

Date:

Mr./Mrs./Ms. _____

(DIN: _____)

Independent Director

Hawkins Cookers Limited

Maker Tower F 101

Cuffe Parade

Mumbai 400 005

Dear Sir/Madam,

Letter of Appointment/Re-appointment as an Independent Director

1. We are pleased to inform you that consequent to the special resolution duly passed by the shareholders of the Company at the ____ Annual General Meeting held on _____, you are being appointed/re-appointed as an Independent Director on the Board of Hawkins Cookers Limited for a first term/second term of five consecutive years from _____ to _____, subject to the applicable laws as specified in the shareholders' resolution. Our present letter is to confirm the terms of your appointment/re-appointment as an Independent Director as has already been discussed and mutually agreed between Hawkins Cookers Limited ("the Company") and yourself.
2. The present terms of reference of each of the five Committees of the Board (on which one or more Independent Directors are serving) are given in the Annexure I attached herewith. The Board may duly appoint you as a Member of any of the said Committees subject to your agreement./ You are at present a Member of the following Committee(s) of the Board. [This part of the text of each letter varies from Director to Director]. The Board may duly appoint you as a Member of another Committee(s) subject to your agreement. The present terms of reference of each of the five Committees of the Board (on which one or more Independent Directors are serving) are given in the Annexure I attached herewith.
3. As you are aware, all Directors of our Company are required to observe the Code of Conduct to Regulate, Monitor and Report Trading in the Shares of the Company by Designated Persons and their Immediate Relatives, The Corporate Governance Code of Conduct and the Vigil Mechanism/Whistle Blower Policy. These are attached as Annexure II for your ready reference. The Board may issue further Codes of Conduct applicable to you as may be appropriate from time to time.
4. As an Independent Director, you are responsible for your fiduciary duties and accompanying liabilities along with all other functions as prescribed under the applicable laws and regulations.
5. As you are aware, the Company has a Directors & Officers Insurance for all its Independent Directors under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the maximum cover of Rs.7 crores which includes mainly the defence and investigation costs in legal cases and excludes prior acts, fines and penalties and wrongful acts. Fines and penalties not attributable to a Director would be borne by the Company if permitted by the Law.

6. You are required to promptly notify the Company of any change in your Directorships or Membership/Chairmanship of Board Committees of other Companies.

7. You shall not disclose to any third party any confidential information relating to the Company and its business except if and when required to make such disclosure by law. If you are legally bound to disclose any confidential information, you are required to give prior information to our Board as far as is possible in any such circumstance.

8. Remuneration and reimbursement of expenses, as applicable, related to the discharge of your duties as an Independent Director are as follows:

8.1 Sitting fees shall be Rs.75,000 per Meeting of the Board and other Board Committees.

8.2 Commission based on the applicable profit of the Company as decided by the Board annually subject to Section 197 of the Companies Act, 2013.

8.3 You shall be paid/reimbursed all appropriate expenses (towards hotel accommodation, travel and other out-of-pocket expenses) incurred by you for (a) attending Board or Board Committee Meetings, (b) any General Meetings of the Company and (c) any other business of the Company assigned to you.

8.4 The abovementioned remuneration and reimbursement of expenses may be altered from time to time by a decision of the Board or as required by law.

9. Our present letter is being issued to you in two original sets. Please return one original set duly signed by you in token of your acceptance of your appointment/re-appointment as an Independent Director on the terms and conditions stated herein.

Thanking you for your kind co-operation and assuring you of our best attention always,

Yours faithfully,

Sd/-

Subhadip Dutta Choudhury
Chairman and Chief Executive Officer

Enclosed: Annexure I - Terms of reference of Committees
Annexure II - The Codes and Vigil Mechanism

Accepted

Signature

**The Committees of the Board
(on which one or more Independent Directors are serving)**

1. Nomination and Remuneration Committee

Terms of reference:

1.1. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and/or who may be appointed as Senior Management just below the level of Executive Directors in accordance with the criteria laid down, recommend to the Board their appointment and removal, and specify the manner for effective evaluation of performance of the Board, its Committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. It shall also formulate the criteria for evaluation of the Directors.

