COSMO FERRITES LIMITED

POLICY FOR CONSIDERATION AND APPROVAL OF RELATED PARTY TRANSACTIONS

Cosmo Ferrites Limited

1. Introduction

The Board of Directors (the "Board") of Cosmo Ferrites Limited (the "Company"), has adopted the following policy and procedures with regard to Related Party Transactions.

2. Objective

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") provides that the Company shall formulate a Policy on dealing with Related Party Transactions.

This Policy intends to comply with the requirements of SEBI Listing Regulations (as may be amended from time to time) and the Companies Act, 2013 read with Rules and Regulations made thereunder, to ensure proper approval and reporting of dealings with Related Parties.

The Company is committed to transparency and fairness in dealing with all Related Parties and in ensuring adherence to all applicable laws and regulations
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3. Definitions

All terms used in this Policy will have the meanings as assigned to them under the Companies Act, 2013 and the Rules made thereunder, SEBI Listing Regulations and applicable Accounting Standards, as amended from time to time.

4. Materiality Threshold

4.1 Materiality threshold shall be Rs. 1000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower. However, in case of brand usage or royalty, the threshold shall be 5 % percent of the annual consolidated turnover as per the last audited financial statements of the Company.

4.2 Materiality threshold shall be reviewed by the Board every three years.

5. Approval Process of Related Party Transactions

All Related Party Transactions and any subsequent material modifications thereof shall require prior approval of the Audit Committee or the Board of Directors or the Shareholders of the Company, as the case may be, as required under and subject to the Act and the SEBI Listing Regulations.

6. Disclosure by Directors/ KMP's

A. Disclosure of interests

- All Directors/ KMPs are required to disclose the entities in which they or their relatives are or deemed to be interested, in the prescribed form.
- Each Director and KMP of the Company shall promptly notify the Company Secretary of any material transaction or Relationship that could reasonably be expected to give rise to any conflict of interest.
- The Company shall maintain Register in the prescribed form.
- The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.
- Details of all material transactions with related parties shall be disclosed, quarterly in the Compliance Report on Corporate Governance., as required under SEBI Listing Regulations.

B. Disclosure of Related Party Transaction entered with the Company.

Each Director and KMPs of the Company is responsible for providing declaration/ notice in the prescribed Form to the Company Secretary about Related Party Transaction involving the Company and him or her or an entity wherein he/ she or his / her relative is interested, including any additional information about the transaction that the Company Secretary may reasonably request. The Company Secretary in consultation with the management and an independent counsel, as appropriate, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

7. Amendment

7.1 Any subsequent amendment/ modification in the SEBI Listing Regulations and/or applicable laws in this regard shall automatically apply to this Policy.

7.2 The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.

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Cosmo Ferrites Limited

REVISION HISTORY		
1ˢᵗ Version	Approved by the Board on 12ᵗʰ February, 2015	Effective from 12ᵗʰ February, 2015
2ⁿᵈ Version	Approved by the Board on 13ᵗʰ May, 2019	Effective from 01ˢᵗ April, 2019
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