

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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POLICY FOR DETERMINING MATERIALITY OF REALTED PARTY TRANSACTIONS OF THE COMPANY AND FOR DEALING WITH RELATED PARTY TRANSACTIONS

1. Objective of the Policy:

The Board of Directors of Hardcastle & Waud Mfg. Co. Ltd. (the Company) after considering requirements of the Companies Act, 2013 ('the Act') and Regulation 23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ('Regulations') as also recommendation of the Board's Audit Committee, has adopted this policy and associated procedures with regard to Related Party Transaction(s) (RPT).

This Policy is intended to ensure transparency in RPT and to avoid conflict of interest with stakeholders.

2. Definition:

All the terms, words and expressions in this Policy shall have the meaning ascribed to them under the Act and or the Regulations.

3. Dealing with Related Party Transactions:

- a. Every person qualifying to be a Related Party of the Company shall notify to the Compliance Officer of the Company about any proposed RPT involving himself or his relative (s) together with any additional information about the transaction. The Compliance Officer, in consultation with other members of the Management and of the Audit Committee, as appropriate, shall ensure necessary compliance as may be required.
- b. Every Director/Key Managerial Personnel of the Company who is in any way, whether directly or indirectly, concerned or interested in a transaction or proposed transaction entered into or to be entered into shall disclose the nature of his concern or interest at the meeting of the Board in which the transaction is discussed and shall not participate in or exercise influence over any such discussion.
- c. Where any Director/Key Managerial personnel, who is not so concerned or interested at the time of entering into such transaction, he shall, if becomes concerned or interested after the transaction is entered into, shall disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- d. All RPT's shall be subject to appropriate approvals/ratification of the Audit Committee, Board of Directors and Shareholders of the Company, as may be required.

Provided that only those members of the audit committee, who are independent directors, shall approve such related party transactions.

- e. Appropriate omnibus resolution(s), subject to relevant provisions of the Act and rules thereunder and the Regulations, may be passed by the Audit Committee, Board of Directors, Shareholders, as the case may be, for transactions which are repetitive in nature.
- f. A quarterly report on all RPTs entered into by the Company will be laid before the Audit Committee as also after end of the financial year for information of members thereof.
- g. All other requirement in relation to RPT under all applicable laws shall be complied with.

4. Materiality of Related Party Transactions and Threshold Limits:

A transaction with Related Party shall be considered to be material if the value of the transaction to be entered into individually or taken together with previous transactions during a financial year exceeds rupees 1000 crores or ten per cent of the annual standalone/consolidated turnover, as the case may be, of the Company as per its last audited financial statements, whichever is lower.

Further the maximum transaction value of each RPT shall be subject to a threshold limit of Rs 100 crores in a year.

5. Material Modification:

Meaning: Material modification in relation to a RPT means any modification made to a RPT, otherwise than in normal course of business, resulting in change in nature of the transaction and or exceeding 20% of the monetary limits approved by the Audit Committee, Board of Directors or Shareholders, as the case may be, for such transaction.

Approval: All subsequent Material Modification to a RPT shall be subject to appropriate approvals, as may be required, under the Act and Regulations.

6. Amendments to the Policy:

The Audit Committee of the Company shall review and may amend this policy from time to time, subject to approval of the Company's Board of Directors.

Any or all provisions of this policy would be subject to revision / amendment in accordance with applicable Rules, Regulations, Notifications, etc. as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s), etc. issued by relevant authorities, being inconsistent with provisions laid down hereunder, the said amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereof and this policy shall stand amended accordingly from the effective date as laid down under the said amendment(s), clarification(s), circular(s), etc.