1.2. It shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and shall recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees. While formulating the said policy, the Nomination and Remuneration Committee shall ensure that –

- a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b. the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. the remuneration to Directors, key managerial personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

1.3. For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: a. use the services of an external agency, if required; b. consider candidates from a wide range of backgrounds, having due regard to diversity; and c. consider the time commitments of the candidates.

1.4. It shall recommend to the Board, all remuneration, in whatever form, payable to senior management.

1.5. It shall devise a policy on Board diversity.

2. Stakeholders' Relationship Committee

Terms of reference:

- 2.1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2.2. Review of measures taken for effective exercise of voting rights by shareholders.
- 2.3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 2.4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- 2.5. Approval of the issue of share certificates in exchange for those which are subdivided or consolidated or in replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where pages on the reverse for recording transfers have been duly utilised or in lieu of those that are lost or destroyed and the issue of a Letter of Confirmation to the shareholder/applicant as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Audit Committee

Terms of reference:

A. The Audit Committee shall act in accordance with the terms of reference as specified in Section 177(4) of the Companies Act, 2013, and Clause 49 of the Listing Agreement, which shall include:

- A.1. The recommendation for appointment, remuneration and terms of appointment of the Auditors of the Company;
- A.2. Review and monitor the Auditors' independence and performance and effectiveness of the audit process;
- A.3. Examination of the financial statements and the Auditors' reports thereon;
- A.4. Approval of or any subsequent modifications of transactions of the Company with related parties;
- A.5. Scrutiny of inter-corporate loans and investments;
- A.6. Valuation of undertakings or assets of the Company, wherever it is necessary;
- A.7. Evaluation of internal financial control and risk management systems;
- A.8. Monitoring the end use of funds raised through Public Offers and related matters;

A.9. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

A.10. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

A.11. Reviewing, with the management, the annual financial statements and Auditors' reports thereon before submission to the Board for approval, with particular reference to:

- a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
- b. Changes, if any, in accounting policies and practices and reasons for the same.
- c. Major accounting entries involving estimates based on the exercise of judgment by management.
- d. Significant adjustments made in the financial statements arising out of audit findings.
- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of related party transactions.
- g. Qualifications in the draft audit report.

A.12. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

A.13. Reviewing, with the management, the statement of uses/application of funds raised through an issue (Public Issue, Rights Issue, Preferential Issue etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, if any, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

A.14. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;

A.15. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

A.16. Discussion with the internal auditor on any significant findings and follow-up thereon;

A.17. Reviewing the findings of any internal investigations by the internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

A.18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

A.19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

A.20. To review the functioning of the Whistle Blower Mechanism;

A.21. Approval of the appointment of the CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

B. The Audit Committee shall mandatorily review the following information:

B.1. Management discussion and analysis of financial condition and results of operations;

B.2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;

B.3. Management letters/letters of internal control weaknesses issued by the statutory auditors;

B.4. Internal audit reports relating to internal control weaknesses; and

B.5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

4. Corporate Social Responsibility Committee

Terms of reference:

The Corporate Social Responsibility Committee shall:

4.1. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subjects specified in Schedule VII;

4.2. recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and

4.3. monitor the Corporate Social Responsibility Policy of the company from time to time.

4.4. formulate and recommend to the Board an annual action plan in pursuance of its CSR policy which shall include the following:

(a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(b) the manner of execution of such projects or programmes as specified in Rule 4 (1) of the Corporate Social Responsibility (Policy) Rules, 2014;

(c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(d) monitoring and reporting mechanism for the projects or programmes; and

(e) details of need and impact assessment, if any, for the projects undertaken by the company.

