

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 5th August, 2016

**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 56th Annual General Meeting of the Members of **Hawkins Cookers Limited** (the Company) held on Thursday, 4th day of August, 2016, at 4.00 p.m. at Jai Hind College, 'A' Road, Churchgate, Mumbai 400 020.

Dear Sir,

1. I, 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 56th Annual General Meeting (AGM) of the Members of the Company, held on Thursday, the 4th day of August, 2016.
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 56th 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 56th 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 56th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Monday, 1st August, 2016 (9.00 A.M.) to Wednesday, 3rd August, 2016, (5.00 p.m.)



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 28th July, 2016, were entitled to vote on the Resolutions (items No. 1 to 8 as set out in the Notice of the 56th 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.
- v. 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 7.00 p.m. i.e. after counting the votes cast at the 56th 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'.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Encl.: As Above

Countersigned:
For Hawkins Cookers Ltd.

B. H. Wadgaonkar

Chairman

August 5, 2016

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ANNEXURE

Resolution No. 1 - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, and the Directors' and Auditors' Reports thereon. [Ordinary Resolution]

Total votes cast: 36,00,133				Valid votes: 34,47,640				Invalid Votes: 1,52,493			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,55,040	99.82%	2,500	0.18%	20,90,100	100.00%	0	0.00%	34,45,140	99.93%	2,500	0.07%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

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

Total votes cast: 36,00,133				Valid votes: 34,47,640				Invalid Votes: 1,52,493			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,55,040	99.82%	2,500	0.18%	20,90,095	100.00%	5	*0.00%	34,45,135	99.93%	2,505	0.07%

*Actual 0.0002 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

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Resolution No. 3 - To appoint a Director in place of Mr. Subhadip Dutta Choudhury (DIN: 00141545), who retires by rotation and being eligible, offers himself for re-appointment as a Director. [Ordinary Resolution]

Total votes cast: 36,00,133				Valid votes: 34,47,640				Invalid Votes: 1,52,493			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,54,873	99.80%	2,667	0.20%	20,90,099	100.00%	1	*0.00%	34,44,972	99.92%	2,668	0.08%

*Actual 0.00005 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 cast: 36,00,132				Valid votes: 34,47,639				Invalid Votes: 1,52,493			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
8,92,594	65.75%	4,64,946	34.25%	20,90,099	100.00%	0	0.00%	29,82,693	86.51%	4,64,946	13.49%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 5- To appoint Mr. Ravi Kant (DIN: 00016184) as an Independent Director of the Company w.e.f August 4, 2016 for a period of five years. [Ordinary Resolution]

Total votes cast: 34,62,204				Valid votes: 34,46,320				Invalid Votes: 15,884			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,53,596	99.81%	2,624	0.19%	20,90,100	100.00%	0	0.00%	34,43,696	99.92%	2,624	0.08%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 6 - To approve the re-appointment and remuneration payable to Mr. Subhadip Dutta Choudhury (DIN: 00141545) as Vice-Chairman of the Board of Directors and Managing Director. [Ordinary Resolution]

Total votes cast: 34,63,129				Valid votes: 34,47,245				Invalid Votes: 15,884			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,54,806	99.80%	2,652	0.20%	20,89,787	100.00%	0	0.00%	34,44,593	99.92%	2,652	0.08%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 7 - To approve the re-appointment and remuneration payable to Mr. Sudeep Yadav (DIN: 02909892) as Executive Director-Finance & Administration. [Ordinary Resolution]

Total votes cast: 34,63,524				Valid votes: 34,47,640				Invalid Votes: 15,884			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,54,913	99.81%	2,627	0.19%	20,90,100	100.00%	0	0.00%	34,45,013	99.92%	2,627	0.08%

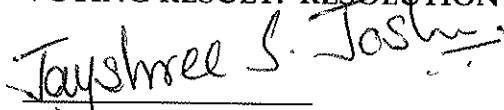
VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 8 - To invite and accept Fixed Deposits from the Members of the Company and the Public within the limits prescribed in the Act and the overall borrowing limits of the Company as approved by the Members from time to time. [Ordinary Resolution]


Total votes cast: 36,00,133				Valid votes: 34,47,640				Invalid Votes: 1,52,493			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
13,54,923	99.81%	2,617	0.19%	20,90,094	100.00%	6	*0.00%	34,45,017	99.92%	2,623	0.08%

*Actual 0.0003 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.


Jayshree S. Joshi
(Scrutinizer)

Countersigned:
For Hawkins Cookers Ltd.


Chairman
August 5, 2016