

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: 03.08.2017

**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 57th Annual General Meeting of the Members of **Hawkins Cookers Limited** (the Company) held on Wednesday, 2nd day of August, 2017, at 4.00 p.m. at Patkar Hall, SNDT Women's University, Vithaldas Thackersey Marg, Churchgate, Mumbai 400 020.

Dear Sir,

1. 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 57th Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 2nd day of August, 2017.
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 57th 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 57th 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 57th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Sunday, 30th July, 2017, (9.00 a.m.) to Tuesday, 1st August, 2017, (5.00 p.m.)

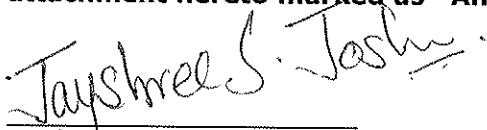


JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 26th July, 2017, were entitled to vote on the Resolutions (items No. 1 to 6 as set out in the Notice of the 57th AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1(One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was 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 6.43 p.m. i.e. after the Conclusion of 57th Annual General Meeting in the presence of 2 witnesses Mr. Sudeshkumar V. Joshi, Practicing Chartered Accountant (FCA -43678) 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 the list of shares with differential voting rights.

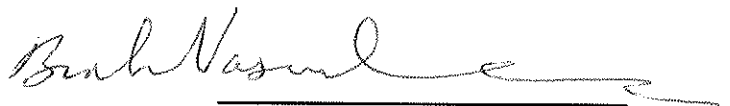
The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.



Jayshree S. Joshi
(Scrutinizer)

Countersigned:

For Hawkins Cookers Ltd.



Chairman

Encl.: As Above

Page 2 of 2



Annexure

Hawkins Cookers Limited
57th AGM

Resolution No.:1 -To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the Directors' and Auditors' Reports thereon. [ORDINARY RESOLUTION]

Total Votes Cast:	3490476	Total Valid Votes:	3488743	Total Invalid Votes:	1733
-------------------	---------	--------------------	---------	----------------------	------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1403743	99.82215	2501	0.1778496	2082499	100	0	0	3486242	99.9283123	2501	0.071687711
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Voting Result: Resolution passed by majority

B

Hawkins Cookers Limited
57th AGM

**Resolution No.:2 -To declare a Dividend of Rs.70 per equity share for the financial year ended March 31, 2017.
[ORDINARY RESOLUTION]**

Total Votes Cast:	3490476	Total Valid Votes:	3488743	Total Invalid Votes:	1733
--------------------------	----------------	---------------------------	----------------	-----------------------------	-------------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1403743	99.82215	2501	0.1778496	2082499	100	0	0	3486242	99.9283123	2501	0.071687711
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Voting Result: Resolution passed by majority

88

Hawkins Cookers Limited
57th AGM

Resolution No.:3 -To appoint a Director in place of Mrs. Susan M. Vasudeva (DIN: 06935629), who retires by rotation, and being eligible, offers herself for re-appointment as a Director.
[ORDINARY RESOLUTION]

Total Votes Cast:	3324030	Total Valid Votes:	3322297	Total Invalid Votes:	1733
--------------------------	----------------	---------------------------	----------------	-----------------------------	-------------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1237039	99.777464	2759	0.2225363	2082499	100	0	0	3319538	99.916955	2759	0.08304495
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Result: Resolution passed by majority



Hawkins Cookers Limited
57th AGM

**Resolution No.:4 -To appoint M/s Kalyaniwalla & Mistry LLP, Chartered Accountants
(Regn. No.104607W/W100166) as the Statutory Auditors of the Company and to fix their remuneration.
[ORDINARY RESOLUTION]**

Total Votes Cast:	3490461	Total Valid Votes:	3488728	Invalid Votes:	1733
-------------------	---------	-----------------------	---------	----------------	------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1403470	99.80380151	2759	0.1961985	2082498	99.999952	1	0.000048	3485968	99.92088807	2760	0.079111928
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Voting Result:Resolution passed by majority

Hawkins Cookers Limited
57th AGM

Resolution No.:5- To accord consent to the Board to invite & accept Fixed Deposits from the Members and the Public. [ORDINARY RESOLUTION]

Total Votes Cast:	3490476	Total Valid Votes:	3488743	Total Invalid Votes:	1733
-------------------	---------	--------------------	---------	----------------------	------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1403458	99.8018836	2786	0.1981164	2082499	100	0	0	3485957	99.92014316	2786	0.079856842
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Voting Result: Resolution passed by majority



Hawkins Cookers Limited
57th AGM

Resolution No.:6 - To grant approval for keeping the Register of Members, the Index of Members, the Register and Index of Debenture Holders and copies of Annual Returns along with documents annexed thereto at a place other than the Registered office of the Company. [SPECIAL RESOLUTION]

Total Votes Cast:	3490467	Total Valid Votes:	3488734	Total Invalid Votes:	1733
-------------------	---------	--------------------	---------	----------------------	------

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
1403476	99.80380235	2759	0.1961976	2082499	100	0	0	3485975	99.92091687	2759	0.079083129
Invalid Votes:		1622		Invalid Votes:		111		Invalid Votes:		1733	

Voting Result: Resolution passed by requisite majority

Countersigned:
For Hawkins Cookers Ltd.

Chairman

August 3, 2017