

INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

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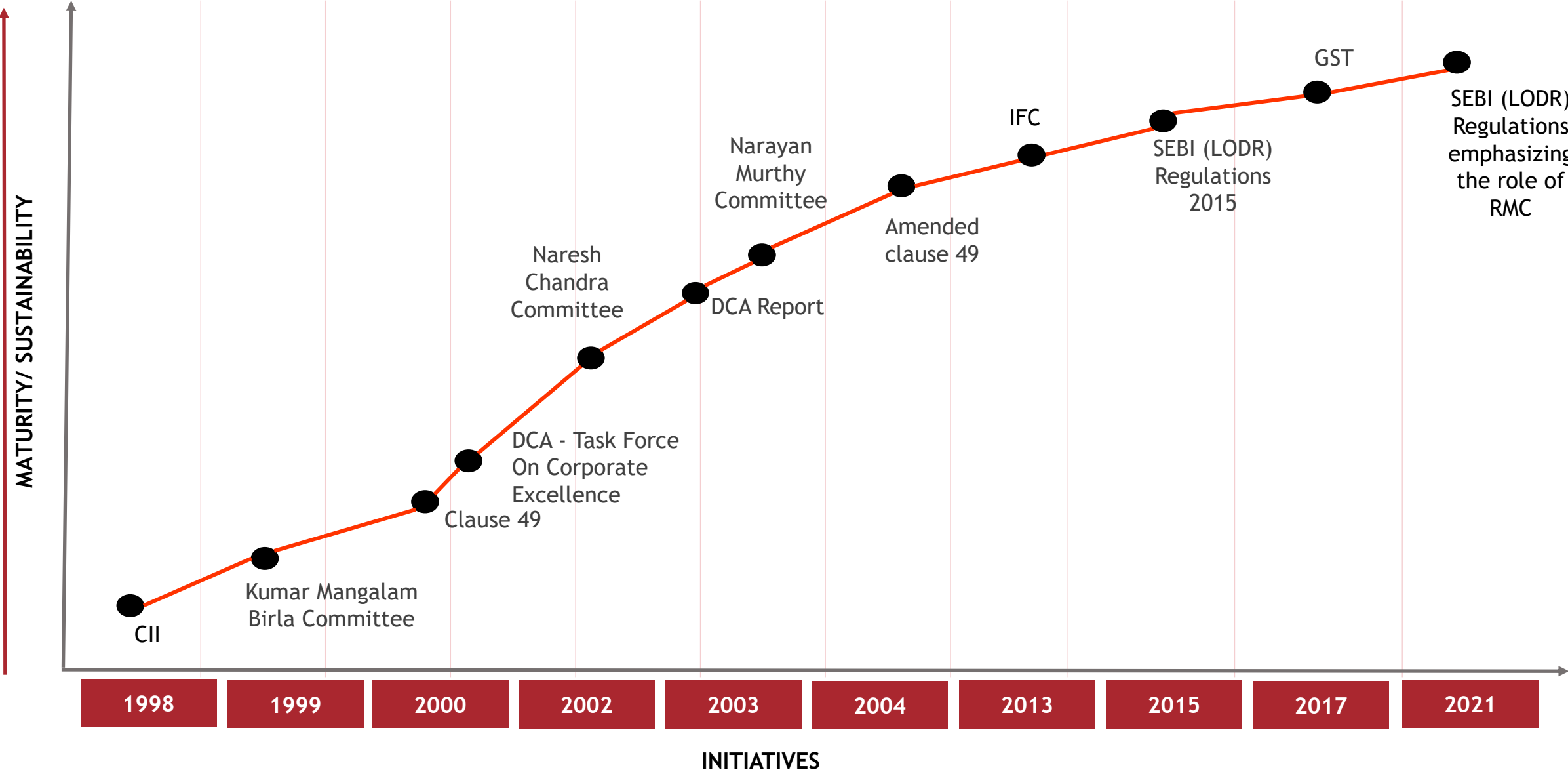
CORPORATE GOVERNANCE

Corporate governance broadly refers to the ***mechanisms, processes*** by which corporations are controlled and directed.

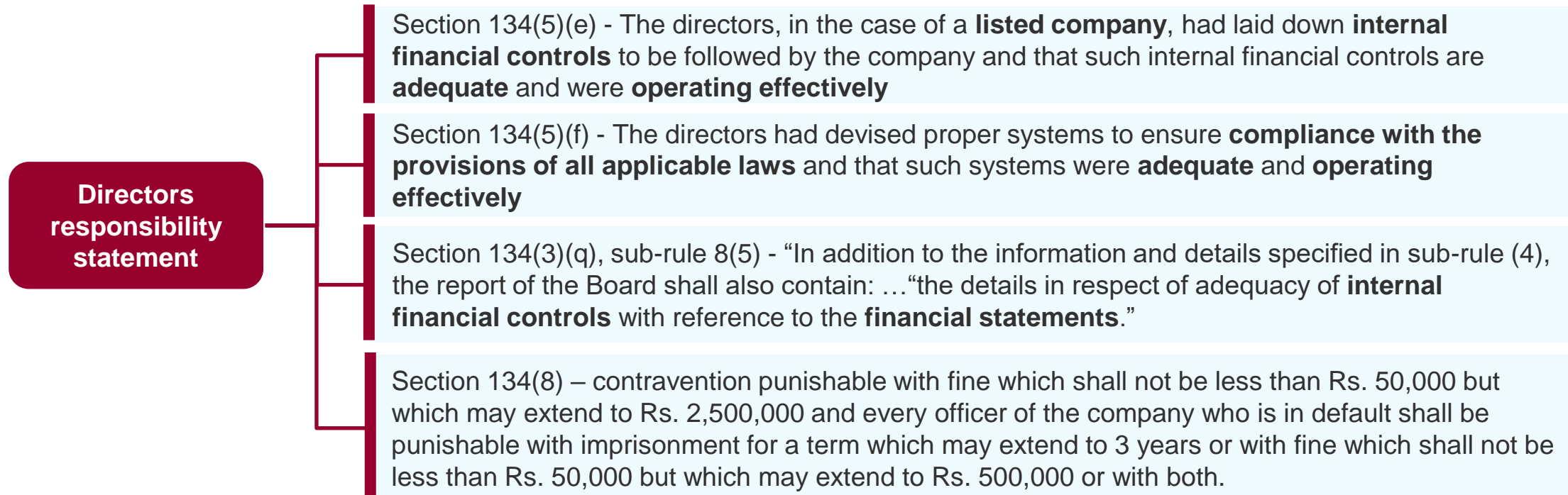
The ***tone from top management*** is particularly important because it sets an example for all others in and around the organization!

A sound, ethical ***tone at the top*** permeates and inspires an organization. It must, however, be supported and enforced by ***checks and balances*** that, in times of temptation, would strengthen those inclined to stray!





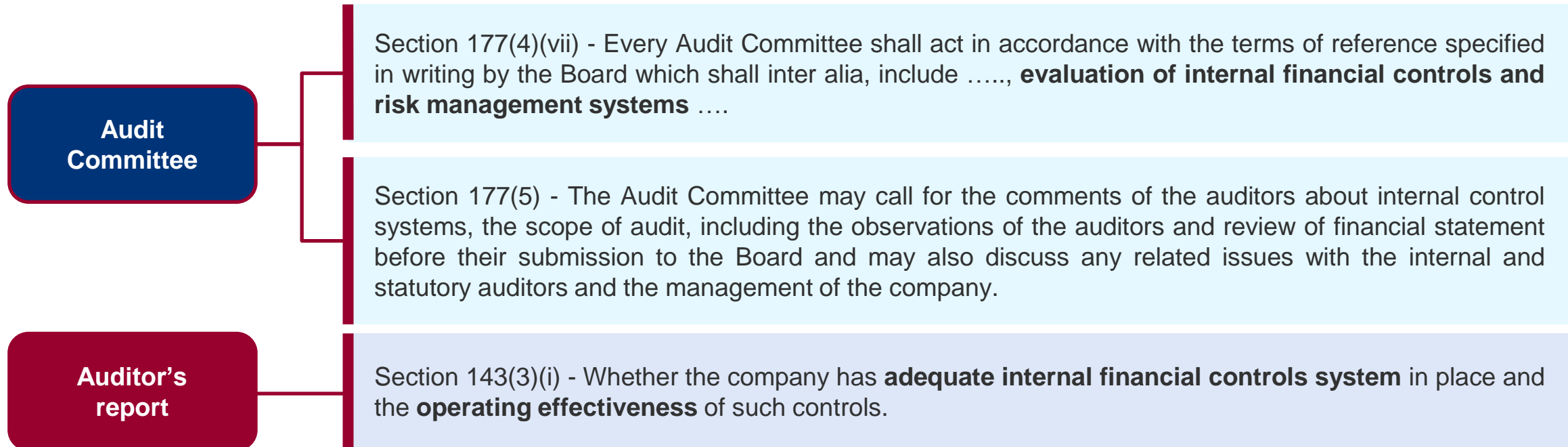
Companies Act, 2013



Explanation - For the purpose of this clause “Internal Financial Controls” means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

Internal financial controls reporting covers not just financial reporting aspects, but also the strategic and operational aspects of business and the efficiency with which those operations are carried out

Companies Act, 2013



Whilst section 134(5) requires directors to state their responsibility on internal financial controls in case of listed companies, auditors are required to report on the adequacy and operating effectiveness of such controls in case of all companies.

Further, Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014 requires the board report of all companies to state the details in respect of adequacy of internal financial controls with reference to the financial statements. IFC to be included as part of Directors Responsibility Statement from March 31, 2015 onwards and as part of Statutory Auditors Report from March 31, 2016 onwards

Internal Financial Controls (IFC)

Internal Financial Controls (as per Companies Act of India)

Board of Directors (Section 134):

- Lay down **adequate and effective** IFCs and include it in Directors' Responsibility Statement
- Independent directors to satisfy themselves on the strength of financial controls.

