



## Hawkins Cookers Limited

July 13, 2019

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

**Sub: Compliance under Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As required under Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the following:

1. Notice of the 59th Annual General Meeting of the Company to be held on Tuesday, August 6, 2019, at 4.00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020; and
2. Annual Report for the Financial Year ended on March 31, 2019.

Thanking you,

Yours faithfully,  
for Hawkins Cookers Limited

Mrs. Hutoxi Bhesania  
Company Secretary



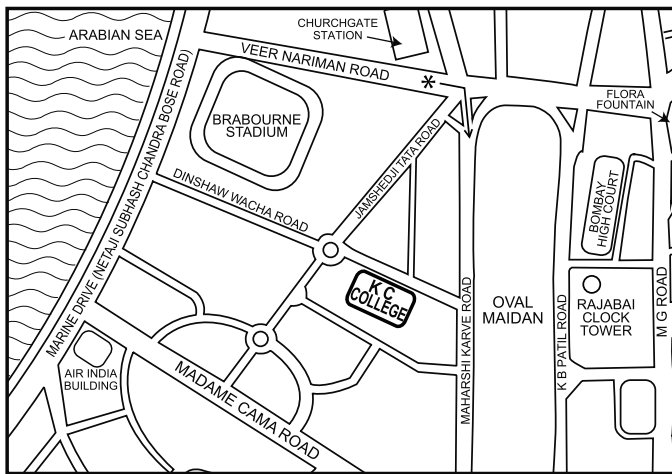
## Hawkins Cookers Limited

Registered Office: Maker Tower F 101, Cuffe Parade, Mumbai 400005.

CIN: L28997MH1959PLC011304 □ Tel: 022-2218 6607, 2218 1605 □ Fax: 022-2218 1190

Website: www.hawkinscookers.com □ Email: ho@hawkinscookers.com

### NOTICE TO SHAREHOLDERS FOR THE 59TH AGM OF THE COMPANY



**\*Note:** Shareholders coming in vehicles from Veer Nariman Road should turn right after Churchgate Station on to Maharshi Karve Road (adjacent to Oval Maidan), then turn right at Dinshaw Wacha Road.

NOTICE is hereby given that the 59th Annual General Meeting of the shareholders of the Company will be held on Tuesday, the 6th day of August, 2019, at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, at 4:00 pm to transact the following business:

#### Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, and the Directors' and the Auditors' Reports thereon.
2. To declare a Dividend of Rs.80 per equity share for the financial year ended March 31, 2019.
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 of the Company.

#### Special Business

4. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Professor Leena Chatterjee (DIN:08379794), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2019, pursuant to the provisions of Section 161 of the Act, and under Article 118 of the Articles of Association of the Company and who holds office up to the date of the 59th Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from August 6, 2019, to August 5, 2024."

**5.** To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. J. M. Mukhi (DIN:00152618), who was appointed as an Independent Director of the Company at the 54th Annual General Meeting of the Company and who holds office of the Independent Director up to September 18, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from September 19, 2019, to September 18, 2024."

**6.** To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shishir K. Diwanji (DIN:00087529), who was appointed as an Independent Director of the Company at the 54th Annual General Meeting of the Company and who holds office of the Independent Director up to September 18, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from September 19, 2019, to September 18, 2024."

**7.** To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gerson da Cunha (DIN:00060055), who was appointed as an Independent Director of the Company at the 54th Annual General Meeting of the Company and who holds office of the Independent Director up to September 18, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from September 19, 2019, to September 18, 2024."

**8.** To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, General V. N. Sharma (Retd.) (DIN:00177350), who was appointed as an Independent Director of the Company at the 54th Annual General Meeting of the Company and who holds office of the Independent Director up to September 18, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from September 19, 2019, to September 18, 2024."

9. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. E. A. Kshirsagar (DIN:00121824), who was appointed as an Independent Director of the Company at the 54th Annual General Meeting of the Company and who holds office of the Independent Director up to September 18, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from September 19, 2019, to September 18, 2024."

10. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the re-appointment of and remuneration payable to Mr. Subhadip Dutta Choudhury (DIN:00141545), as Vice-Chairman of the Board of Directors and Managing Director designated as Chief Executive Officer, for a period of three years from October 1, 2019, to September 30, 2022, on the terms and conditions as stated in the Agreement proposed to be executed between the Company and Mr. Subhadip Dutta Choudhury on or before July 15, 2019."

11. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

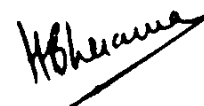
"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the re-appointment of and remuneration payable to Mr. Sudeep Yadav (DIN:02909892), as Executive Director-Finance and Administration, for a period of three years from October 1, 2019, to September 30, 2022, on the terms and conditions as stated in the Agreement proposed to be executed between the Company and Mr. Sudeep Yadav on or before July 15, 2019."

12. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company 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."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to finalise the scheme for the invitation and acceptance of fixed deposits from the Members of the Company and the Public and to sign and execute deeds, applications and documents that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

By Order of the Board



Mumbai  
July 3, 2019

Hutoxi Bhesania  
Company Secretary

## NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself through the form separately enclosed herewith in this envelope and such proxy need not be a member of the Company. Proxies, in order to be valid, must be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

2. Members/Joint shareholder(s)/Proxies are requested to:

(a) bring the attendance slip (separately enclosed herewith in this envelope) duly completed to the meeting and sign the same at the meeting in order to obtain entry.

(b) bring their copy of the Annual Report with them to the Annual General Meeting.



3. Members holding physical shares are requested to notify immediately the change of address/change in bank details, if any, to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, or to the Company, quoting their folio number. Members holding shares in the dematerialised form are advised to inform the change in address/bank details, if any, to their respective Depository Participants.

4. Members are also requested to:

(a) Submit their National Electronic Clearing Service (NECS) mandates to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., at the aforesaid address in order to receive the dividend, if any, directly into their specified bank account in respect of shares held in the physical form and to the respective Depository Participants in respect of the shares held in dematerialised form, in case they have not done so earlier.

(b) In case any Members wish to additionally receive Annual Reports in a soft copy, they should register their e-mail address for the purpose by sending an e-mail giving their registered folio number and/or DP ID/Client ID to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., at [hawkins.coenq@linkintime.co.in](mailto:hawkins.coenq@linkintime.co.in).

5. During the financial year 2018-19, the Securities Exchange Board of India (SEBI) has mandated that, after April 1, 2019, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in a dematerialized form with a depository.

6. The Register of Members and Transfer Books will remain closed from July 31, 2019, to August 6, 2019, both days inclusive.

7. The dividend, if approved at the meeting, will be made payable to those Members whose names appear on the Company's Register of Members on August 6, 2019, in respect of shares held in physical form. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as on July 30, 2019, as per the details furnished by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) for this purpose.

8. Relevant documents referred to in the Notice and the accompanying Statements are open for inspection by the Members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working days of the Company and will also be kept open at the venue of the 59th AGM till the conclusion of the said AGM.

**9. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Directors seeking appointment/re-appointment at the 59th Annual General Meeting in respect of Item Nos. 3 to 11 of the Notice, Regulation 17 (1A) of the said SEBI Regulations with respect to Item Nos. 5 to 9 of the Notice in respect of justification for the re-appointment of the five Independent Directors and Explanatory Statements of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 12 of the Notice are given as follows:**

**Item Nos. 3 and 10 of the Notice: Re-appointment of Mr. Subhadip Dutta Choudhury, a Director retiring by rotation and his re-appointment as Vice-Chairman and Managing Director designated as Chief Executive Officer**

Mr. Subhadip Dutta Choudhury, 51 years of age, holds a B. Tech. Degree in Electrical Engineering from the Indian Institute of Technology, Kharagpur, and a Post Graduate Diploma in Business Management from the Indian Institute of Management, Calcutta. He joined the Company in 1992 as a Management Trainee and worked for eight years as a Sales Manager in various regions with increasing levels of responsibility. He moved to Marketing as Vice President in 2000. He was first elected by the Members as a Wholetime Director designated as Executive Director-Marketing with effect from August 1, 2004, and then as Vice-Chairman of the Board of Directors and Managing Director designated as Chief Executive Officer in 2006. He was re-elected as Vice-Chairman of the Board of Directors and Managing Director designated as Chief Executive Officer in 2007, 2010, 2013 and 2016. Mr. Subhadip Dutta Choudhury's appointment as Vice-Chairman of the Board of Directors and Managing Director designated as Chief Executive Officer of your Company comes to an end on September 30, 2019.