5. Risk Management Committee

Terms of reference:

5.1. The Risk Management Committee shall formulate a detailed risk management policy including a framework to identify its internal and external financial, operational, sectoral, sustainability/ESG, information, cyber security, etc., risks, risk mitigation measures such as systems and processes for internal control of identified risks and business continuity plan. It will be responsible for the oversight and implementation of the risk management framework, policies, systems and practices of the Company including evaluating the adequacy of risk management systems. It shall oversee inter alia the Company's methods for identifying and managing risks, frauds, regulatory enforcement actions, litigation, investment portfolio, and technology.

5.2. The Risk Management Committee shall document and maintain records of its proceedings, including risk management decisions. The Committee shall report its activities, including the nature and content of its discussions, to the Board of Directors on a regular basis and make such recommendations and advise actions to be taken as it deems necessary or appropriate.

5.3. The Risk Management Committee shall have the following Specific Responsibilities and Duties:

5.3.1. Approve and periodically review the Company's risk management policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5.3.2. Oversee the operation of the Company's risk management framework – credit, liquidity, reputational, operational, fraud, strategic, technology (data-security, information, business-continuity) – commensurate with the structure, complexity, activities, and size of the Company;

5.3.3. Oversee processes and systems for implementing, evaluating and monitoring risk and compliance associated with the business of the Company, including identifying and reporting emerging risks and their management;

5.3.4. Review reports and significant findings with the Internal Audit Department.

5.3.5. The Risk Management Committee shall coordinate its activities with other committees as per the framework laid down by the Board.

5.3.6. The appointment, removal and terms of remuneration of the Chief Risk Officer, if any.

5.4. The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

**HAWKINS COOKERS LIMITED: CODE OF CONDUCT
TO REGULATE, MONITOR AND REPORT TRADING IN THE SHARES OF THE
COMPANY BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

1. Purpose:

1.1. This Code of Conduct is mandatory, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations"), notified on January 15, 2015, as amended up to July 17, 2020.

1.2. This updated Code is approved by the Board of Directors on November 7, 2024, and is effective from November 7, 2024.

1.3. This Code of Conduct supersedes the Code of Conduct to Regulate, Monitor and Report Trading in the Company by Designated Persons and their Immediate Relatives as updated and approved by the Board of Directors on May 24, 2023.

2. Definitions:

2.1. "Compliance Officer" is the Company Secretary of the Company who shall be responsible for compliance of these regulations under the overall supervision of the Board of Directors of the Company and shall report to the Vice-Chairman and the Chief Financial Officer of the Company. The Compliance Officer shall provide Reports to the Chairman of the Audit Committee of the Board of Directors on an annual basis.

2.2. "Designated Persons" shall include:

2.2.1. Promoters of the Company.

2.2.2. All Directors of the Company.

2.2.3. All Executive Vice Presidents, Senior Vice Presidents and the Company Secretary.

2.2.4. Vice President-Information Technology, Head Legal Affairs, Senior General Manager-Marketing Systems Development, Senior General Manager - Information and Analytics.

2.2.5. All Managers and above in the Finance & Accounts, Management Information System and Internal Audit Departments and Executive Assistants and Secretaries who have access to UPSI.

2.2.6. All employees in the Secretarial Department.

2.2.7. Any other person specified by the Chairman & Chief Executive Officer or the Vice-Chairman & Chief Financial Officer.

2.3. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

2.4. "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

2.5. "Insider" means any person who is:

(i) a connected person which as per Regulation 2(d) of the 2015 Regulations, is a person who has a connection with the Company that is expected to put him in possession of UPSI; or

(ii) any person who is in possession of or has access to UPSI.

2.6. “Legitimate purpose” shall mean and include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.7. “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities (which term includes shares), and “trade” shall be construed accordingly.

2.8. “Unpublished Price Sensitive Information” (UPSI) includes any information, relating to the company or its shares, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the shares of the Company and shall, ordinarily include but not restricted to, information relating to the following-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

3. The Code:

3.1. Preservation of “Unpublished Price Sensitive Information” and Chinese Wall Procedures

3.1.1. All UPSI shall be handled within the Company on a need-to-know basis. No Designated Person shall communicate, provide, or allow access to any UPSI, relating to the Company or its shares, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.1.2. No Designated Person shall procure from or cause the communication by any insider of UPSI, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.1.3. To prevent the misuse of confidential information, the Company has laid down Chinese Wall procedures which separate those departments of the Company that routinely have access to confidential information, considered "inside areas" from those which deal with marketing, administration or other departments providing support services (except the MIS and Secretarial department) considered "public areas".