Audit Committee (Section 177):

- **Evaluate** IFC systems
- Review Auditors' comments / observations with respect to controls before submission to the Board
- Discuss issues with Management or Internal / Statutory Auditors

Auditors (Section 143):

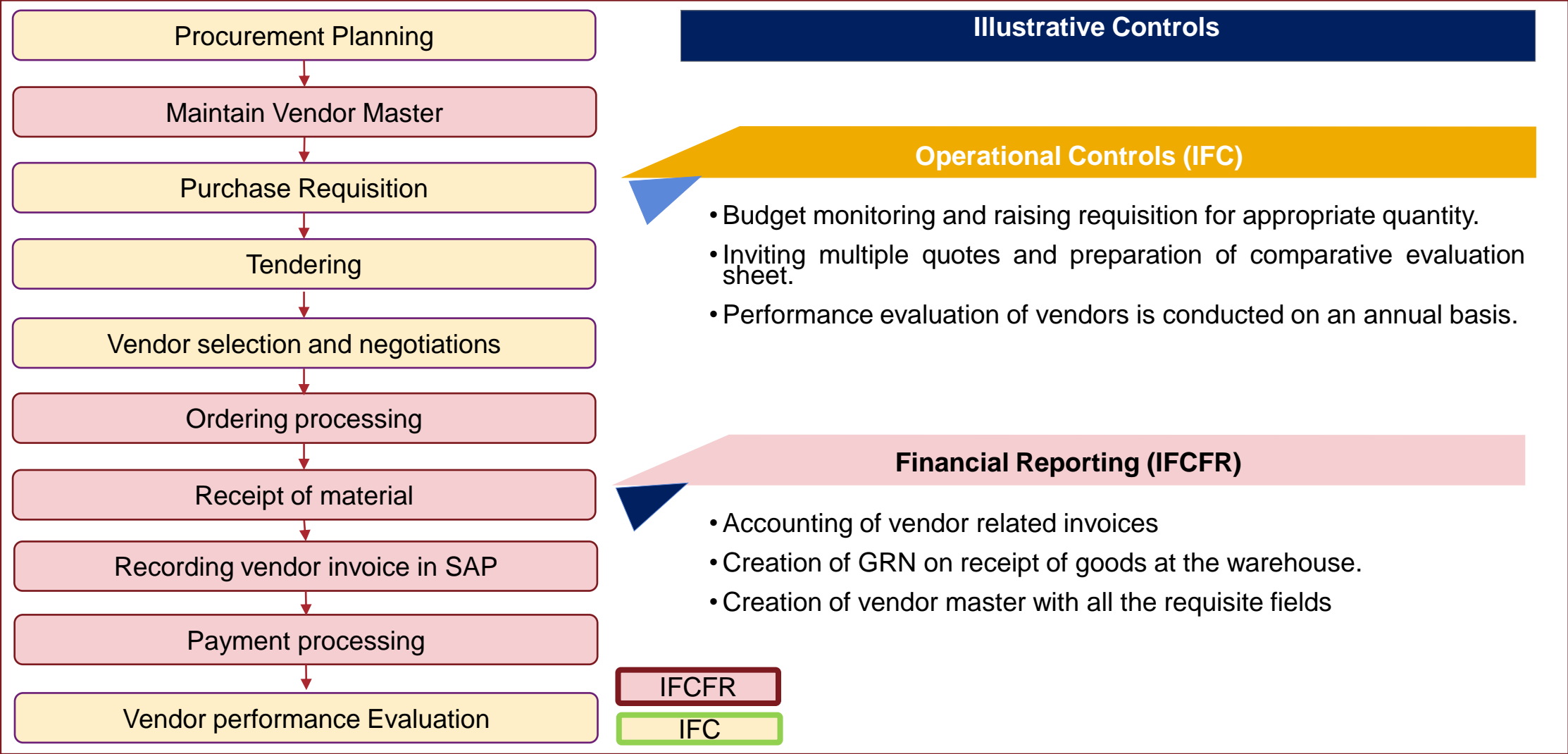
- Report on **adequacy** of IFCs system
- Report on **operating effectiveness** of such controls.

IFC to be included as part of Directors Responsibility Statement from March 31, 2015 onwards and as part of Statutory Auditors Report from March 31, 2016 onwards

INTERNAL FINANCIAL CONTROLS – WHAT TO DO?

IFC Objective		IFC Requirements	What to do ?
Operations Objectives	Efficiency and effectiveness in Operations	<ul style="list-style-type: none">Defined Policies and procedures to ensure effective and efficient operations.Effective Delegation of Authority and Entity level controls	<ul style="list-style-type: none">Define and ensure compliance to appropriate policies and procedures and Delegation of AuthorityDefine appropriate Entity level controlsDefine and monitor operating effectiveness of appropriate controls over various activities.Fraud Risk Management
	Prevention and detection of fraud and error	<ul style="list-style-type: none">Preventive controls to address Fraud riskMechanism for timely detection of fraud and errors	
	Safeguarding of assets	<ul style="list-style-type: none">Adequate control over asset movement, storage, loss or theft.Risk identification and mitigation plan to reduce loss of asset	<ul style="list-style-type: none">Define appropriate asset movement controlsEffective asset verification program
Reporting Objectives	Accuracy and completeness of Accounting records	<ul style="list-style-type: none">Controls over accurate and timely update of accounting recordsControl over completeness of accounting records	Defined effective controls and ensure operating effectiveness (ELC, PLC, ITGC and Fraud Risk)
	Reliability of Financial reporting	<ul style="list-style-type: none">Timely preparation of financial reportsAdequate controls over preparation of financial reports	<ul style="list-style-type: none">Defined appropriate controls over preparation of financial reportsAdequate review mechanism
Compliance Objectives	Compliance with applicable laws and regulations	<ul style="list-style-type: none">Adequate framework to ensure compliance to applicable laws and regulationsAdequate framework to monitor the compliance	Legal Compliance Framework

Illustrative comparison of activities covered in IFCFR framework and IFC framework for Procure to Pay process



SEBI LISTING REQUIREMENTS - AN OVERVIEW

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*Applicable to all existing listed entities having a paid up **share capital more than Rs. 10 crores** or **net worth more than Rs. 25 crores** as on the last day of the previous financial year.*

Regulation 4(f)(ii)(7) Board of Directors

Ensuring the integrity of the listed entity's accounting and **financial reporting systems**, including the independent audit, and that appropriate systems of control are in place, in particular, **systems for risk management, financial and operational control**, and compliance with the law.

Regulation 18 Audit Committee

Role of the audit committee and the information to be reviewed by the audit committee shall be as specified in Part C of Schedule II including

- **evaluation of internal financial controls and risk management systems;**
- reviewing, with the management, performance of statutory and internal auditors, **adequacy of the internal control systems**

Part B: Compliance Certificate [Regulation 17(8)]

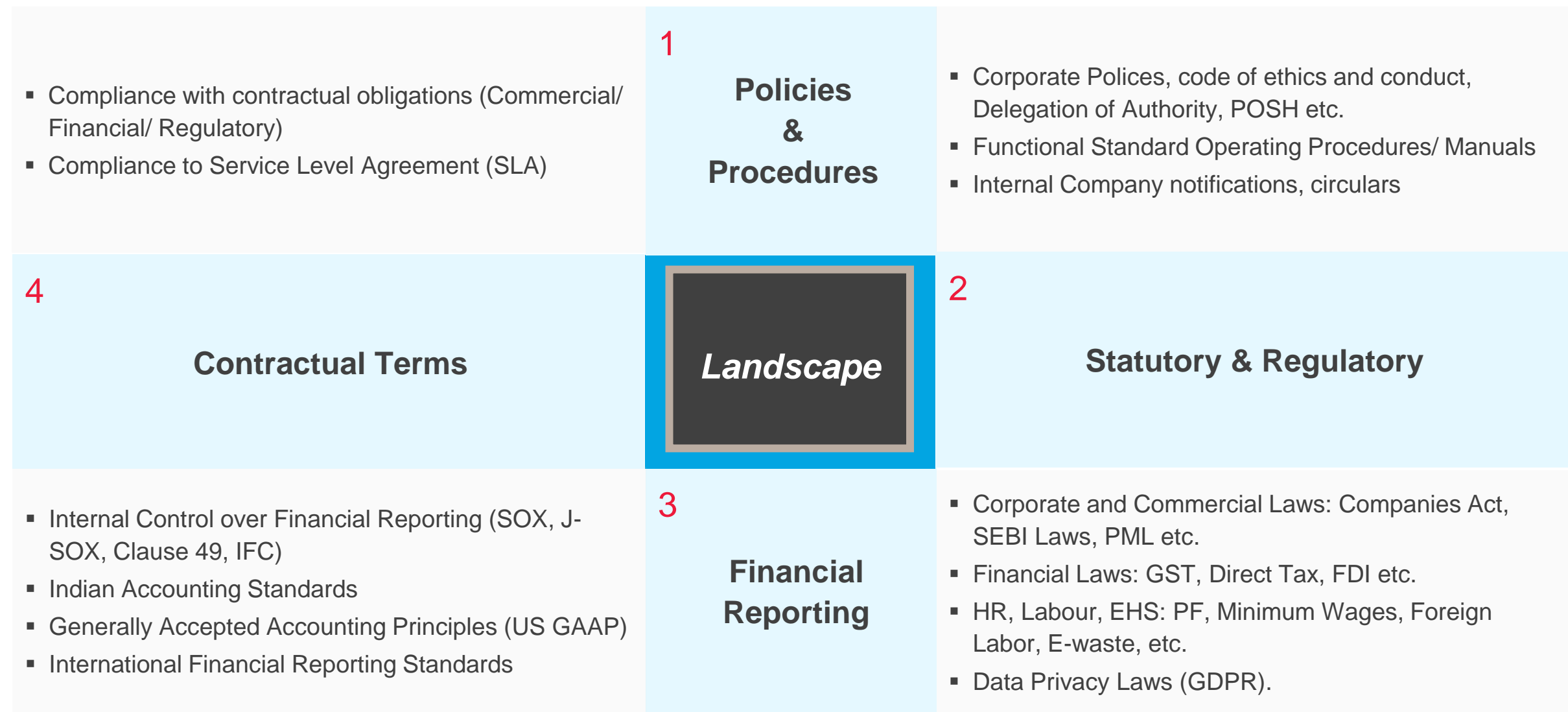
Compliance Certificate by Chief Executive Officer and Chief Financial Officer to state:

Responsibility for **establishing and maintaining internal controls for financial reporting** and that they have evaluated the **effectiveness of internal control systems** pertaining to financial reporting

