **BUSINESS CONTINUTY PLAN**

Business continuity plan refers to maintaining business functions or quickly resuming them in the event of a major disruption, whether caused by a fire, flood or any other act of god. A business continuity plan outlines procedures and instructions an organization must follow in the face of such disasters; it covers business processes, assets, human resources, business partners and more.

The Company shall have Business continuity plan for any contingent situation covering all perceivable circumstances. The Business continuity plan may be reviewed and amended by the Risk Management Committee.

## ROLES &amp; RESPONSIBILITIES



The role of the committee shall, *inter alia*, include the following:

(1) To formulate a detailed risk management policy which shall include:

- (a) 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, cyber security risks or any other risk as may be determined by the Committee.

- (b) Advise Management in connection with the development and implementation of ESG strategies to preserve and enhance long-term shareholder value and to promote stakeholder interests;
  - (c) Report to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same
  - (d) Advise the Board on stakeholder proposals and other significant stakeholder concerns relating to ESG Matters
  - (e) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (f) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (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.

[The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.]

The Business Heads, safety teams, maintenance teams, and others open to risks are the major places where risks can be identified in an organization. The identified risks are reported to the Internal Management Committee who have to record these risks, inform the Risk Management Committee, Audit Committee and Board of Directors and make decisions regarding how to handle the particular risks. The Role Mapping is shown in the above diagram. The responsibilities are explained in details below.

### **3.5 Business Heads & Others**

The responsibilities of the Business Heads, Safety Teams, Maintenance Teams, and Others are:

1. Identify all types of possible risks in the Business by brainstorming or other procedures
2. Suggest ways to reduce or mitigate the identified risks
3. Report the effect of changes in the dynamic business environment

### **3.6 ESG Steering Committee**

The ESG Steering Management Committee comprises of the Senior Management Team comprising of Managing Director, Chief Operating Officer, Chief Financial officer, Company Secretary , Business Leader-Operations & Quality

The responsibilities of the ESG Steering Management Committee are:

1. Aggregate all risks, try to use other techniques/ external consultants to address all relevant risks and record them in the risk register
2. Assess and evaluate each risk and record it in the risk register, identify all ways to mitigate/ reduce the risk
3. Report the risk to people higher in the value chain (Risk Management and ESG Committee, Audit Committee, & Board of Directors) and make decision on how to handle the risks (retain/reduce/transfer/share, etc)
4. Record the mitigation plan on the Risk register, reassess and evaluate the risk, and be in line with the changes in the dynamic environment
5. All the Risks are reviewed and checked at regular intervals, at least yearly once, and if there are any other major dynamic changes.
6. ESG Goals and implementation monitoring

### **3.7 Risk Management and ESG Committee**

The Risk Management and ESG Committee shall consist of minimum three members with majority of them being members of the Board of Directors, including at least one Independent Director. 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.

The Company Secretary shall act as the Secretary to the Committee.

#### **Meetings:**

The Risk Management Committee should meet at least two times in a year and not more than 180 days shall elapse between two consecutive meetings. The Quorum for the meeting of the Committee shall be a minimum of two members or one-third of the Members of the Committee, whichever is higher, including at least one member of the Board.

The responsibilities of the Risk Management and ESG Committee are:

1. Suggest missed-out risks to the Internal Management Committee & Review all the risk related data
2. Suggest Mitigation plans to the Internal Management Committee
3. Make decision on how to handle/ treat the risks based on a cost-benefit analysis, report this information on the risk register and set the Threshold Limits
4. Seek external advice from Experts if required
5. Review Risk Management Policy and Business Continuity Plan once in two years
6. ESG Goals and monitoring performance

### **3.8 Audit Committee**

The responsibilities of the Audit Committee are:

1. Review the Risk Reports, Policies, Mitigation Plans, Analyses & suggest improvements

### **3.9 Board of Directors**

The responsibilities of the Board of Directors are: Review the Risk Reports, Policies, Mitigation Plans, Analyses, ESG (BRSR) & suggest improvements

## **4. EFFECTIVE DATE**

This Policy comes into effect from 25 June 2014, This Policy revision was approved by the Board of Directors at their meeting held on

-August 09, 2021

-January 10, 2023 (Latest Amendment)

## **5. REFERENCES**

ISO 31000 2009 Risk Management Dictionary:

<http://www.praxiom.com/iso-31000-terms.htm>

The Risk Management Standard, Institute of Risk Management, UK:

[https://www.theirm.org/media/886059/ARMS\\_2002\\_IRM.pdf](https://www.theirm.org/media/886059/ARMS_2002_IRM.pdf)

**ANNEX-1**

S. No.	Risk Type	Risk Name	Description
1	Business	Markets/ Customer	Economic Crisis/ Declining Economic growth/ Black-swan Declining total markets or specific market segments Increased Competition Negative impact of Pricing arrangement Loss of Accounts Receivable/ Defaults
2	Strategic	Production & Technology	Research & Development Risks Quality Risks Risks from Warranty & Policy Production Utilization/ Capacity
3	Strategic	IT	Timeout & Cost overrun IT Security Insufficient (unauthorized access, viruses) Disaster Recovery Plan Unintegrated software solution, lack of compatibility System stability Physical Hardware safety, standards for fire, power outage
4	Strategic	Human Resource	Lack of right personnel Motivation risks Succession Planning Work safety Loss of labor (eg: employee illness, strike) Increasing personnel costs
5	Operations	Financial Market	Exchange Rate Risk Interest Rate Risk Credit Risk, Liquidity and Indebtedness Risks Risks from Capital Markets Risks from Portfolio Realignment Capital availability and allocation Rating/ Requirements of stake-holders
6	Operations	Supply Market	Keeping/ meeting Quality Standards Supply Constraints Meeting efficiency targets/ purchasing budget Insolvency of suppliers Reliability of Suppliers (in terms of quality, etc)
7	Regulatory Environment	Legal & Political Environment	Risks of the Political & Social system Violation of law, legal requirements and regulations (eg: protection of environment) Product Liability Risks from Warranty/ Policy Tax increases Risks from class actions

S. No.	Risk Type	Risk Name	Description
8	Societal	Disastrous	Natural Disasters (earthquake, hail, tsunami, flooding) Explosions, fires Terrorist Attacks War/ strikes, riots and civil commotions
9	All	Others	Restructuring changes Organizational Risks (Business Model, Portfolio, Organization Structure) Risks of evaluation and assessment Intellectual Property Risk

**ANNEX-2**

Risk Register																				
Risk Identification					Risk Assessment & Evaluation						Risk Handling									Risk Monitoring
Risk ID	Raiser	Date Registered	Classification	Description	Prob.	Impact	Score	Change	Last Reviewed	Risk Proximity	Response Category	Response Plan	Trigger	Owner	Total Cost	Total Benefits	Prob.	Impact	Score	Status
					High	High				Imminent	Mitigate						High	High		Open
					Medium	Medium				Long-Term	Share						Medium	Medium		Close
					Low	Low				Short-Term	Avoid						Low	Low		
											Accept									
											Others									