

**Hawkins Cookers Limited**  
**Related Party Transactions Policy**

1. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires that every listed Company should formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

2. Related Party with reference to a Company, as defined in section 2(76) of the Companies Act, 2013, means-

- (i) a director or his relative;
- (ii) a key managerial personnel or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager or his relative is a member or director;
- (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
- (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act.

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity.

3. This policy is to regulate transactions between the Company and its Related Parties, and requires the following:

3.1. The Company shall not enter into any contract or arrangement with a Related Party, whether in the ordinary course of business or not and whether at arm's length or not, without the prior approval of the Audit Committee. Transactions with Related Parties under duly approved contracts or arrangements shall not require prior approval of the Audit Committee.

3.2. In the event any contract or arrangement with a Related Party is not in the ordinary course of business or is not at arm's length, the Company shall comply with the provisions of the Companies Act, 2013, and the Rules framed thereunder and for such contract or arrangement, obtain approval of the Board or its Shareholders, as described hereafter.

3.3. All material related party transactions will be placed for the approval of Shareholders of the Company. A transaction with a related party is considered material if the transaction to be entered into, either individually or taken together with previous transactions with such related party during a financial year, exceeds specified thresholds as defined in Column C hereafter.

4. The Board of Directors of Hawkins Cookers Limited has adopted the following threshold limits with regard to approval of Related Party Transactions that are either material or not in the ordinary course of business or not at arms' length. The Board may review and amend these limits from time to time.

## COMPANY POLICY FOR RELATED PARTY TRANSACTIONS

**Threshold limits applicable as per the Audited Financial Statements for the year 2018-19  
for Related Party Transactions Entered into from June 4, 2019**

**1. Transactions which are in the ordinary course of business and at arm's length:** Ordinary resolution of the Shareholders is required for transactions beyond 10% of the annual turnover of the Company (that is, above Rs. 65.28 crores), on the recommendation of the Board.

**2. Transactions either individually or taken together with previous transactions during a financial year, which are not in the ordinary course of business or are not at arm's length:**

S. No.	[A]  <b>Related Party Transaction Type</b>	[B]  <b>Board Resolution required For Values That Are</b>	[C]  <b>Ordinary Resolution of the Company on the recommendation of the Board required For Values That Are</b>
1	Sale, purchase or supply of any goods or materials, directly or through appointment of agent as mentioned in section 188 (1) (a) and (e) of the Companies Act, 2013.	Less than 10% of the turnover of the Company. <b>(Less than Rs.65.28 crores)</b>	10% or more of the annual turnover of the Company. <b>(Rs.65.28 crores or more)</b>
2	Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, as mentioned in section 188 (1) (b) and (e) of the Companies Act, 2013.	Less than 10% of the net worth of the Company. <b>(Less than Rs.11.86 crores)</b>	10% or more of the net worth of the Company or beyond 10% of the annual turnover of the Company, whichever is less. <b>(Rs.11.86 crores or more)</b>
3	Leasing of property of any kind, as mentioned in section 188 (1) (c) of the Companies Act, 2013.	Less than 10% of the net worth of the Company. <b>(Less than Rs.11.86 crores)</b>	10% or more of the net worth of the Company or beyond 10% of the annual turnover of the Company, whichever is less. <b>(Rs.11.86 crores or more)</b>
4	Availing or rendering of any services, directly or through appointment of agent, as mentioned in section 188 (1) (d) and (e) of the Companies Act, 2013.	<b>Up to Rs.50 crores.</b>	Beyond Rs. 50 crores or 10% or more of the annual turnover of the Company, whichever is less. <b>(Over Rs.50 crores)</b>
5	Appointment to any office or place of profit in the company, as mentioned in section 188 (1) (f) of the Companies Act, 2013.	<b>Monthly remuneration up to Rs.2.5 lakhs.</b>	Monthly remuneration beyond Rs. 2.5 lakhs or beyond 0.83% of the annual turnover, whichever is less. <b>(Monthly remuneration over Rs.2.5 lakhs)</b>
6	Remuneration for underwriting the subscription of any securities or derivatives thereof, of the company as mentioned in section 188 (1) (g) of the Companies Act, 2013.	Up to 1% of the net worth of the Company. <b>(Up to Rs.1.19 crores)</b>	Beyond 1% of the net worth of the Company or beyond 10% of the annual turnover of the Company, whichever is less. <b>(Over Rs.1.19 crores)</b>
7	Any other transaction	-	10% or more of the annual turnover of the Company. <b>(Rs.65.28 crores or more)</b>

Date: June 4, 2019.