

81.

**Form No. MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 54th Annual General Meeting of the Equity Shareholders of **HAWKINS COOKERS LIMITED** (the Company) held on Friday, 19<sup>th</sup> September, 2014 at 4.00 p.m. at Jai Hind College, 'A' Road, Churchgate, Mumbai.

Dear Sir,

I, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 54<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Hawkins Cookers Limited**, held on Friday, 19<sup>th</sup> September, 2014 at 4.00 p.m. at Jai Hind College, 'A' Road, Churchgate, Mumbai, submit my report as under:

1. 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.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



- a) **Resolution No.1-:** To receive and adopt the audited Statement of Profit and Loss for the year ended March 31, 2014, and the Balance Sheet as at March 31, 2014, and the Directors' and Auditors' Report thereon. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	2696238	99.9995

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	11	0.0005

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

- b) **Resolution No. 2-:** To declare Dividend. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	2696238	99.9995

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	11	0.0005

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276



c) **Resolution No. 3:-** To appoint Auditors and to fix their remuneration. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	2651087	98.3252

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	45157	1.6748

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

d) **Resolution No. 4:-** To appoint a Director in place of Mr. J. M. Mukhi who retires by rotation, and, being eligible, offers himself for appointment as Independent Director. [Ordinary Resolution].

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	2696071	99.9995

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	12	0.0005

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276



- e) **Resolution No. 5:-** To appoint a Director in place of General V. N. Sharma (Retd.) who retires by rotation, and being eligible, offers himself for appointment as Independent Director. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
72	2696239	99.9996

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0.0004

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

- f) **Resolution No. 6:-** Appointment of Mr. J. M. Mukhi as an Independent Director. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
65	2633242	96.9032

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	84150	3.0967

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276



**g) Resolution No. 7:-** Appointment of General V. N. Sharma (Retd.) as an Independent Director. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
65	2633242	96.9033

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	84149	3.0967

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

**h) Resolution No. 8:-** Appointment of Mr. Gerson da Cunha as an Independent Director. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	2633241	96.9033

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	84150	3.0967

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	287277



- i) **Resolution No. 9-:** Appointment of Mr. Shishir K. Diwanji as an Independent Director.  
[Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	2633241	96.9033

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	84150	3.0967

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

- j) **Resolution No. 10- :** Appointment of Mr. Eknath Kshirsagar as an Independent Director.  
[Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
70	2695388	99.9680

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	862	0.0320

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276



**k) Resolution No. 11:- Appointment of Mrs. Susan Vasudeva as a Director. [Ordinary Resolution]**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	2696185	99.9977

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	63	0.0023

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276

**l) Resolution No. 12:- Acceptance of Fixed Deposits from the Members. [Ordinary Resolution]**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
70	2679238	99.3691

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	17011	0.6309

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	287276



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Mrs. Jayshree S. Joshi (Scrutinizer)

Jayshree S. Joshi

Witnesses:

Mr. Ajay V. Mehta

A. V. Mehta

Mr. Akshay Joshi

A. A. Joshi

Date: 19<sup>th</sup> September, 2014.

Place: Mumbai