THE CHANGING REGULATORY LANDSCAPE

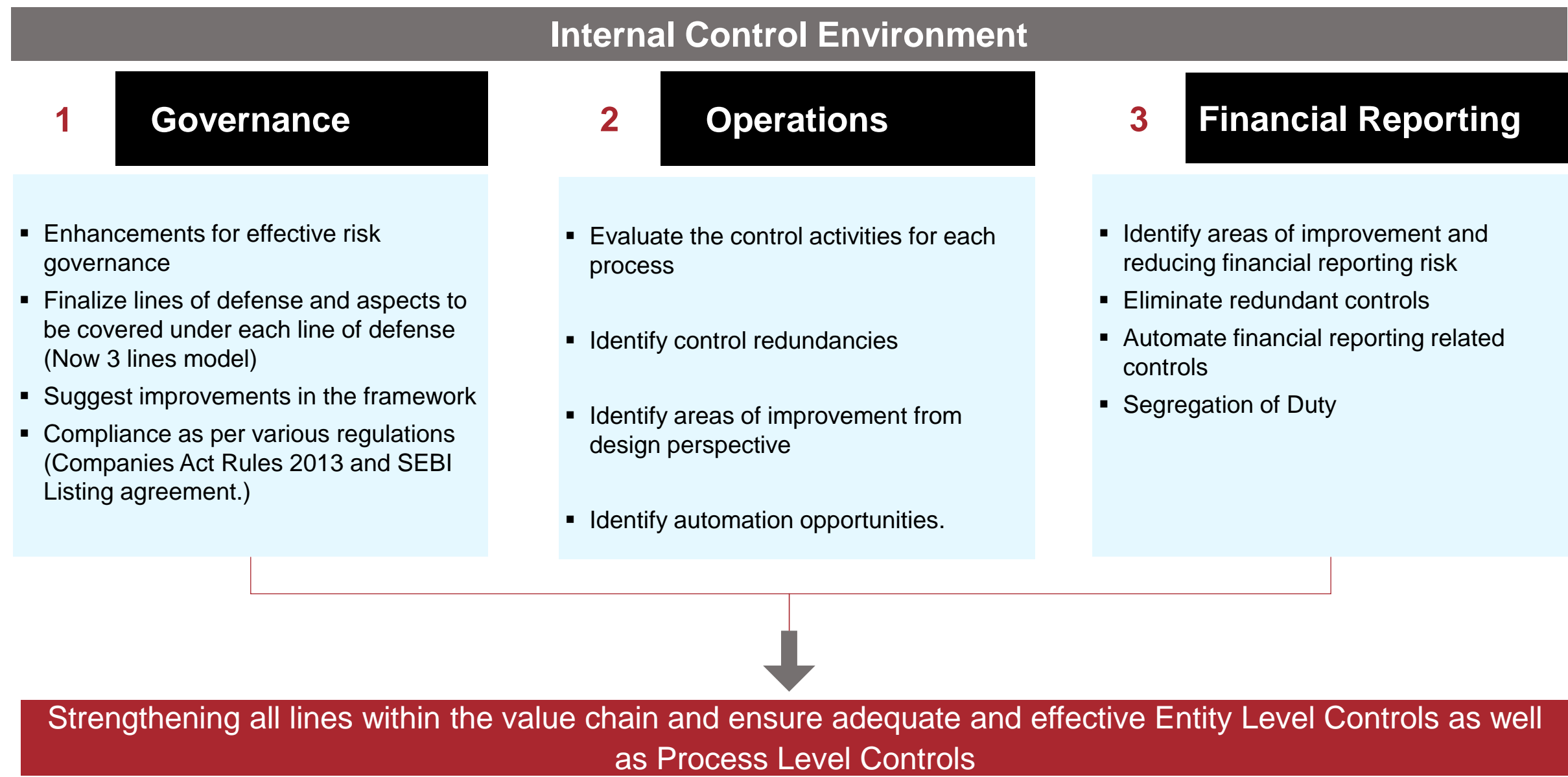
IFC	LODR
Basel II	Contract Risk
IS Governance	Sarbanes-Oxley
C-SOX	J-SOX
OH&S	GDPR
Ind AS	IFRS
ESG	Fraud risk
Directors' responsibilities	Tax risk



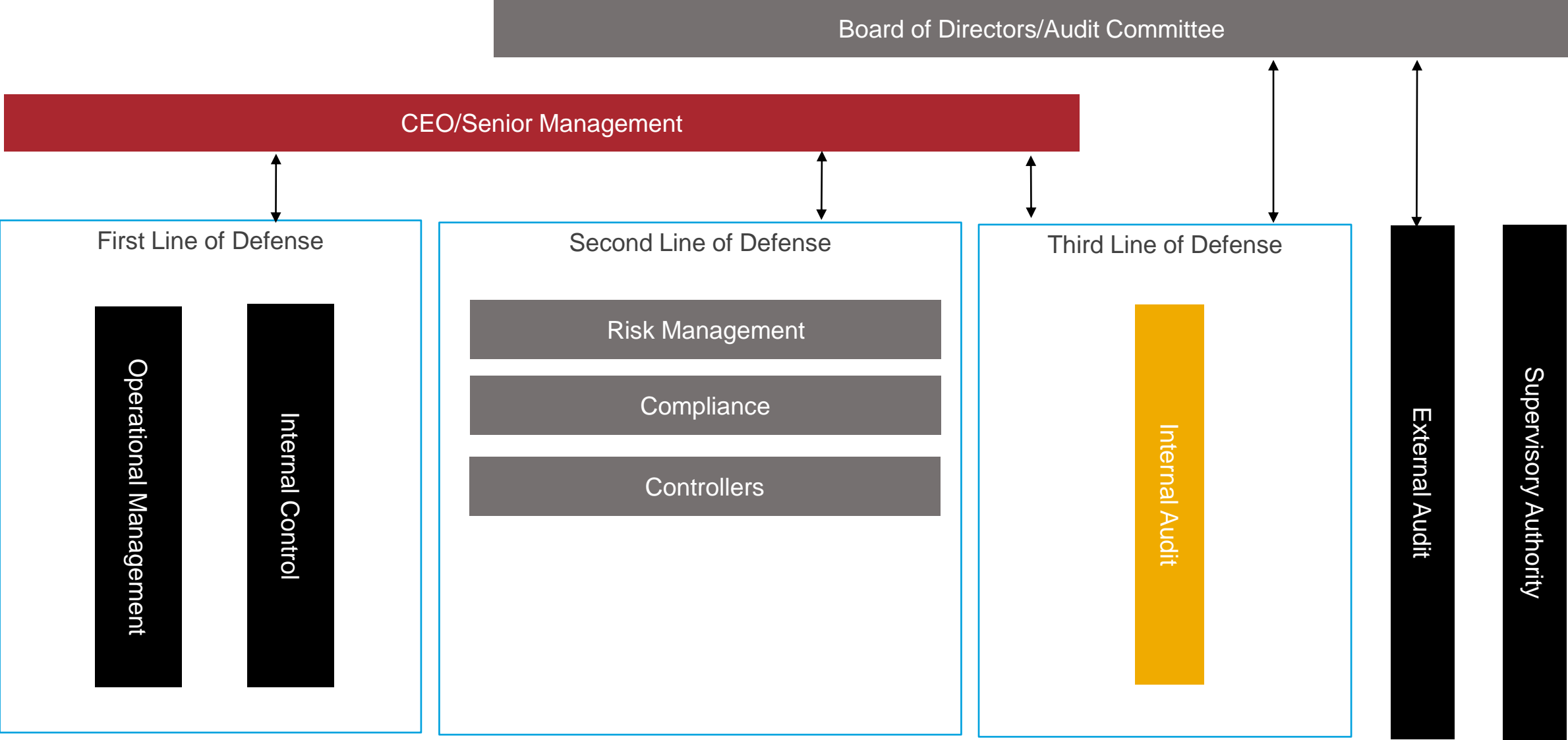


Guiding Principles & Oversight of Internal Control System

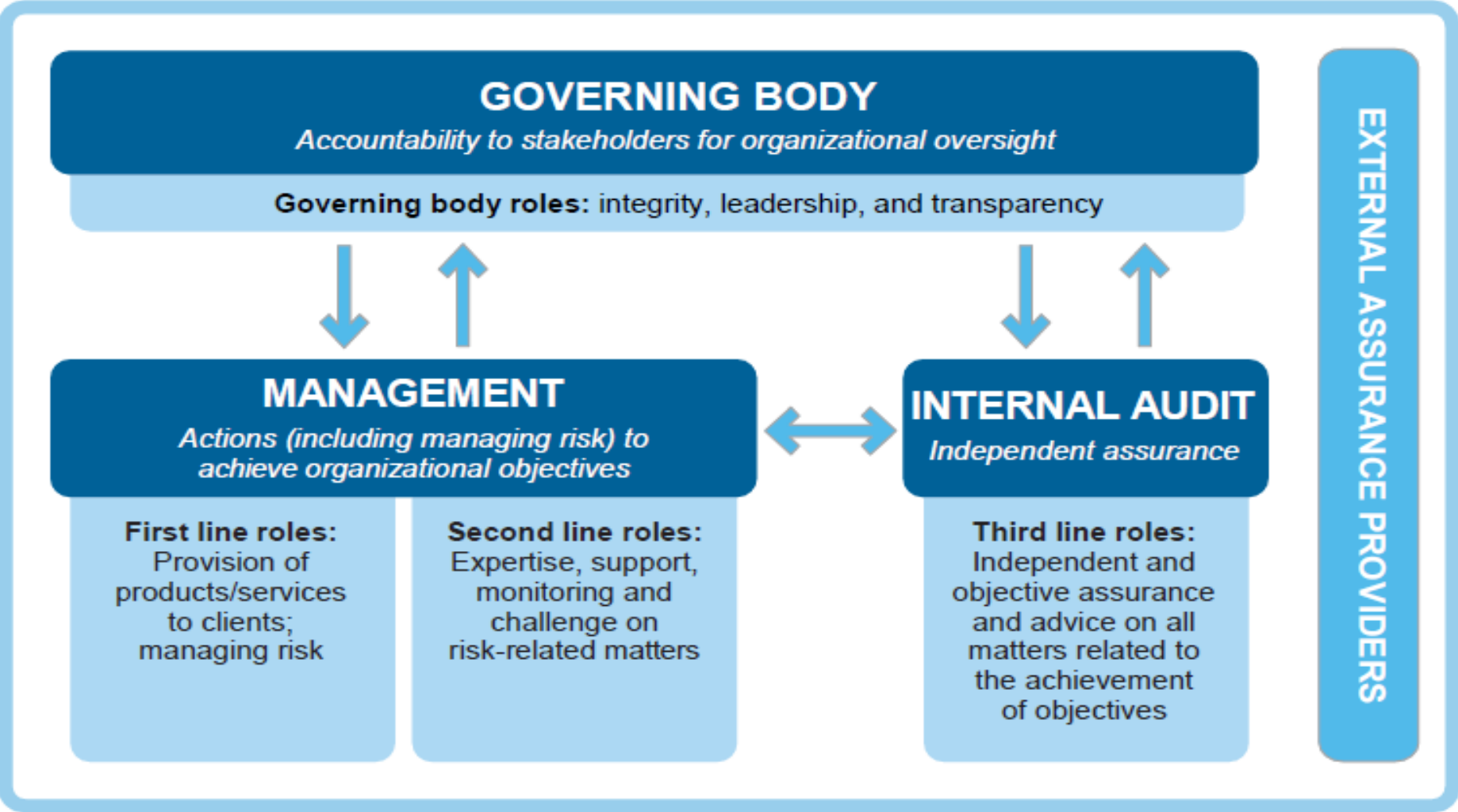




THREE LINES OF DEFENSE



Source: Institute of Internal Auditors: The Role of Internal Auditing in Governance, Risk, and Compliance