3.1.4. The employees in the inside area shall not communicate any UPSI to anyone in the public area.

3.1.5. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Chairman & Chief Executive Officer or the Vice-Chairman & Chief Financial Officer.

3.1.6. The Company shall securely maintain computer files containing confidential information and physical storage of documents relating to UPSI.

3.1.7. When any person is brought ‘inside’ on a sensitive transaction the person should be made aware of the duties and responsibilities attached to the receipt of such Insider Information and the liability that attaches to misuse or unwarranted use of such information.

3.1.8. Designated Persons shall inform the Compliance Officer, in writing, the nature of UPSI shared by them with any person (including an insider), the name of such person and his Permanent Account Number. The Compliance Officer shall take necessary steps to update the database as per the Regulations.

3.2. Restriction on Trading while in Possession of UPSI

3.2.1. Designated Persons and their immediate relatives when in possession of UPSI shall not trade in the shares of the Company either on their own behalf or on behalf of any other person.

3.2.2. However, trades pursuant to a “Trading Plan” set up in accordance with Regulation 5 of the Regulations may be permitted subject to the approval of Trading Plan by the Compliance Officer and public disclosure of it on the stock exchange.

3.3. Trading Window and Window Closure

3.3.1. Designated Persons and their immediate relatives shall not trade in the shares of the Company when the trading window is closed. The trading window shall be closed when the Compliance Officer determines that the designated persons can reasonably be expected to have possession of UPSI.

3.3.2. Audited and Unaudited Quarterly Results

3.3.2.1. The trading window of the Company in respect of audited and unaudited quarterly results shall close from 1st of the month following the respective quarter till 48 hours after the date on which the results are forwarded to the stock exchange and are published on the websites of the stock exchange and the Company.

3.3.2.2. The Compliance Officer will inform all concerned of the period of closure of the trading window for each quarter before the end of the quarter.

3.3.3. Other Price Sensitive Information:

3.3.3.1. The trading window in respect of other price sensitive information of the Company shall be closed when the Compliance Officer determines that Designated Persons of the Company can reasonably be expected to have possession of UPSI.

3.3.3.2. The Compliance Officer will intimate to all concerned the date of closure of trading window and re-opening thereof at the appropriate time which in any event shall not be earlier than 48 hours after the information becomes generally available.

3.3.4. The trading window shall be open at all other times. When the Trading Window is open, there is no restriction for trading of securities by Designated Persons and their immediate relatives (except for those who have submitted a Trading Plan under 3.2.2) if the value of the proposed trade is below Rs.20,00,000/-.

3.3.5. Beyond these stipulated thresholds, trading by Designated Persons and their immediate relatives shall need pre-clearance by Compliance Officer. Pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

3.4. Procedure for pre-clearance of trades:

3.4.1. For pre-clearance, an application along with an undertaking specifying the following should be made to the Compliance Officer:

3.4.1.1. That he/she does not have access to or has received UPSI up to the time of signing the undertaking.

3.4.1.2. That in case he/she has access to or receives UPSI after signing the undertaking but before execution of the transaction, he/she shall inform the Compliance Officer forthwith and refrain from trading in the shares of the Company till the UPSI becomes generally available.

3.4.1.3. That he/she has not contravened the provisions of this Code.

3.4.1.4. That he/she has made full disclosure in the matter.

3.4.2. All Designated Persons of the Company shall execute their order in respect of the shares of the Company within seven trading days after pre-clearance is given and shall report within three working days of the execution of the trade the details of such trade to the Compliance Officer, failing which a fresh pre-clearance will be required.