Mr. Dutta Choudhury had attended all the four Board Meetings held in the year 2018-19. The total remuneration of Mr. Dutta Choudhury for the year 2018-19 was Rs.357.82 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.16) held on May 29, 2019, decided that it is in the interest of your Company to re-appoint Mr. Dutta Choudhury in his present position for a period of three years from October 1, 2019, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Dutta Choudhury as Vice-Chairman of the Board of Directors and Managing Director designated as Chief Executive Officer are summarised as follows:

Salary: Rs. 5,00,000 per month. Commission on net profits: at the rate of 3.5%. Provident Fund/Superannuation/Annuity Fund/Pension Fund contributions: as per the Rules of the Company. Gratuity: as per the Rules of the Company, not exceeding half a month's salary for each completed year of service. Company owned/leased accommodation may be provided for which 10% of the salary to be deducted; in case no accommodation is provided, House Rent Allowance at the rate of 60% of his salary. Home Appliances to be provided by the Company as per the Company's Rules. Medical expenses incurred by Mr. Dutta Choudhury and his family to be borne by the Company; medical insurance for Mr. Dutta Choudhury and his family may be arranged by the Company at its cost - the Company to use such insurance to defray expenses covered by it. Leave Travel Allowance: Rs.80,000 per annum. Clubs: Corporate membership of up to two clubs the fees of which shall be paid by the Company. Personal Accident Insurance at an annual premium not exceeding Rs.20,000. Life Insurance at an annual premium not exceeding Rs.50,000 or the benefit of Life Insurance for a sum assured of up to Rs.2 crores as part of the group insurance policy taken by the Company. Car and driver: for business and personal use. Telephone and Internet: free at residence, also one Mobile connection to be provided (long distance personal calls excluded). Leave as per the rules of the Company; encashment of leave at the end of the tenure. Total remuneration is subject to an overall ceiling of 5% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013. In case of inadequate or no profits, salary and perquisites to be limited to Rs.10,00,000 per month excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. Mr. Dutta Choudhury is required to maintain confidentiality of company information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Dutta Choudhury may be altered by the Board without affecting any other term or condition. Agreement is terminable by three months' notice given by either party. Ceasing of employment causes end of Directorship. In case of dispute, arbitration under The Arbitration and Conciliation Act, 1996, is mandatory.

Mr. Dutta Choudhury is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provisions of the said Act.

Mr. Dutta Choudhury is not a Director of any other Company. He holds 50 shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company.

A copy of the Agreement between the Company and Mr. Subhadip Dutta Choudhury dated June 11, 2019, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept open at the venue of the 59th AGM till the conclusion of the said AGM.

Mr. Subhadip Dutta Choudhury is concerned and interested in these resolutions and his relatives may be deemed to be concerned and interested in these resolutions. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in these resolutions.

The Board of Directors recommends the Ordinary Resolutions at Item Nos. 3 and 10 for your approval.

#### **Item No. 4 of the Notice: Appointment of Professor Leena Chatterjee**

The Securities & Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), which provides for the appointment of an Independent Woman Director by April 1, 2020, by the listed companies ranked from 501 to 1000 by market capitalisation as at March 31, 2019.

Prof. Leena Chatterjee, age 63, is a PhD in Organisational Psychology from IIT, Kanpur, and an MA in Psychology from Delhi University. Prof. Chatterjee has been teaching at IIM, Calcutta, for more than 30 years. She teaches subjects like Organisational Behaviour, Organisational Communication, Interpersonal Dynamics and Group Development. She has received the Best Teacher Award a number of times in her teaching career. She has consulted for organisations like SBI Life, Government of India, Department of Health. She has a number of research publications on various aspects of organisational culture and performance. She is currently a Member on the Board of Governors of IIM, Calcutta.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.15) held on January 29, 2019, appointed Prof. Leena Chatterjee as an Additional Director of the Company with effect from April 1, 2019, and further resolved to propose a suitable resolution to the shareholders at the 59th AGM of the Company to appoint her as an Independent Director for a term of five consecutive years from the date of the said AGM. She holds office up to the date of the 59th Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and Article 118 of the Articles of Association of the Company. Prof. Leena Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as a Director of the Company.

