

Quarterly Compliance Report on Corporate Governance

Name of the Company: Hawkins Cookers Limited

Quarter Ending on : March 31, 2012

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance Status (Yes/No/NA)</i>	<i>Remarks</i>
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	i. Annual affirmation of Code of Conduct for the year ending 31 st March is not applicable in this quarter. It will be complied with in the next quarter. ii. CEO declaration shall be given in the Annual Report for the year 2011-12.
II. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	Management discussion and Analysis will be reviewed in the next Audit Committee Meeting
III. Subsidiary Companies	49 III	N.A.	
IV. Disclosures	49 IV		
(A) Basis of related party transaction	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	N.A. for this quarter	Disclosure under this Clause, if any, will be made in the Annual Report for the year 2011-12.
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from Public Issues, Rights Issues. Preferential Issues etc.	49 (IVD)	N.A.	
(E) Remuneration of Directors	49 (IVE)	N.A. - for this quarter	Disclosure will be made in the Annual Report for the year 2011-12.
(F) Management	49 (IVF)	N.A. - for this quarter	Management Discussion and Analysis for 2011-12 will form part of the Annual Report for that year
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	N.A. - for this quarter	CEO/CFO certification shall form part of the Annual Report for 2011-12.
VI. Report on Corporate Governance	49 (VI)	N.A. - for this quarter	Corporate Governance Report for 2011-12 will form part of the Annual Report for that year.
VII. Compliance	49 (VII)	N.A. - for this quarter	Auditors' Certificate regarding Corporate Governance will be annexed to the Directors' Report in the Annual Report for 2011-12.