3.4.3. All Designated Persons of the Company who buy or sell any number of shares of the Company shall not enter into an opposite transaction during the next six months following the prior transaction. In case an opposite transaction is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

3.4.4. Restrictions on contra trade shall be applicable. Designated Persons of the Company requiring waiver of the holding period of six months for any personal emergency should apply to the Compliance Officer of the Company, whose decision shall be final.

3.4.5. A Report of trades executed by Designated Persons under pre-clearance approvals and under an approved Trading Plan shall be submitted by the Compliance Officer to the Chairman of the Board of Directors annually.

3.5. Disclosures of trading in securities, including derivatives thereof

3.5.1. Initial Disclosure: Designated Persons shall disclose the names of educational institutions from which they have graduated and names of their past employer(s) on or before April 1, 2019.

3.5.2. Every person on appointment as a key managerial personnel or a director of the Company shall disclose to the Compliance Officer of the Company his holding of the shares of the Company as on the date of their appointment within seven days thereof in the format as prescribed by SEBI from time to time.

3.5.3. Continual Disclosure: Every Designated Person of the Company shall disclose to the Compliance Officer the number of such shares acquired or disposed of by them and by their immediate relatives within two trading days of such transaction if the value of the shares traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.Ten lakhs, in the format as prescribed by SEBI from time to time.

3.5.4. Designated Persons shall disclose names, permanent account numbers or any other identifier authorized by law, phone and mobile numbers of immediate relatives and persons with whom they share a material financial relationship, on an annual basis and as and when the information changes.

3.5.5. Periodic disclosure: All Designated Persons of the Company are also required to give periodic disclosures of the shares of the Company held by them and their immediate relatives as on September 30 and March 31 every year within 7 working days thereof.

3.5.6. The Compliance Officer shall send timely reminders to all designated persons covered by this Code concerning periodic declarations required from them under this Code.

4. Penalty for contravention of the code of conduct: Any Designated Person of the Company who contravenes this Code may be penalised and be liable to disciplinary action by the Company and any amount collected under this clause will be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Corporate Governance Code of Conduct

A. Authority, Purpose, Applicability and Responsibility for the Observance of The Code

1. This document, The Corporate Governance Code of Conduct (henceforth referred to as The Code), is authorised by the Board of Directors of Hawkins Cookers Ltd (henceforth referred to as Hawkins).
2. The purpose of The Code is to ensure that Hawkins is in compliance with the Companies Act, 2013, Schedule IV Part III, in addition to Clause 49(I-D) of the Listing Agreement of Hawkins with the Stock Exchange, Mumbai, and to provide general guidance to the directors and senior managers of Hawkins in matters of corporate governance.
3. The Code, as detailed herein below in Section B, is applicable to all directors of the Board of Hawkins, whether wholetime or non-executive or independent, and all senior managers of Hawkins such as Senior Vice Presidents, Vice Presidents, Chief Executives, Senior General Managers and the Company Secretary. Each person to whom The Code is applicable shall receive a written notice to that effect along with a copy of The Code and shall be required to affirm compliance with the Code on an annual basis.
4. The provisions of the “Code for Independent Directors”, as detailed herein below in Section C, are additionally applicable to the Independent Directors.
5. The responsibility for the observance of The Code rests individually on each person to whom The Code is applicable and collectively on the Board of Directors of Hawkins. In addition to their individual responsibility for the observance of The Code, the directors carry a collective responsibility to exercise all due diligence with the purpose of ensuring that all to whom The Code is applicable are in compliance with it.
6. Upon being seized of any matter concerning an alleged contravention of the Code by a person to whom it is applicable, the Board of Directors, or anybody approved by them for the purpose, shall look into all relevant facts and circumstances of the alleged contravention, giving a suitable opportunity to the person who is alleged to be in contravention of The Code to explain his conduct, reach a determination about the alleged contravention and decide suitable corrective action.
7. The modified Code was considered and adopted by the Board of Directors of Hawkins at their meeting held on May 27, 2014, to come into effect on October 1, 2014, and it replaces the Code considered and adopted by the Board of Directors of Hawkins at their meeting held on October 29, 2005, that came into effect on January 1, 2006.
8. The Board of Hawkins has the right and responsibility to suitably amend The Code from time to time as may be required by law, changing circumstances or any other consideration.