The Company has received a Notice under Section 160 of the Companies Act, 2013, from a Member proposing her candidature as a Director of the Company. The Company has received a declaration from Prof. Leena Chatterjee that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Prof. Leena Chatterjee fulfills the conditions for appointment as an Independent Director as specified in the Act and the Rules framed thereunder and she is independent of the management.

Prof. Chatterjee is not a director of any other Company. She does not hold any shares of Hawkins Cookers Limited. She is not related to any Director or Key Managerial Personnel of the Company.

Prof. Chatterjee would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

Prof. Chatterjee is concerned and interested in the resolution. The relatives of Prof. Leena Chatterjee may be deemed to be concerned and interested in the resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

The Board is of the view that Prof. Chatterjee possesses appropriate skills, expertise, experience and knowledge useful to the Company.

The Board of Directors recommends the Ordinary Resolution at Item No. 4 for your approval.

#### **Item Nos. 5 to 9 of the Notice: Re-Appointment of Independent Directors**

Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson Da Cunha, General V. N. Sharma (Retd.) and Mr. E. A. Kshirsagar were appointed as Independent Directors on the Board of your Company by the Shareholders at the 54th Annual General Meeting ("AGM") of the Company held on September 19, 2014, pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the erstwhile Clause 49 of the Listing Agreement with the stock exchange. They hold office as Independent Directors of the Company up to September 18, 2019.

The Company has received declarations from each of the five Directors, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson Da Cunha, General V. N. Sharma (Retd.) and Mr. E. A. Kshirsagar, that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the above Directors are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent in writing to act as Directors of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.15) held on January 29, 2019, has proposed the re-appointment of Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson Da Cunha, General V. N. Sharma (Retd.) and Mr. E. A. Kshirsagar as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company from September 19, 2019, to September 18, 2024.

In the opinion of the Board, the above mentioned Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules framed thereunder and they are independent of the management. Brief resumes of the above mentioned Directors are given hereinbelow:

#### **Mr. J. M. Mukhi**

Mr. J. M. Mukhi, age 91 years, was first appointed as a Director on the Board of the Company on December 6, 1976. He was an Independent Director in terms of Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director of the Company for a period of five years with effect from September 19, 2014, under Section 149 of the Companies Act, 2013, vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 58th AGM of the Company by a Special Resolution for the continuance of the Directorship of Mr. Mukhi from April 1, 2019, up to the end of his current term on September 18, 2019, since he had attained the age of 75 years.

Mr. Mukhi was educated at the Universities of Bombay and Cambridge and the London School of Economics. He is a Barrister educated at the Inns of Court School of Law in London and an Advocate in the Supreme Court of India. He was once the Legal Adviser to the Ministry of External Affairs in charge of India's case against Portugal in the World Court at The Hague, Chairman of the Legal Committee of the International Commission in Vietnam and Senior Counsel to the Monopolies Commission in India. He was for many years Chairman of SAE India Ltd. Mr. Mukhi is now not a director of any other Company. He holds 5,345 shares of Hawkins Cookers Limited. Mr. Mukhi is not related to any Director or Key Managerial Personnel of the Company.

Mr. Mukhi had attended one out of the four Board Meetings held in the year 2018-19.

During the year 2018-19, Mr. Mukhi was paid sitting fees of Rs.0.75 lakhs and commission of Rs.9.50 lakhs pertaining to the year 2017-18. For the year 2018-19, commission proposed to be paid to Mr. Mukhi is Rs. 11.13 lakhs.

Mr. Mukhi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The Board is of the view that the continuance of Mr. Mukhi as an Independent Director would be a great help to the Company because of his vast legal experience and wisdom.

#### **Mr. Shishir K. Diwanji**

Mr. Shishir K. Diwanji, age 79 years, was first appointed as a Director on the Board of the Company on November 26, 1991. He was an Independent Director in terms of Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director of the Company for a period of five years with effect from September 19, 2014, under Section 149 of the Companies Act, 2013, vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 58th AGM of the Company by a Special Resolution for the continuance of the Directorship of Mr. Diwanji from April 1, 2019, up to the end of his current term on September 18, 2019, since he had attained the age of 75 years.

