Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S. PROPRIETRESS



Date: 08.08.2015

SCRUTINIZER'S CONSOLIDATED REPORT (E-VOTING PROCESS & POLL PROCESS)

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 55th Annual General Meeting of the Members of **Hawkins Cookers Limited** (the Company) held on Thursday, 6th day of August, 2015, at 4.00 p.m. at Jai Hind College, 'A' Road, Churchgate, Mumbai 400 020.

Dear Sir,

- I, Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of Hawkins Cookers Limited (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 55th Annual General Meeting (AGM) of the Members of the Company, held on Thursday, the 6th day of August, 2015.
- 2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 55th AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 55th AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (NSDL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 55th AGM.
- 3. Further to above, I submit my Report as under:-
 - The Remote e-Voting period remained open from Monday, 3rd August, 2015, (9.00 a.m.) to Wednesday, 5th August, 2015, (5.00 p.m.)



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S. **PROPRIETRESS**



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COMPANY SECRETARIES

The Members of the Company as on the "cut-off" date i.e. 30th July, 2015, were entitled to vote on the Resolutions (items No. 1 to 10 as set out in the Notice of the 55th AGM of the Company).

- iii. After the time fixed for closing of the poll by the Chairman, 2(two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- iv. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 7.17 p.m. i.e. after the Conclusion of 55th Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS -9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. https://evoting.nsdl.com
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as `Annexure'.

Javshree S. Joshi (Scrutinizer)

Countersigned:

For Hawkins Cookers Ltd.

Chairman

Encl.: As Above

ANNEXURE

Resolution No.1- To receive and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at March 31, 2015 and the Directors' and Auditors' Report thereon. [Ordinary Resolution]

Total votes ca	ast: 32,03,69	4		1	alid votes:	31,32,564			Inva	lid Votes:	71,130	
400	# #	The state of the s	_	· V.			TO THE MEMORIAL SECTION OF THE SECTI	www.community.com	-	V41.		
	e-Voting D	Details			Poll Det	ails		Total				
Assent (F	Assent (FOR)		nt IST)	Assent (Assent (FOR)		ent NST)	Assent (FOR)		Disser (AGAIN		
5,00,750	5,00,750 99.22% 3,918 0.78%		0.78%	26,27,314 99.98% 582 0.02%			0.02%	31,28,064	99.86%	4,500	0.14%	

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 2- To declare a Dividend. [Ordinary Resolution]

Total votes	cast:32,03,55	8		v	alid votes	:31,32,428	:		Inval	lid Votes	: 71,130
and effect twitter and constraint and ex-	e-Voting De	etails			Poll	Details		Total		U.,,, Waller H.	
Assent	Disse		issent (AINST)	Assent	(FOR)	Dissent (A	GAINST)	Assent ((FOR)		sent INST)
5,04,532	5,04,532 100% 0 0.00%		26,27,895	100%	1	*0.00%	31,32,427	100.00%	1	**0.00%	

^{*}Actual 0.00004 rounded off to 0.00

^{**}Actual 0.00003 rounded off to 0.00

Resolution No. 3- To appoint a Director in place of Mr. Sudeep Yadav (DIN:02909892), who retires by rotation and being eligible, offers himself for re-appointment as Director. [Ordinary Resolution]

Total votes cas	st: 32,03,13	6			Valid	votes: 31,3	32,046	Invalid Votes: 71,130				
e-	Voting De	tails	divine,		Poll De	etails			Total	_	All and the second	
Assent (F	OR)	Dissent (AGAINST)		Assent (FOR)			ssent AINST)	Assent (1	FOR)	Dissent (AGAINS		
4,99,995	4,99,995 99.18% 4,155 0.82		0.82%	26,27,887	100%	9	*0.00%	31,27,882	99.87%	4,164	0.13%	

^{*}Actual 0.0003 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 4- To appoint Auditors and to fix their Remuneration. [Ordinary Resolution]

Total votes cas	otal votes cast: 32,03,591				lid votes:	31,32,511			Invalid	d Votes: 71,	080	
е-	Voting De			Poll D	etails		VM -VK - W, W	Total	***************************************			
Assent (FO	Assent (FOR) Dissent (AGAINST)			Assent ((FOR)		ssent AINST)	Assent (FC	OR)	Dissent (AGAINST)		
5,00,680	5,00,680 99.22% 3,935 0.78%		26,27,306	99.98%	590	0.02%	31,27,986	99.86%	4,525	0.14%		