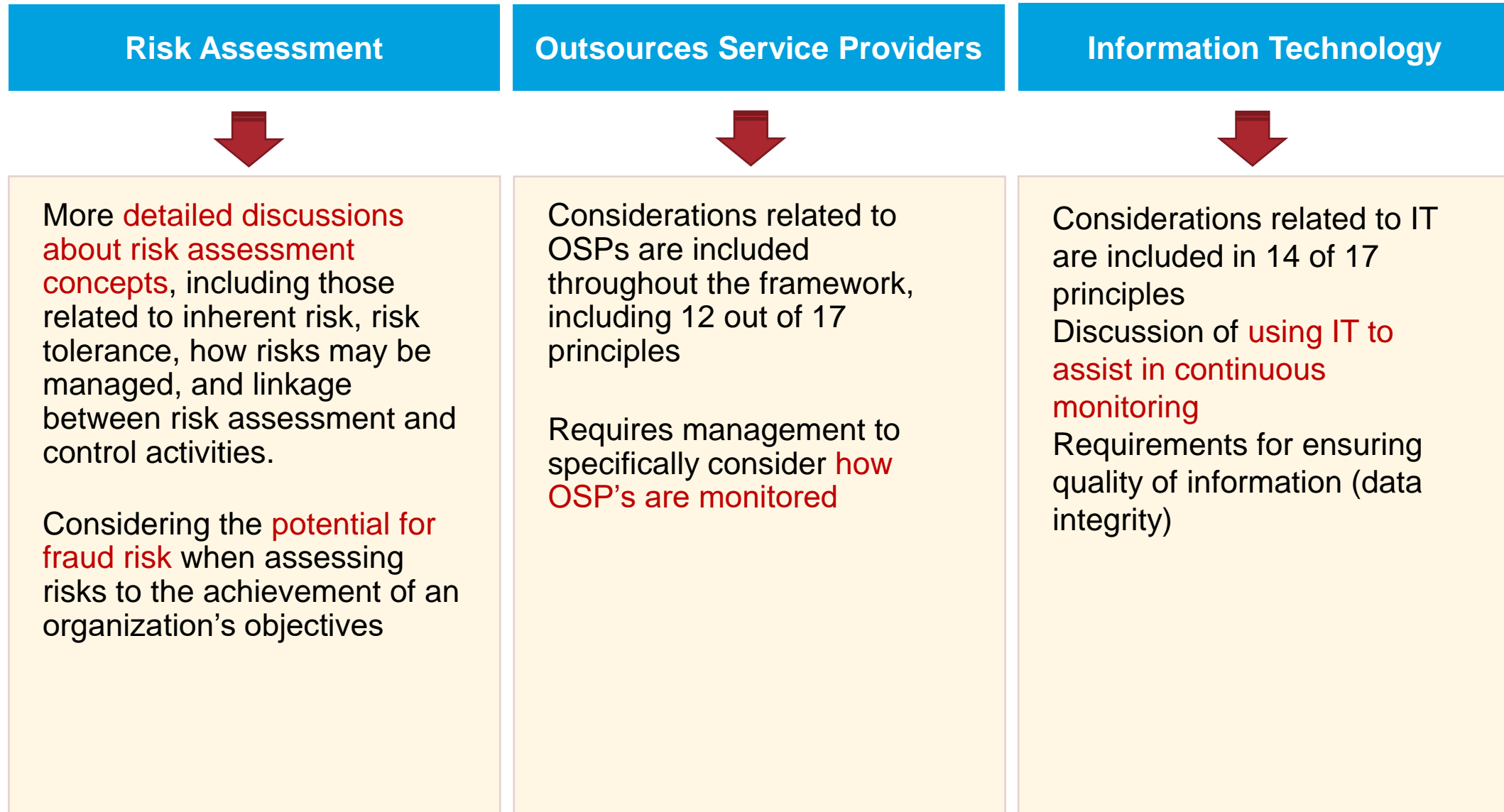
KEY: ↑ Accountability, reporting ↓ Delegation, direction, resources, oversight ↔ Alignment, communication coordination, collaboration

The Committee of Sponsoring Organisations of the Treadway Commission (**COSO**)

COSO is a joint initiative of five sponsoring organizations

- American Accounting Association (AAA)
- American Institute of Certified Public Accountants (AICPA)
- Financial Executives International (FEI)
- Institute of Management Accountants (IMA)
- Institute of Internal Auditors (IIA)
- Under COSO 2013 Internal Control Framework Update (“COSO 2013 Framework”), **17 “Principles of Control”** were established to provide clarity when designing and implementing effective systems of control
- These principles provide a **formal structure for the design and evaluation of the effectiveness of internal control** (i.e., considering whether each of the principles is present and functioning on the basis of the guidance provided for each principle)
- COSO 2013 Framework provides refreshed guidance within each of the components of internal control to reflect the significant changes to business and operating environments after the 1992 Framework was released (i.e. updated Framework focusses on **outsourced service providers** and **increased relevance of technology**)

Components	Summarized Principles
Control Environment	<div>1. Organization demonstrates commitment to integrity and ethical values</div> <div>2. BOD exercise oversight over development of internal controls</div> <div>3. Management establishes structure, authority and responsibility</div> <div>4. Organization demonstrates commitment to competence</div> <div>5. Individuals are accountable over internal control responsibilities</div>
Risk Assessment	<div>6. Organization specifies objectives with clarity to identify and assess risk</div> <div>7. Organization identifies and analyzes risk for effective management</div> <div>8. Organization considers potential for fraud in assessing risk</div> <div>9. Identifies and analyzes significant change that impact internal control</div>
Control Activities	<div>10. Selects and develops control activities that mitigate risks</div> <div>11. Selects and develops general controls over technology</div> <div>12. Organization deploys control activities through policies and procedures</div>
Information & Communication	<div>13. Uses relevant and quality information to support internal control</div> <div>14 & 15. Effective internal & external communication on matters affecting functioning of internal control</div>
Monitoring	<div>16. Conduct ongoing and/ or separate evaluations to ascertain functioning of internal controls</div> <div>17. Organization evaluates and timely communicates of internal control deficiencies</div>



Business Risk Management	Whether risk management policy and procedures are in place ? Whether formal risk assessment has been carried out or not?
Business Ethics Framework	Whether whistle-blower policy and Code of conduct exists and implemented ?
Internal Audit and Financial Integrity	Whether internal audit function is independently reporting to Audit Committee ? Whether roles and responsibilities of senior management is defined and documented? And Whether adequate segregation of duties exists?
Legal Compliance Framework	Whether legal compliance framework is documented and compliance health to checked on periodic basis?
Fraud Risk Management	Whether Fraud Risk Management policy exists, detailing structure of fraud deterrence, prevention and investigation, fraud incidence response guidelines. Whether Key controls to mitigate fraud risks are identified and monitored for compliance on regular basis.
Business and Operations Continuity	Whether Disaster Recovery Plan, Business continuity plan and crisis management policy defined and implemented?
Succession Planning	Whether formal process of succession planning defined and implemented?
Management Operational Review	Whether formal process management oversight and review mechanism exist and followed?

PLC Component	Requirement
Design Effectiveness	Significant policy and procedures are defined. Process of assessing adequacy and appropriateness of policies and process to be developed
	Completeness of Risk and Controls Matrix (RCM) documented for all business cycles to be assessed. RCM's to include following: <ul style="list-style-type: none">▪ Review and update RCMs for all financial assertions.▪ Controls description to be elaborated▪ Fraud Risk to be highlighted▪ Whether Policy/ Procedure exists or not to be documented▪ Control Category specifying COSO control level▪ Control Owner and responsibility for testing and reporting
Operating Effectiveness	Policy of control testing and operating effectiveness, containing the sampling criteria and strategy to be defined
	Standard documentation to be maintained in the forms of test scripts and support documents to evidence the operating effectiveness of the identified controls

The two broad groupings of Information System Control activities:

General Controls, which apply to all information systems and support secure and continuous operation.






Examples of General Controls include:

- Application Systems Implementation and Maintenance
- Logical (Platform, Network and Database) and Physical Security

Application Controls, which apply to the business processes they support, and are designed within the application to prevent/ detect unauthorized transactions. When combined with manual controls, as necessary, application controls ensure completeness, accuracy, authorization and validity of processing transactions.

Application controls will be identified and tested at the business process level by the Operating Companies. Adequate General Controls increase the assurance that the Application Controls will continue to operate as intended.