Mr. Diwanji is a Bachelor of Law. He is an Advocate, Solicitor, Notary and a Senior Partner of Messrs. Desai & Diwanji. He is a Director on the Boards of Protos Engineering Co. Pvt. Ltd., Windmere Hospitality (India) Pvt. Ltd., Gem Photographic (India) Pvt. Ltd. and Kaira Can Company Ltd. He does not hold membership of any Committees of the Board of Directors of other companies. He holds 5,100 shares of Hawkins Cookers Limited. He is not related to any Director or Key Managerial Personnel of the Company.

Mr. Diwanji had attended two out of the four Board Meetings held in the year 2018-19.

During the year 2018-19, Mr. Diwanji was paid sitting fees of Rs.6 lakhs and commission of Rs.9.50 lakhs pertaining to the year 2017-18. For the year 2018-19, commission proposed to be paid to Mr. Diwanji is Rs. 11.13 lakhs.

Mr. Diwanji would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

It is the Board's opinion that Mr. Diwanji's continuance as an Independent Director would be most helpful in view of his extensive knowledge of Indian Corporate law and practice.

#### **Mr. Gerson da Cunha**

Mr. Gerson da Cunha, age 90 years, was first appointed as a Director on the Board of the Company on June 27, 1992. He was an Independent Director in terms of Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director of the Company for a period of five years with effect from September 19, 2014, under Section 149 of the Companies Act, 2013, vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 58th AGM of the Company by a Special Resolution for the continuance of the Directorship of Mr. Gerson da Cunha from April 1, 2019, up to the end of his current term on September 18, 2019, since he had attained the age of 75 years.

Mr. Gerson da Cunha graduated from St. Xavier's College, Mumbai. His professional career started with Press Trust of India and moved on to Lintas Limited of which he became the Chief Executive. He worked with the United Nations Children Fund (UNICEF) in Latin America and New York for nine years from 1980 and pioneered the use of advertising and marketing concepts with UNICEF on issues like Maternal and Child Health. He has served as Advisor, Communications, in the Ministries of the Government of India of Civil Aviation and Tourism, Information and Broadcasting and Health and Family Welfare at various times. Mr. Gerson da Cunha is a director of Medius India Services Private Limited. He does not hold membership of any Committees of the Board of Directors of other companies. He does not hold any shares of the Company. He is not related to any Director or Key Managerial Personnel of the Company.

Mr. Gerson da Cunha had attended all the four Board Meetings held in the year 2018-19.

During the year 2018-19, Mr. Gerson da Cunha was paid sitting fees of Rs.8.00 lakhs and commission of Rs.9.50 lakhs pertaining to the year 2017-18. For the year 2018-19, commission proposed to be paid to Mr. Gerson da Cunha is Rs. 11.13 lakhs.

Mr. Gerson da Cunha would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

It is the Board's view that Mr. da Cunha's experience and excellence in social communication will continue to be of great help to the Company.

#### **General V. N. Sharma (Retd.)**

General V. N. Sharma (Retd.), age 89 years, was first appointed as a Director on the Board of the Company on October 27, 1998. He was an Independent Director in terms of Clause 49 of the erstwhile Listing Agreement. He was appointed as an Independent Director of the Company for a period of five years with effect from September 19, 2014, under Section 149 of the Companies Act, 2013, vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 58th AGM of the Company by a Special Resolution for the continuance of the Directorship of General Sharma from April 1, 2019, up to the end of his current term on September 18, 2019, since he had attained the age of 75 years.

General Sharma holds M. Phil in Military Studies. He retired in 1990 from the Indian Army as Chief of Army Staff. He was awarded the Param-Vishisht Seva Medal (PVSM) in 1986. He served on the Local Advisory Board of ABN Amro Bank for seven years. General Sharma is not a director of any other Company. He does not hold any shares of Hawkins Cookers Limited. He is not related to any Director or Key Managerial Personnel of the Company.

General Sharma had attended all the four Board Meetings held in the year 2018-19.

