

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 at the ____ Annual General Meeting held on _____, you have been appointed/re-appointed as an Independent Director 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 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]. Subject to your agreement, the Board may appoint you as a Member of another Committee or Committees. 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 attached Annexure I.
3. 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. 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 applicable laws and regulations.
5. 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. 60,000 per Meeting of the Board, Rs. 50,000 per Meeting of the Audit Committee and Rs. 40,000 per Meeting of other Board Committees.

8.2 Commission 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 by the Board.

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 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,

Accepted

Yours faithfully,

Signature

Sd/-
Subhadip Dutta Choudhury
Chairman and Chief Executive Officer

Enclosed: Annexure referred to in para 2 hereinabove.

**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.