ILLUSTRATIVE FRAMEWORK – INTERNAL CONTROLS

Risk Universe				Control mitigating fraud risk						
Business Cycle	Count			Count						
	Total	Fraud		Preventive	Detective		Manual	Automated		
Record To Report (R2R)	24	12		20	3		18	5		
Hire To Retire (H2R)	47	13		12	8		20	-		
Procure to Pay (P2P)	19	6		7	1		6	2		
Order To Cash (OTC)	18	9		25	5		30	-		
Plan To Produce (P2P)	20	5	15	6	21		-			
ITGC	112	40	39	1	24	16				
Control Universe										
Business Cycle	Count									
	Total		Preventive	Detective		Manual	Automated		Key	Non - Key
Record To Report (R2R)	37		33	4		32	5		16	21
Hire To Retire (H2R)	63		39	24		59	4		22	41
Procure to Pay (P2P)	28		25	3		23	5		14	14
Order To Cash (OTC)	35		30	5		35	-		18	17
Plan To Produce (P2P)	35		27	8		33	2		13	22
ITGC	112	108	4	80	32	26	86			
Total	310		262	48		262	48		109	201

1. Key Control:

- a. A key control is one that is required to provide reasonable assurance that **fraud and material errors will be prevented or timely detected**.
- b. It is the major control that **covers a risk of material misstatement**. If it fails, it is highly improbable that other control could detect the control absence.
- c. It is a control that **covers more than one risk** or support a whole process execution.
- d. It is **usually part of entity-level controls** (e.g. delegation of authority, segregation of duties, regulatory compliances etc.) or high-level analytic controls (inventory valuation, impairment assessment, debtor provisioning or write-offs etc.).

2. Non Key Controls: Controls other than key controls

Risk Management

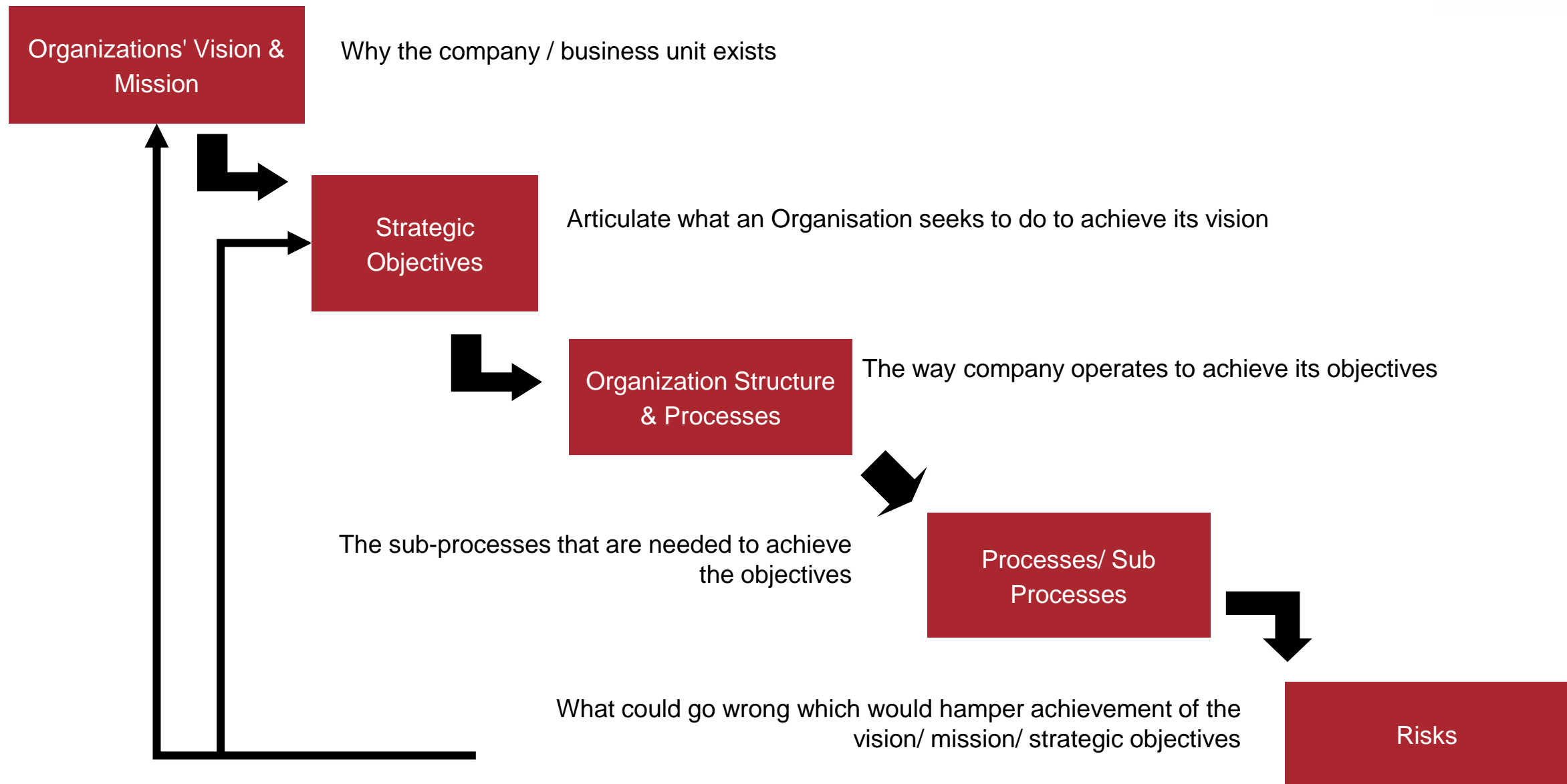




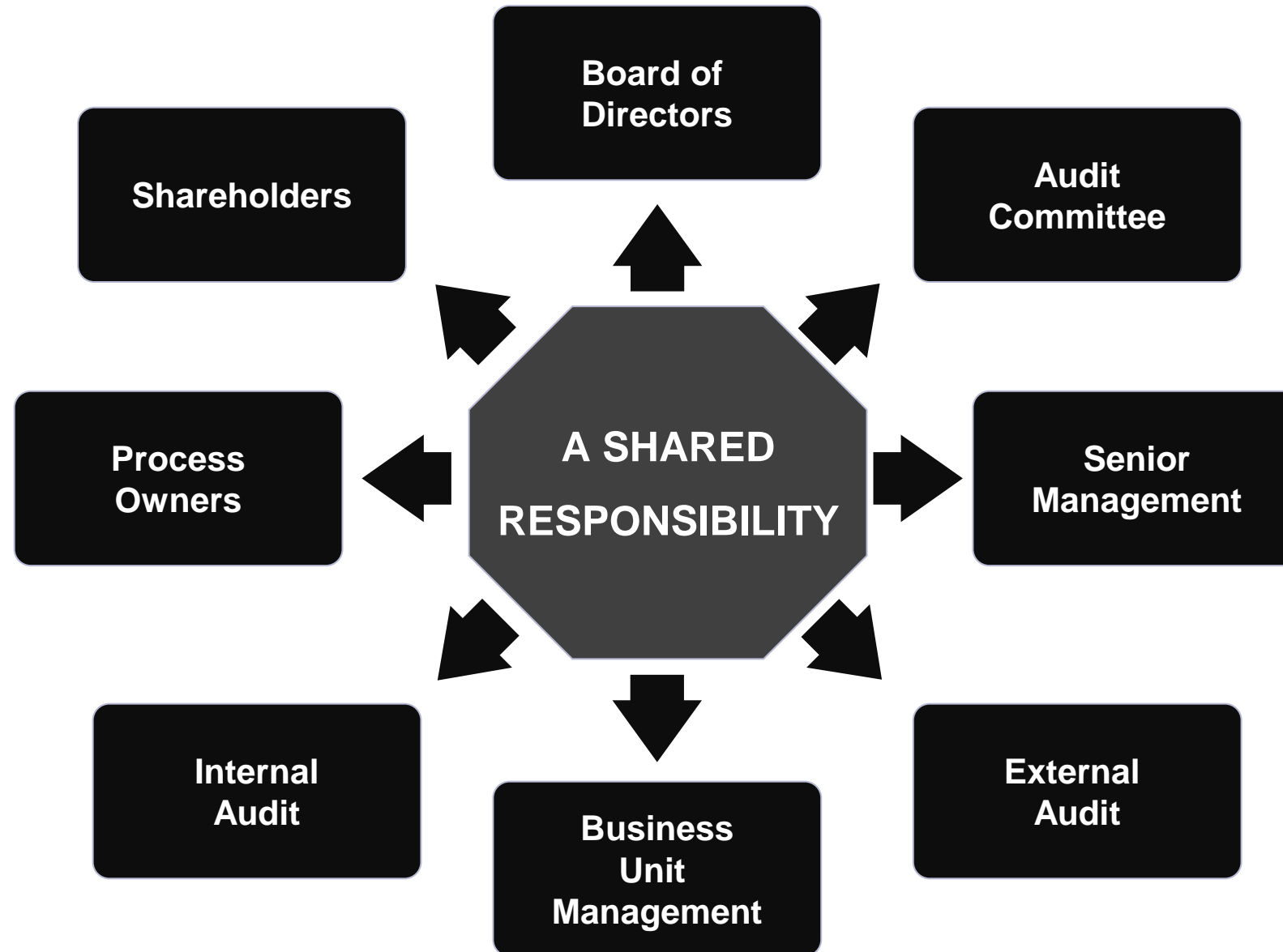
Risk Management

A structured, consistent and continuous process for identification and assessment of risks, undertaking control assessment and continuous monitoring of exposure of the risk