During the year 2018-19, General Sharma was paid sitting fees of Rs.3.75 lakhs and commission of Rs.9.50 lakhs pertaining to the year 2017-18. For the year 2018-19, commission proposed to be paid to General Sharma is Rs. 11.13 lakhs.

General Sharma would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

It is the Board's view that General Sharma's vast experience of men, leadership and affairs is of great value to the Company.

#### **Mr. E. A. Kshirsagar**

Mr. E. A. Kshirsagar, age 77 years, was first appointed as a Director on the Board of the Company with effect from June 1, 2014. He was appointed as an Independent Director of the Company for a period of five years with effect from September 19, 2014, vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 58th AGM of the Company by a Special Resolution for the continuance of the Directorship of Mr. Kshirsagar from April 1, 2019, up to the end of his current term on September 18, 2019, since he had attained the age of 75 years.

Mr. Kshirsagar is a Fellow of the Institute of Chartered Accountants of England and Wales. He has had a distinguished career of over 37 years with A. F. Ferguson and Co. Mumbai, from which he retired in 2004 as the Senior Partner in charge of the Management Consultancy Division. He is a Director on the Board of Batliboi Ltd., JM Financial Ltd., Manappuram Finance Ltd., JM Financial Products Ltd. and Manipal Global Education Services Pvt. Ltd.

Mr. Kshirsagar is a Member of the following Board Committees of other companies:

Sr. No.	Name of the Company	Name of the Committee	Position held
1.	Batliboi Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
2.	JM Financial Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
3.	JM Financial Products Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
4.	Manappuram Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member

Mr. Kshirsagar does not hold any shares of Hawkins Cookers Limited. He is not related to any Director or Key Managerial Personnel of the Company.

Mr. Kshirsagar had attended all the four Board Meetings held in the year 2018-19.

During the year 2018-19, Mr. Kshirsagar was paid sitting fees of Rs.3.25 lakhs and commission of Rs.9.50 lakhs pertaining to the year 2017-18. For the year 2018-19, commission proposed to be paid to Mr. Kshirsagar is Rs. 11.13 lakhs.

Mr. Kshirsagar would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The Board believes that Mr. Kshirsagar's experience and insights into corporate accounts and management are of considerable value to the Company.

#### **General Note re. Special Resolutions for Item Nos. 5 to 9 of the Notice**

The above Directors, for their respective appointments, are concerned and interested in the Resolutions as set out at Item Nos. 5 to 9 of the Notice and their respective relatives are deemed to be concerned and interested in the said resolutions. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in these Resolutions.

The Board, based on the performance evaluation of the above five Independent Directors and the recommendation of the Nomination and Remuneration Committee, considers that in view of the vast experience and wisdom which these Directors possess, their continued association would be of great benefit to the Company and that it is desirable to continue to avail of their services as Independent Directors.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 5 to 9 of the Notice for your approval.

#### **Item No.11 of the Notice: Re-Appointment of Mr. Sudeep Yadav**

Mr. Sudeep Yadav, 51 years of age, holds a B. Tech. from IIT Delhi and a Post-Graduate Diploma in Business Management from IIM Calcutta. Prior to joining the Company he has worked with Citibank for 12 years and, before that, with ANZ Grindlays & Standard Chartered for 9 years. His experience has been in Business Administration, dealing with a wide variety of major corporations and various banking operations. His previous job was Managing Director of Citi Transaction Services in India. At the same time, Mr. Yadav also served as a Director on the Board of National Payments Corporation of India which is a not-for-profit Company under Section 25 of the Companies Act, 1956, sponsored by the RBI and promoted by major banks in India including public sector banks. Mr. Yadav was first appointed as a Director of the Company with effect from July 17, 2013. He was appointed as a Whole time Director designated as Executive Director-Finance & Administration (Designate) with effect from July 22, 2013. He was redesignated as Executive Director-Finance & Administration with effect from November 12, 2013. He was given the additional designation of Chief Financial Officer effective May 27, 2014. He was re-elected as Executive Director-Finance & Administration in 2016. Mr. Yadav's appointment as Executive Director-Finance and Administration of your Company comes to an end on September 30, 2019.

