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# RISK MANAGEMENT & INTERNAL CONTROL POLICY

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Colombo Land & Development Company PLC

SEPTEMBER 30, 2024

COLOMBO LAND & DEVELOPMENT COMPANY PLC  
250-3/8, R A de Mel Mawatha, "Liberty Plaza", Colombo 03.

# 1 Introduction

The Board and Corporate Management of Colombo Land and Development Company PLC (hereinafter referred to as the Company) is responsible for maintaining a sound system of risk management and internal controls to safeguard shareholders' investment and the company's assets. This policy sets out the duties and processes which facilitate the discharge of the Board's and Corporate Management duties in this regard.

## 2 Board responsibilities

### 2.1 Risk Management

The Board of Company shall identify principal risks on an ongoing basis and ensure the implementation of appropriate systems to evaluate and manage these risks by considering the following factors:

- a) The nature and extent of risks facing the company
- b) The adequacy of the entire risk management framework of the company
- c) The company's ability to reduce the incidence of risks that do materialize and their impact on the business; and

### 2.2 Internal Control

The Board of Company shall discharge its responsibilities with regard to setting in place a system of comprehensive internal control in the manner specified below:

- A. Periodic review of the design and effectiveness of the company's internal control systems and management information systems including systems for compliance with applicable laws, regulations, rules, directives and guidelines is an essential part of the board's responsibilities.
- B. Periodic review reports on internal control through an independent audit function whenever necessary.
- C. Establish an internal audit function with operationally independent, appropriately trained and competent staff who will carry out an effective and comprehensive internal audit of the internal control system or outsource the same.
- D. The board should review reports presented to it by management and external audit to ensure that:
  - a) significant risks are identified, assessed and managed
  - b) necessary action is being taken promptly to remedy any significant failings or weaknesses are identified.

## 3 Role of the Audit Committee

- A. The Audit Committee assists the Board in discharge of their duties regarding risk management and internal control. This policy should be read in conjunction with the Policy on Board Committees.
- B. The Audit Committee will be responsible for oversight of the processes to ensure that the Entity's internal controls and risk management are adequate to meet the requirements of the Sri Lanka Auditing Standards.

### 3.1 Internal Controls

- C. The Audit Committee shall report the progress on reviews of internal control to the Board and also bring to the notice of the Board relevant material matters and any concerns that the Audit Committee may have regarding the effectiveness of the systems in place to manage risks and internal controls.
- D. The Audit Committee shall obtain and review assurance received from:

- a) the CEO and the Accountant that the financial records have been properly maintained and the financial statements give a true and fair view of the Entity's operations and finances; and
  - b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Entity's risk management and internal control systems.
- E. The Audit Committee shall review the internal controls in place to prevent the leakage of material information to unauthorized persons.

### 3.2 Risk Management

- A. The Audit Committee shall review and assess the Company's risk management process and include controls in areas of significant risks.
- B. The Audit Committee shall review and assess the risk policies adopted by the Entity on an annual basis.
- C. The Audit Committee shall take prompt corrective action to mitigate the effects of specific risks in the case such risks are at levels beyond the prudent levels decided by the committee.

## 4 Corporate Management responsibilities

- A. Corporate Management led by the Chief Executive Officer is responsible for implementing board policies on risk and internal control. In fulfilling its responsibilities, management should identify, and evaluate the risks faced by the company and implement a process or monitoring, managing and reporting risk for consideration by the Board.
- B. Management should design, implement, operate and monitor a suitable system of internal control in accordance with the policies adopted by the Board.

## 5 Internal control environment

- A. The board and top management should establish an appropriate control environment which includes:
  - a) A documented and duly communicated; company values, the code of conduct, policies and procedures including but not limited to operations, internal control, compliance, HR and customer relationship management and others as relevant
  - b) The functions of the board of directors and its committees
  - c) Management's philosophy and operating style
  - d) The company's organizational structure and methods of assigning authority and responsibility
  - e) Clearly defined authorities and responsibilities for each manager, employee and department.
- B. All employees have responsibility for internal controls as part of their accountability for achieving objectives. Employees as a whole should have the necessary knowledge, skills, information and authority to establish, operate and monitor the system of internal control.

## 6 Annual Report Disclosures

- A. The board is required by the Code of Corporate Governance issued by the Institute of Chartered Accountants of Sri Lanka to disclose whether there is an ongoing process for identifying, evaluating and managing the significant risks faced by the company, whether it has been in place for the year under review, whether it is regularly reviewed by the Board and accords with such direction.

- B. In addition, the board is also required to present a report on the company's internal control mechanism that confirms that the financial reporting system has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes has been done in accordance with relevant accounting principles and regulatory requirements. To fulfil this requirement, the board should disclose the following as a minimum.
- a) The board should summarise the process it has applied in reviewing the design and effectiveness of the system of internal control.
  - b) It should also disclose the process it has applied to deal with material internal control aspects of any significant problems disclosed in the annual report.
  - c) An acknowledgement by the board that it is responsible for the company's system of internal control and for reviewing its design and effectiveness. It should also explain that such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatements in the financial statements and frauds & errors.
  - d) The directors should disclose that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the company, whether it has been in place for the year under review and whether it is regularly reviewed by the board.
  - e) The board has to disclose if it has failed to conduct a review of design and effectiveness of the company's system of internal control.
  - f) The board should ensure that its disclosures provide meaningful, high level information and do not give a misleading impression.
  - g) Where material; subsidiaries, joint ventures and associates have not been dealt with in applying this guidance, as part of the group, that fact should be disclosed.
  - h) The board should confirm in its report that the financial reporting system has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes has been done in accordance with applicable accounting standards and regulatory requirements. The report should be signed by the directors who signed the financial statements and the chairman of the audit committee.

## 7 Approval, Revision & Dissemination of the Policy

- C. The policy should be revised as deemed necessary, particularly in the event of changes in law and authoritative sources of best practice in corporate governance.
- D. The Audit Committee is responsible for the initial review and recommendations to the Board and may obtain the services of the Company Secretary and Management in this regard.
- E. The policy shall be approved by the Board of Directors and signed by the Chairman.
- F. Upon revision of the policy, the Company Secretary will ensure that:
  - a. all directors are informed of the revisions
  - b. the policy is updated on the website of the Group/Company in accordance with CSE Listing Rules.