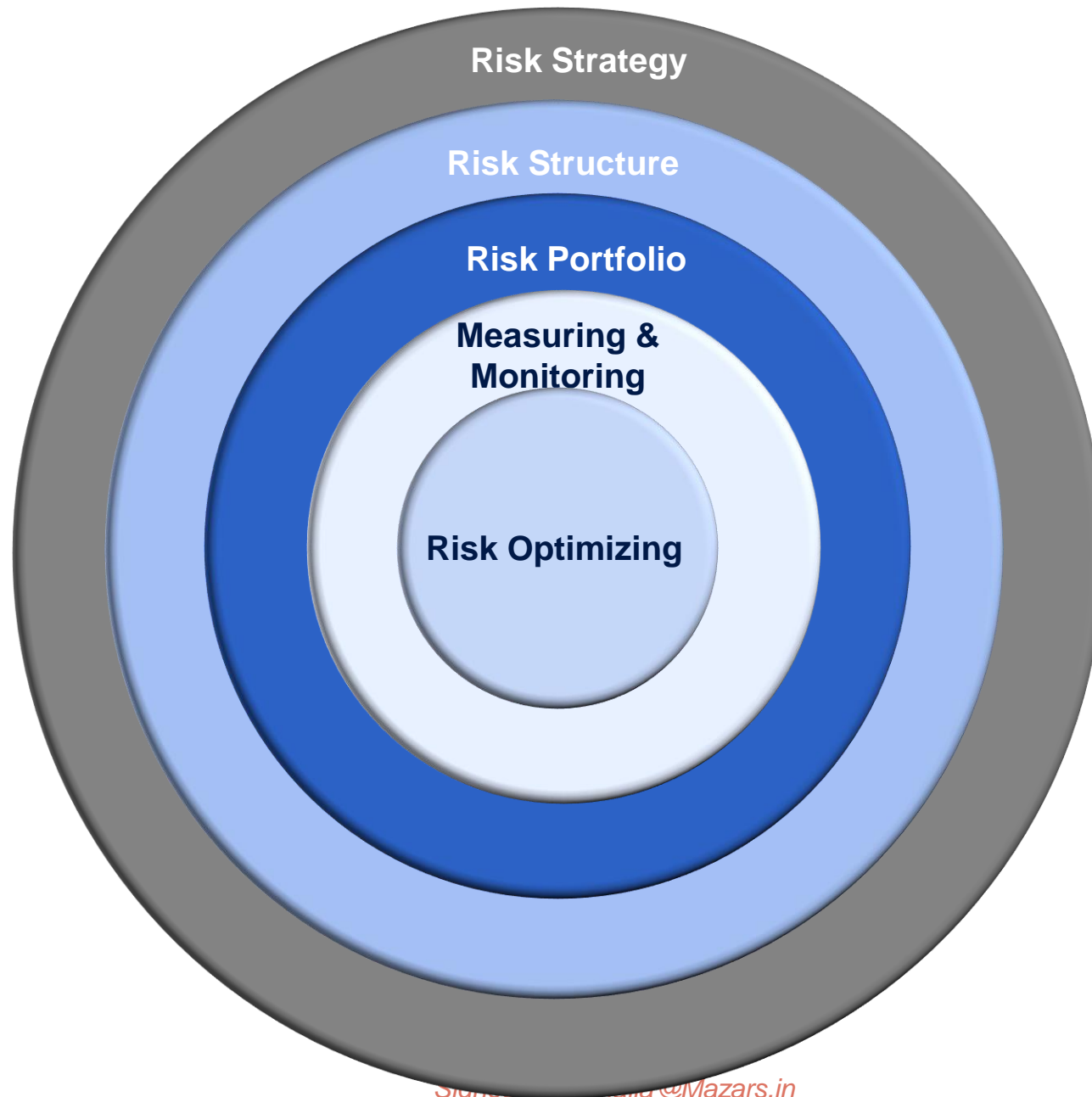
Risk Management is critical to value creation, offering shareholders improved stability and predictability



WHO IS RESPONSIBLE FOR RISK MANAGEMENT



RISK MANAGEMENT FRAMEWORK COMPRISES OF...



Use risk and control information
to improve performance

RISK MEASUREMENT – ILLUSTRATIVE RISK APPETITE CARD (IMPACT)

Impact Description	Impact Parameter	Impact Rating				
		5	4	3	2	1
		Very High	High	Medium	Low	Insignificant
Financial Impact	Absolute impact on revenue	> INR 10 crores	INR 5 - 10 crores	INR 1 - 5 crores	INR 50 lacs - 1 crores	< INR 50 lacs
	Cost Increase	> INR 5 crores	INR 2 – 5 crores	INR 2 crores - 50 lakh	INR 50 – 25 lakh	< INR 25 lakh
	%age of average Profit of past 3 years	> 10% of NIBT	5% - 10% of NIBT	3% - 5% of NIBT	1% - 3% of NIBT	< 1% of NIBT
Business continuity	Criticality of data / designs / knowledge lost	Complete inability to deliver services for more than 15 days	Inability to deliver key services for 7 – 15 days	-	-	-
	Unavailability of critical infrastructure, staff, utilities and/or IT services/funds	Widespread inability to deliver services.	Inability to deliver key services for up to 4 days. Consequent major disruption to services over multiple periods.	Unavailability between 1 & 3 days	Unavailability for less than 1 day	Inability to deliver non critical services during non-critical times of the year.
	Disruption of Business	Disruptions of more than 7 days	Disruption between 4 to 7 days	Disruption between 1 to 3 days	-	-
Loss of Talent	Attrition Rate	>9%	8% - 9%	6% - 8%	4% - 6%	<4%
	Separation of KMP and employees	Separation of key individuals at senior management level	Separation of skilled personnel effecting operations for long run	Separation of skilled personnel effecting operations for short term	Impacts operations but gaps can be filled with existing employees	Separation not impacting operations

RISK MEASUREMENT – ILLUSTRATIVE RISK APPETITE CARD (IMPACT)



Impact Description	Impact Parameter	Impact Rating				
		5	4	3	2	1
		Very High	High	Medium	Low	Insignificant
Reputation	Brand Reputation	<ul style="list-style-type: none">• Negative information impacting product & brand is continuously & widely published on international public media (print media, audio visual or social media)• Prolonged or wide-spread exposure or employee reaction• Global Government/ NGO involvement• Company's brand is legally used to release sensitive and political information that impacts the company's decision	<ul style="list-style-type: none">• Negative information impacting product & brand is widely published on prestigious national public media (print media, audio visual or social media)• Strong or lengthy public exposure or employee reaction• Regional Government/ NGO involvement• Potential unauthorized use of company's brand and image for unlawful civil purpose	<ul style="list-style-type: none">• Negative information impacting product & brand published on regional public media (newspaper or radio)• Considerable public exposure or employee reaction• Local or regional Government/ NGO involvement	<ul style="list-style-type: none">• Negative information impacting product and branding is circulated on local media• Some or limited public exposure or employee reaction• Local or regional government/NGO/media involvement	<ul style="list-style-type: none">• Negligible negative information company's brand and product• Isolated public (e.g., customer or shareholder) exposure;• Minimal employee reaction• No NGO/ media involvement

RISK MEASUREMENT – ILLUSTRATIVE RISK APPETITE CARD (IMPACT)



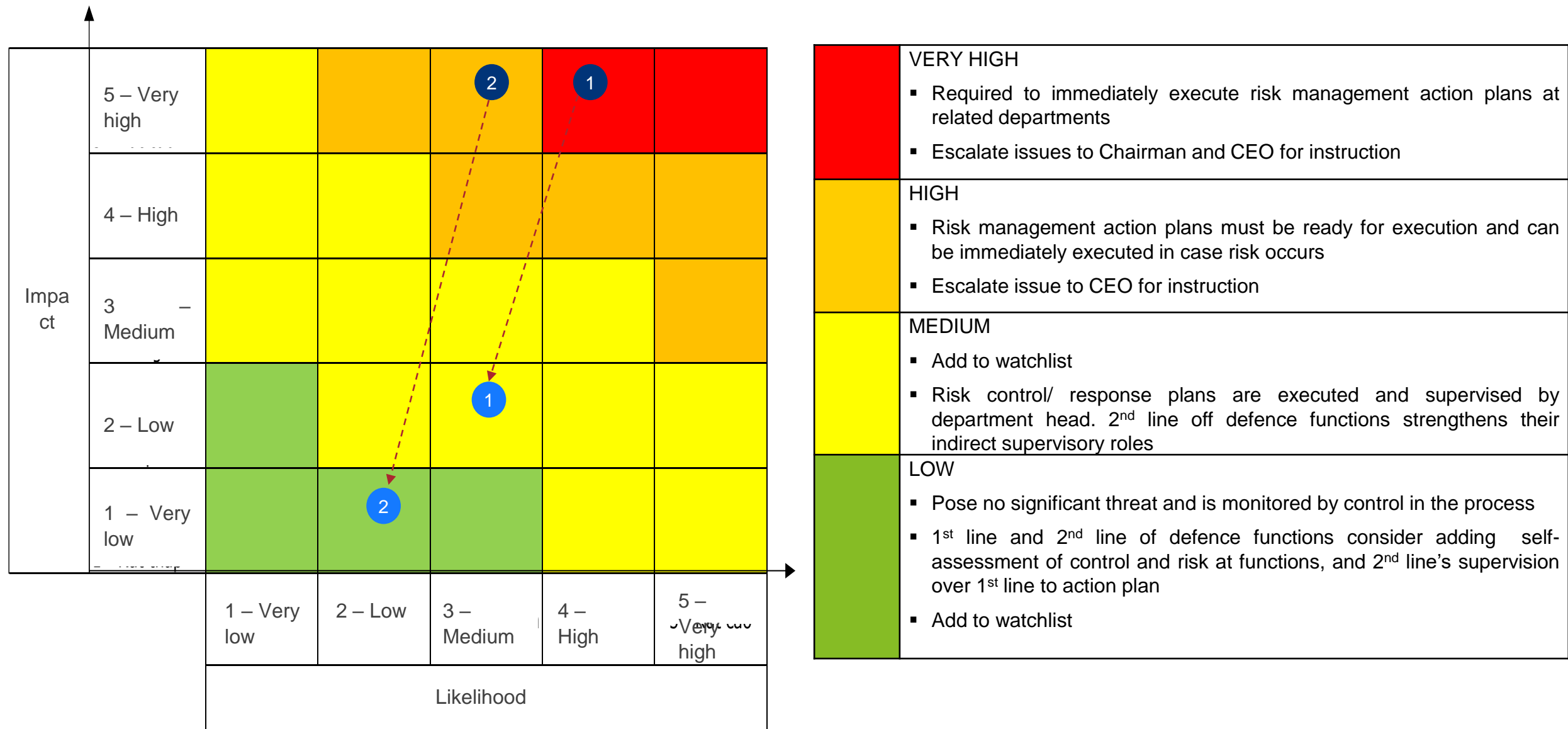
Impact Description	Impact Parameter	Impact Rating				
		5	4	3	2	1
		Very High	High	Medium	Low	Insignificant
Health, Safety & Environment	Accidents	<ul style="list-style-type: none">• Fatality or >2 major injuries (regulated by Ministry of Health) requiring >07 days of medical treatment	<ul style="list-style-type: none">• More than 2 major injuries (regulated by Ministry of Health) that requires 03-07 day medical treatment	<ul style="list-style-type: none">• 1 major injury that requires < 03-07 days of medical treatment	<ul style="list-style-type: none">• 1 injury that requires < 03 days of medical treatment	<ul style="list-style-type: none">• Minor injury that requires first aid only & causes no work disruption
	Environmental damage	<ul style="list-style-type: none">• Environmental damage requiring >INR 5 lacs to correct.• Incident has environmental impact that exceeds Company-wide level & the incident is discovered & publicly reported	<ul style="list-style-type: none">• Environmental damage requiring INR 1 to 5 lacs to correct• Incident has environmental impact that affects the whole factory & the incident is discovered & publicly reported at national level	<ul style="list-style-type: none">• Environmental damage requiring INR 50k to 1 lac to correct• The incident has environmental impact within local community	<ul style="list-style-type: none">• Environmental damage requiring less than INR 50k to correct• Single incident has minimum environment impact on an area/cluster	<ul style="list-style-type: none">• Incident is considered as an environment incident but has no impact on interior area