B. The Code

1. The conduct of all to whom The Code applies shall be conducive to the business success of Hawkins in the long term.
2. The long term business success of Hawkins requires considerate and ethical treatment of customers, suppliers, employees, governmental and regulatory authorities and shareholders. All to whom The Code applies shall always act in accordance with this requirement.
3. The prime importance given to long term business success does not mean that we can ignore the requirement for timely action. All to whom The Code applies must so manage their work that the immediate, medium and long term goals of the business are well served.
4. The separate entity, property and interest of Hawkins as distinct from the entity, property and interest of those to whom The Code applies has to be recognised and respected. In case of any conflict of interest, all those to whom The Code applies must act to protect the interest of Hawkins. In case of any doubt, the matter must be referred up the chain of command.
5. In case anyone to whom The Code applies perceives a problem of conflict of interest or ethics in his superior or in anyone else to whom The Code applies, he is required to report the facts which form the basis of his apprehension to his superior's superior (if the superior is the object of suspicion) or, in other cases, to his superior.
6. All those to whom The Code applies must ensure that all operations under their charge in or of Hawkins are in compliance with the law.
7. The financial, physical and intellectual property of Hawkins must be protected suitably at all times and only used with proper authority in the interest of Hawkins.
8. Confidentiality of the know-how, processes and operations of Hawkins must be maintained and all due diligence exercised to ensure that there is no inadvertent or deliberate breach of the requirement of confidentiality. The requirement of confidentiality applies to all documents on paper or in an electronic form that are labelled as such, all drawings, diagrams, process charts and the like in any form whatsoever, all conversations or discussions the content of which may assist existing or potential competitors or tend to bring Hawkins into disrepute, provided that any disclosure required by law shall not be regarded as a breach of this requirement.
9. All relevant aspects of a recommendation or decision have to be thought through before the recommendation or the decision is taken. Past precedent, available data and future effects have to be considered. The degree of detail to which any matter is looked into has to be appropriate to the subject and its potential for future good or harm to the company.
10. The requirement for thoughtful decisions does not excuse inordinate delay. The manager has either to give a decision on the spot or to indicate a reasonable period of time in which the decision will be given and then keep to that commitment. The manager has to either take a decision himself or to refer it upwards with sufficient data on which a decision may be taken with a clear recommendation.

11. The manager has not merely to respond to instructions but also to take action on his own initiative in the company's interest. Policies and procedures are to be followed but not unthinkingly. The manager has to continually be on the lookout for possible improvements. Changes have to be implemented after consultation with all concerned in Hawkins. Unresolved conflicts of opinion have to be referred up the organisation for determination at the appropriate level.

12. Meticulous planning, briefing, coordination and monitoring are required to ensure the implementation of decisions which is the prime responsibility of the head of the function. The head must know when and with whom to put instructions in writing and when and with whom to rely on oral instructions, understanding that his responsibility for implementation is undiluted in either case.

13. It is a business requirement and the desired managerial culture in Hawkins that managers at all levels are encouraged to speak their minds freely without fear or favour on all issues concerning the business and in the interest of Hawkins. Toadyism, currying favour, office politics and groupism are to be eschewed and discouraged. The continuing search for better ways of working, the exercise of initiative, responsiveness to internal clients and external customers, mutual cooperation and teamwork are to be adopted and encouraged, always provided that all such efforts are in the interest of Hawkins.

14. The free expression of opinion and the exercise of initiative has to coexist with and be subject to the requirements of managerial discipline. Once decisions are taken at the appropriate level after full and free discussion of the issues involved, the decisions have to be implemented faithfully and vigorously regardless of anyone's individual opinion in the matter. At the same time, the decision makers have to be kept suitably informed of the results of the implementation so that corrective action may be taken if any is required.