Resolution No. 5- Re-appointment of Mr. Brahm Vasudeva as Director. [Ordinary Resolution]

Total votes	cast: 32,03,6 9			Valid	votes:31	,32,561	Invalid Votes: 71,130				
	e-Voting D	etails			Poll De	tails			Total		
Assent (Dissent Assent (FOR) (AGAINST)				(FOR)		ssent AINST)	Assent (F	OR)	Dissent (AGAINST)	
5,01,527	5,01,527 99.38% 3,138 0.62%				26,27,308 99.98% 588 0.02%			31,28,835	99.88%	3,726	0.12%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 6- Extension of the Contract of Mr. Subhadip Dutta Choudhury as Vice-Chairman of the Board of Directors and Managing Director. [Ordinary Resolution]

Total votes c	otal votes cast: 32,03,691				alid votes	:31,32,56	1	Invalid Votes: 71,130					
	e-Voting D	Details		withing the	Poll Det	ails		William Control	Total				
Assent (F	FOR)	Dissent (AGAINST)		Assent (F	OR)	Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINS)			
5,00,466	5,00,466 99.17% 4,199 0.8		0.83%	26,27,887	100%	9	*0.00%	31,28,353	99.87%	4,208	0.13%		

^{*}Actual 0.0003 rounded off to 0.00



Resolution No. 7- Extension of the Contract of Mr. Sudeep Yadav as Executive Director-Finance and Administration. [Ordinary Resolution]

Total votes ca	st:32,03,691	1		I	alid votes	: 31,32,5	61		Invalid Votes: 71,130				
							· · · · · ·				-1		
	e-Voting Details				Poll Deta	ails		Total					
Assent (I	Assent (FOR) Dissent (AGAINST)						ssent AINST)	Assent (FOR)		Assent (FOR)			ssent AINST)
5,00,500	5,00,500 99.17% 4,165 0.83		0.83%	26,27,887	100.00%	9	*0.00%	31,28,387	99.87%	4,174	0.13		

^{*}Actual 0.0003 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 8- Paying Remuneration to Mr. Neil Vasudeva and his holding and continuing to hold an Office of Profit. [Ordinary Resolution]

Total votes	cast: 28,23	3,659			Valid votes	s: 27,52,52	9	:	Invalid Vo	tes: 71,130)	
	M. W. -	*		t		,			- N - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1			
	e-Voting Details				Poll Deta	ils		Total				
Assent	Dissent Assent (FOR) (AGAINST)			Assent	(FOR)	Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST		
4,99,826	4,99,826 99.04% 4,839 0.96%		22,47,274	99.97%	590	0.03%	27,47,100	99.80%	5,429	0.20%		



Resolution No. 9- Commission to Non-Wholetime Directors. [Special Resolution]

Total votes	otal votes cast: 30,91,512				Valid vo	otes: 30,2	0,382	Invalid Votes: 71,130				
OMBO	e-Voting I	Details			Poll Deta	ails	-	A 10 m 0 m 500	Total	l	- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	
Assent	(FOR)	Disse (AGAIN		Assent ((FOR)	Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST		
3,88,332	3,88,332 98.92% 4,240 1.08%		26,27,227	99.98%	583	0.02%	30,15,559	99.84%	4,823	0.16%		

VOTING RESULT: RESOLUTION PASSED BY REQUISITE MAJORITY.

Resolution No. 10- Acceptance of Fixed Deposits from Members and Public. [Ordinary Resolution]

Total votes	cast: 32,03	3,694			Valid vo	tes: 31,32	,564	Invalid Votes: 71,130					
11	e-Voting I	Details			Poll Deta	ils	T		Total	- 7-1	_ 4400ET _ T U		
Assent (FOR)		Dissent (AGAINST) Assent (FOR)			Disa (AGA	sent INST)	Assent (F	OR)	Dissent (AGAINST)			
5,01,514	5,01,514 99.38% 3,154 0.62%			26,27,893	100.00%	3	*0.00%	31,29,407	99.90%	3,157	0.10%		

^{*}Actual 0.0001 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Jayshree S. Joshi

(Scrutinizer)

Countersigned:

For Hawkins Cookers Ltd.

Chairman