RISK MEASUREMENT – LIKELIHOOD (ILLUSTRATIVE)

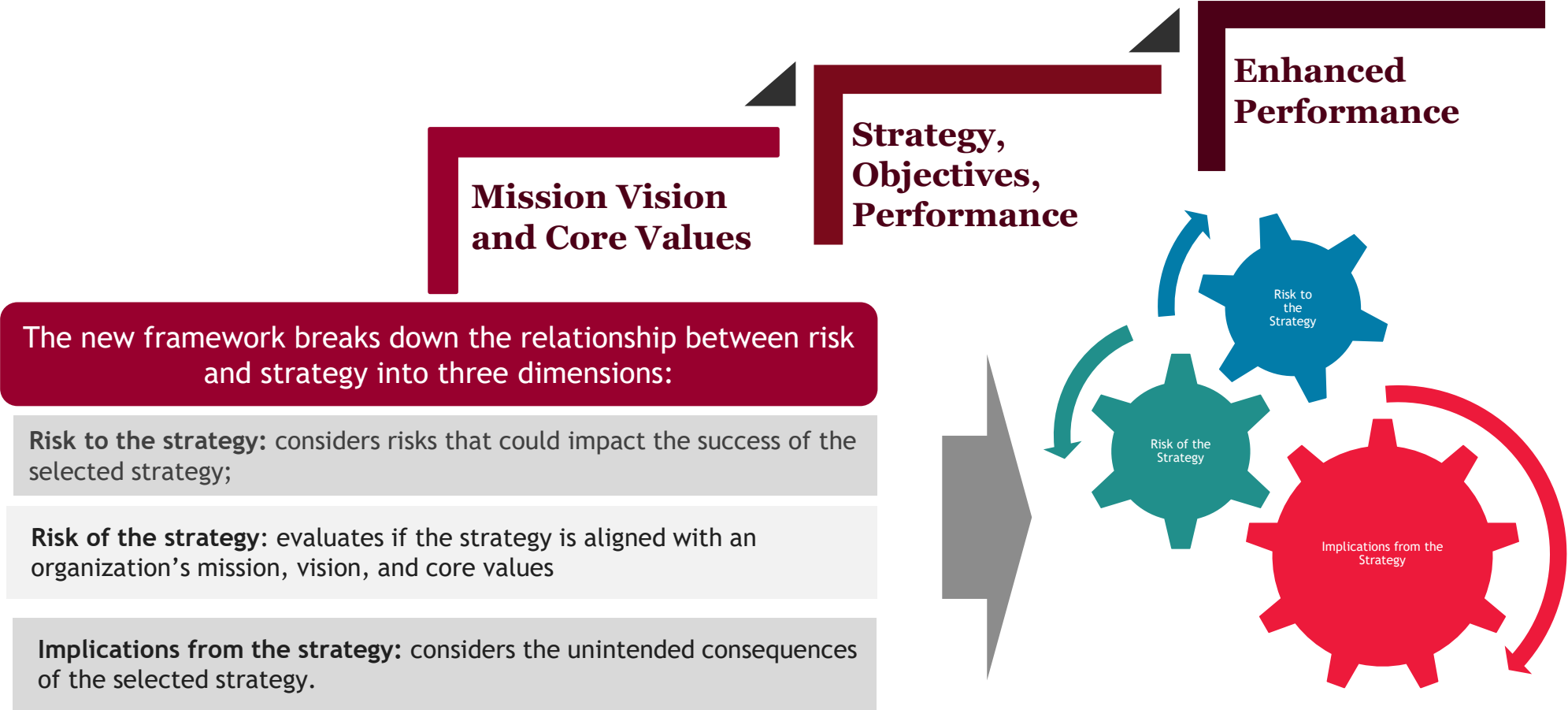


Scale	Criteria
5 – Very high	Probability of risk occurring is 90 - 100% or
	Risk exists
4 – High	Probability of risk occurring is 65 - 90% or
	Risk might occur weekly
3 – Medium	Probability of risk occurring is 35 – 65% or
	Risk might occur monthly
2 – Low	Probability of risk occurring is 10 – 30%
	Risk might occur once every year
1 – Very low	Probability of risk occurring is 0 -10% or
	Risk might only occur on particular circumstances

USED TO MEASURE A SPECIFIC RISK EVENT AT COMPANY-LEVEL



The ERM framework emphasizes the importance of aligning business objectives and strategy with an organization’s mission, vision, and core values. Organizations need to identify, assess, prioritize, and manage risks. Companies that can do this are better able to achieve business objectives, execute strategies and improve their performance.



Why Frauds Happen?



Definition:

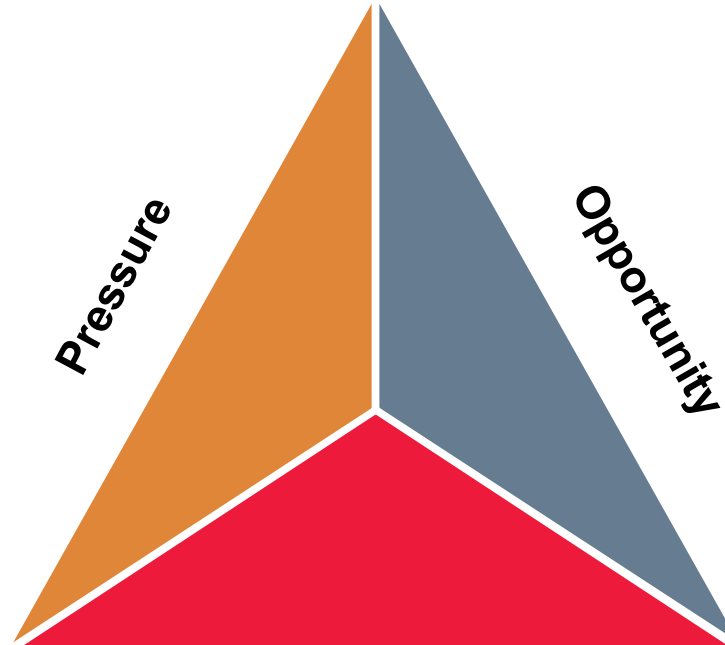
Fraud in relation to affairs of a company or any corporate body includes ***any act, omission, concealment of any fact or abuse of position*** committed by any person or any other person ***with the connivance*** in any manner, with ***intent to deceive***, to ***gain undue advantage*** from, or to ***injure the interests*** of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

Role of Audit Committee:

Audit committee is required to monitor that every listed company shall ***establish a vigil mechanism*** for directors and employees to report genuine concerns. It shall make provision for ***direct access to the Audit Committee Chair*** in appropriate cases.

CRESSEY'S FRAUD TRIANGLE – WHY FRAUDS HAPPEN?

- “Results, results, results!”
- Credit crunch
- Revenge
- Addiction – drink, drugs, gambling
- Coercion or blackmail
- Illness
- Debts
- Family pressure
- “I need the money”



- Poor governance
- Poor controls
- Exploiting errors
- Inadequate segregation of duties
- Abuse of authority
- Lack of effective oversight
- Complex transactions

Rationalization

- “They do not pay me enough”
- “Rules are meant to be broken”
- “Who cares?”
- “It’s only a small amount”
- “It’s a victimless crime”
- “It is a cost of doing business”
- “I’ll never get caught”
- “They can afford it”
- “I am in charge”
- “Everyone else does it”