15. Managers are expected to act within the levels of authority delegated to them and to refer upwards matters which exceed their authority. In exceptional circumstances, however, managers may act beyond their level of authority if in their opinion the delay caused by a reference upwards would significantly prejudice the interest of Hawkins, provided the manager informs his superior as soon as possible about the action taken by him/her and the circumstances that necessitated the immediate action. Thereafter, the immediate action taken and the circumstances that purportedly compelled it would be reviewed at an appropriate level and the manager would be advised suitably.

16. The development of subordinates is a corporate requirement. A fair and firm approach is required. Subordinates have to be developed by example, by controlled exposure to greater responsibility, by challenging of their faculties in on-the-job discussion and training programmes and by appraisals and counselling.

17. Record management is an important requirement of corporate governance. Records have to be maintained securely for the legally or otherwise required periods or, in some cases, in perpetuity. After the required period for any record is over, it has to be destroyed to conserve storage space and to facilitate access to records. It is the responsibility of all to whom The Code applies to formulate a policy for record management for matters under their charge and to ensure its implementation after the approval of the policy at the appropriate level.

18. It is the responsibility of all executive directors and senior managers to ensure that all other managers and employees of Hawkins under their charge act appropriately in accordance with the principles of The Code.

C. Duties of Independent Directors

The Independent Directors shall –

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board Committees to which he or she is a member;
4. Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his or her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Hawkins Cookers Limited, CIN L28997MH1959PLC011304

Vigil Mechanism/Whistle Blower Policy

Date of Policy Issue: September 1, 2014 Version Number: VM2024-2905/06 effective May 29, 2024

1. Stakeholders including Employees, their representative bodies and Directors are encouraged to raise genuine concerns about any malpractice(s) in the workplace without fear of reprisals and Hawkins will protect them from victimization or dismissal.
 2. The overall authority for the implementation of this policy rests with the Vice-Chairman and Chief Financial Officer under the overall supervision of the Audit Committee of the Board. All Managers have a specific responsibility to facilitate the operation of this policy and to ensure that stakeholders are able to raise concerns, without fear of reprisals, in accordance with the procedure stated herein below. All stakeholders are responsible for the success of this policy and should ensure that they take steps to disclose any wrongdoing or malpractice of which they become aware.
 3. The term 'malpractice' includes:
 - 3.1. Unethical behaviour;
 - 3.2. Fraud;
 - 3.3. Violation of the Corporate Governance Code of Conduct;
 - 3.4. Leak of Unpublished Price Sensitive Information as described in the Code of Conduct to Regulate, Monitor and Report Trading in the Shares of the Company by Designated Persons and their Immediate Relatives.
 4. If individuals raise a genuine concern and act in good faith, they will not be at risk of losing their job or suffering any form of retribution under this policy, even if it is later discovered that they are mistaken. This assurance is not extended to individuals who maliciously raise matters they know to be untrue or are involved in the malpractice.
 5. If you believe that the actions of anyone (or a group of people) working for Hawkins do or could constitute malpractice you should raise the matter with the appropriate Hawkins manager. You may also raise the matter directly with Internal Audit. If you wish, you may raise the matter with the Vice-Chairman and Chief Financial Officer, or with the Chairman of the Audit Committee at the following email id: govhclsrt@gmail.com.
 6. You must raise your concern in writing and should include all necessary details and, if possible, supporting evidence.
 7. If you have any personal interest in the matter raised, you must disclose this at the outset. This procedure is not meant to replace any grievance procedure, which remains the appropriate way to raise personal issues relating to your specific job or employment.
 8. Your disclosure under this policy will be acknowledged in writing confirming that the matter will be investigated and that Hawkins will get back to you in due course.
 9. A suitable individual or group will be instructed to conduct an investigation into the allegation.
 10. You will receive appropriate written notification of the outcome of the investigation.
 11. If you are not satisfied with the response you have received, you may raise the matter with the Vice-Chairman and Chief Financial Officer.
-