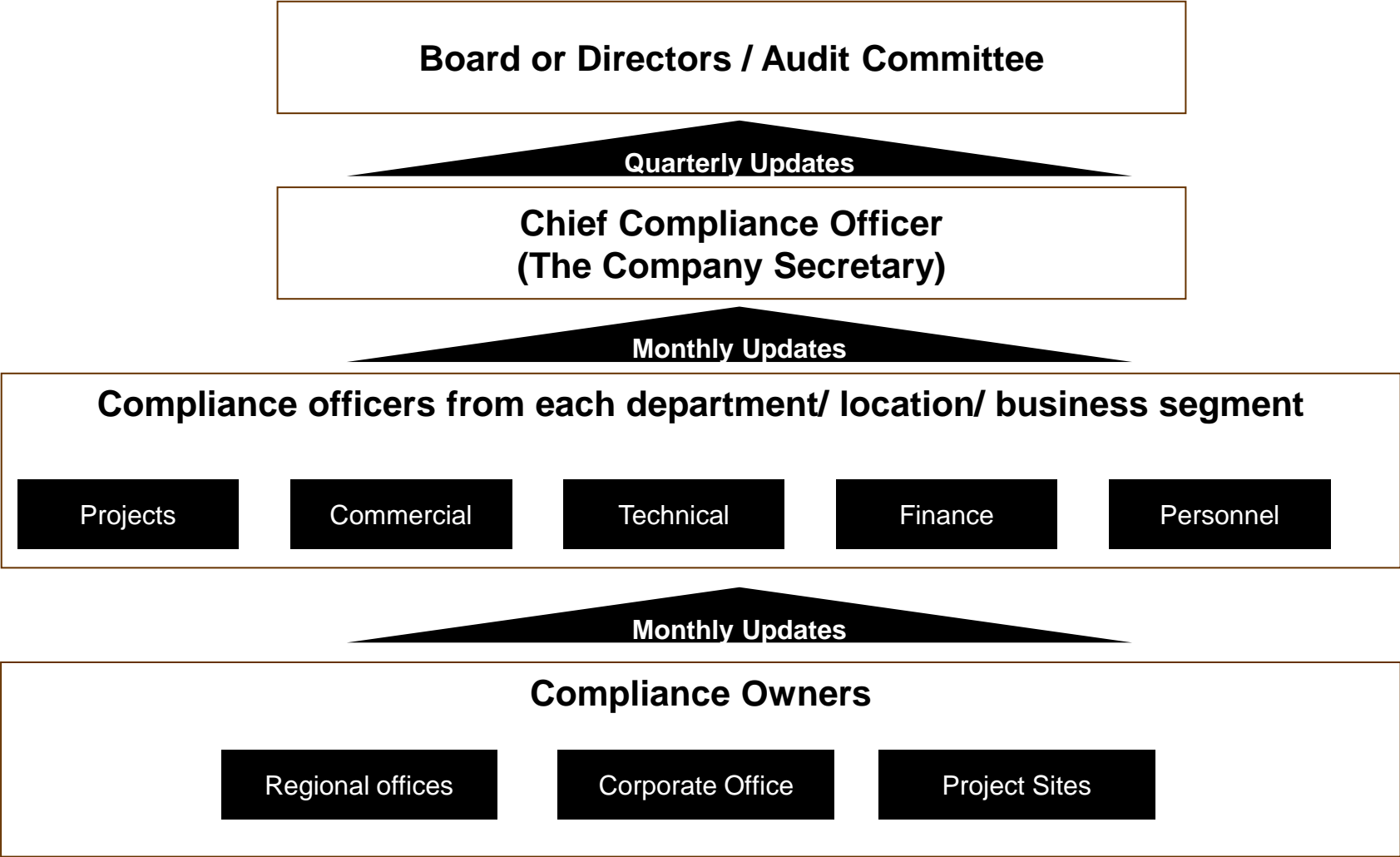
Legal and Regulatory Compliance

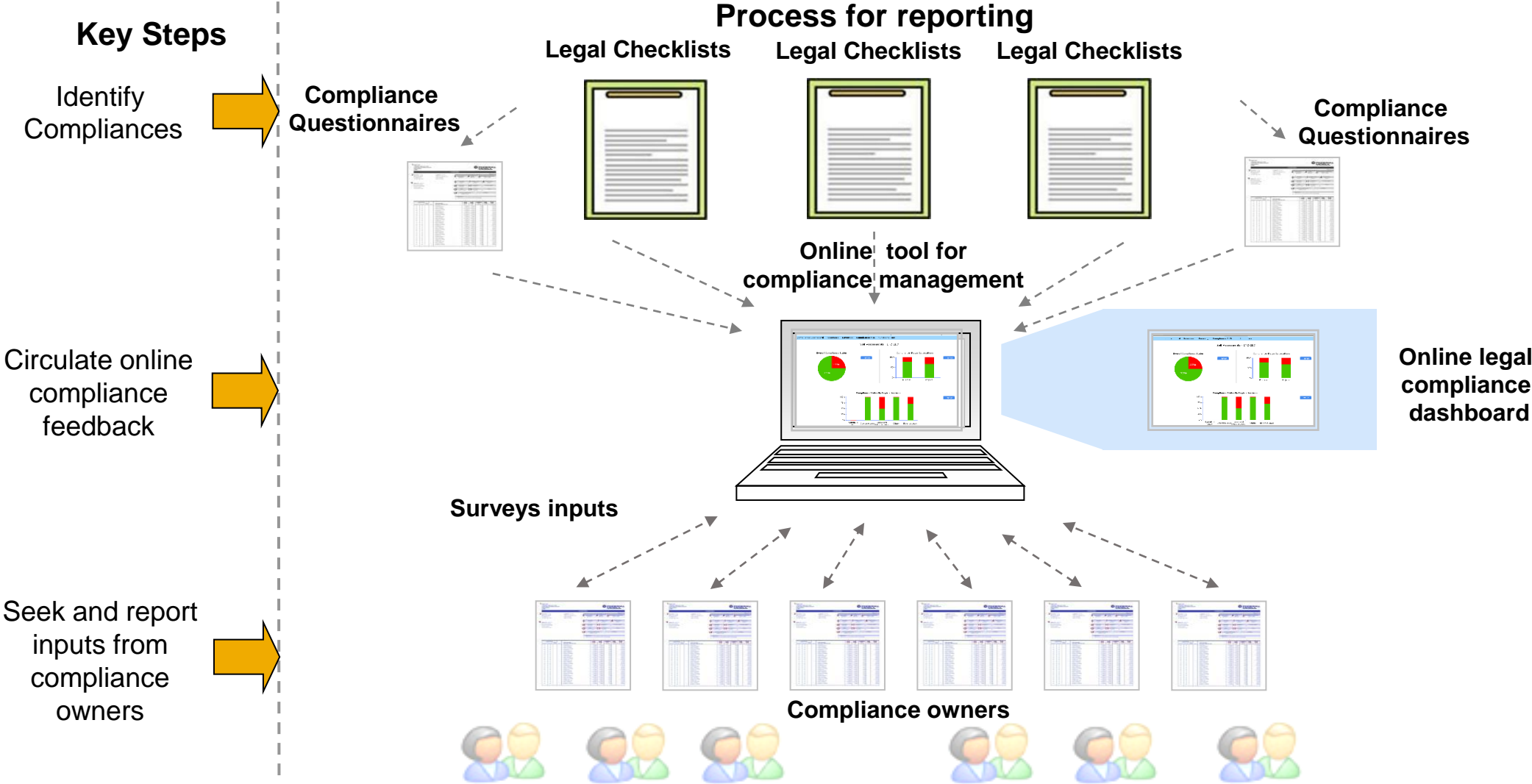


Typical Legal Compliance Structure

•The Legal compliance structure should be supported by a legal compliance database maintained by a database administrator.

•The database should provide periodic alerts and should be used to input compliance information.





What is Internal Audit?

As per the Institute of Internal Auditors ‘Internal auditing is an **independent, objective** assurance and consulting activity that **adds value** to and improves an organization’s operations. Internal Audit helps an organization **accomplish** its objectives by bringing a systematic, disciplined approach to **evaluate and improve** the effectiveness of **risk** management, **control**, and **governance** processes’

IA may involve topics such as efficacy of operations, reliability of financial reporting, highlighting red flags, safeguarding assets, and compliance with policies, procedures, applicable laws

Requirement of IA under Companies Act 2013

As per Section 138 of Companies Act 2013, following class of companies shall be required to appoint an internal auditor or a firm of internal auditors:

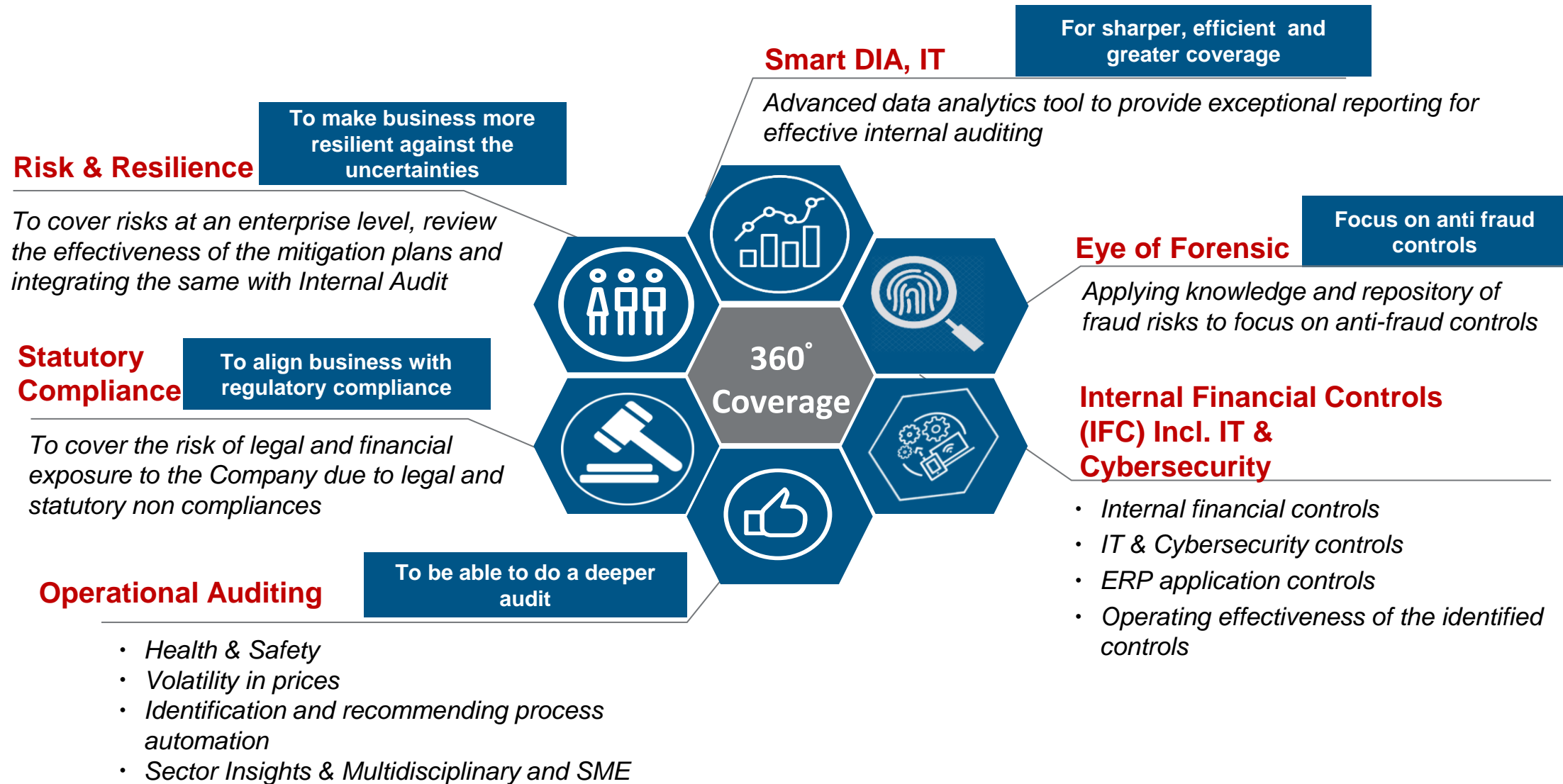
Amount in Rs			
	Listed Company	Unlisted public company	Private company
Turnover	Always applicable	200 crores	200 crores
Loan	Always applicable	100 crores	100 crores
Capital	Always applicable	50 crores	NA
Deposit	Always applicable	25 crores	NA

Who Can Perform Internal Audit?

Chartered Accountant

Cost Accountant

‘Other Professionals’ as may be decided by Board of Directors



QUESTIONS...COMMENTS...CONCERNS...



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...THANK YOU !!!