Mr. Yadav had attended all the four Board Meetings held in the year 2018-19. The total remuneration of Mr. Yadav for the year 2018-19 was Rs. 257.72 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee the Board of Directors at its Meeting (Serial No.16) held on May 29, 2019, decided that it is in the interest of your Company to re-appoint Mr. Yadav in his present position for a period of three years from October 1, 2019, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Sudeep Yadav as Executive Director – Finance & Administration are summarised as follows:

Salary: Rs. 4,00,000 per month. Commission on net profits: at the rate of 2.5%. Provident Fund/Superannuation/ Annuity Fund/Pension Fund contributions: as per the Rules of the Company. Gratuity: as per the Rules of the Company, not exceeding half a month's salary for each completed year of service. Company owned/leased accommodation may be provided for which 10% of the salary to be deducted; in case no accommodation is provided, House Rent Allowance at the rate of 60% of his salary. Home Appliances to be provided by the Company as per the Company's Rules. Medical expenses incurred by Mr. Yadav and his family to be borne by the Company; medical insurance for Mr. Yadav and his family may be arranged by the Company at its cost – the Company to use such insurance to defray expenses covered by it. Leave Travel Allowance: Rs.80,000 per annum. Clubs: Corporate membership of up to two clubs the fees of which shall be paid by the Company. Personal Accident Insurance at an annual premium not exceeding Rs.20,000. Life Insurance at an annual premium not exceeding Rs.50,000 or the benefit of Life Insurance for a sum assured of up to Rs.2 crores as part of the group insurance policy taken by the Company. Car and driver: for business and personal use. Telephone and Internet: free at residence, also one Mobile connection to be provided (long distance personal calls excluded). Leave as per the rules of the Company; encashment of leave at the end of the tenure. Total remuneration is subject to an overall ceiling of 4% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013. In case of inadequate or no profits, salary and perquisites to be limited to Rs.10,00,000 per month excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. Mr. Yadav is required to maintain confidentiality of company information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Yadav may be altered by the Board without affecting any other term or condition. Agreement is terminable by three months' notice given by either party. Ceasing of employment causes end of Wholetime Directorship. In case of dispute, arbitration under The Arbitration and Conciliation Act, 1996, is mandatory.

Mr. Yadav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provisions of the said Act.

Mr. Yadav is not a Director of any other Company. He holds 101 shares in the Company. He is a son-in-law of Mr. Brahm Vasudeva, Chairman of the Board of Directors of the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

A copy of the Agreement between the Company and Mr. Sudeep Yadav dated June 11, 2019, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept open at the venue of the 59th AGM till the conclusion of the said AGM.

Mr. Sudeep Yadav and Mr. Brahm Vasudeva, Directors, are concerned and interested in this resolution and their relatives may be deemed to be concerned and interested in the resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

The Board of Directors recommends the Ordinary Resolution at Item No. 11 for your approval.

#### **Item No. 12 of the Notice: Acceptance of Fixed Deposits.**

The Company has a Fixed Deposit Scheme, pursuant to the provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, wherein it accepts unsecured deposits from the Members of the Company and the Public. The said scheme is valid up to the date of this 59th Annual General Meeting.

Along with complying with the conditions stated in Sections 73 and 76 of the Companies Act, 2013, approval of the shareholders is required for accepting deposits from the Members and the Public within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014.

The Board of Directors at its Meeting (Serial No.16) held on May 29, 2019, has resolved to recommend to the Shareholders the acceptance of Fixed Deposits from the Members and the Public pursuant to Sections 73 and 76 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014. The Fixed Deposit Scheme would be credit rated on an annual basis as required under the said Act read with the said Rules. It is proposed to authorise the Board to finalise the terms of the Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

None of the Directors of the Company are in any way concerned or interested in the said resolution. Key Managerial Personnel, Directors' Relatives and Relatives of Key Managerial Personnel are eligible to the benefits of the Scheme on the same terms and at the same rates as are applicable to the Members and the Public.

The Board recommends the Ordinary Resolution at Item No. 12 for your approval.

## 10. Voting through electronic means

**10.1.** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to Members the facility to exercise their right to vote on resolutions proposed to be considered at the 59th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are as under:

**Step 1: Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on the NSDL e-voting system.**

### **A. Details in respect of Step 1 to log-in to the NSDL e-voting system are given below:**

1. Launch an Internet browser and open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID.
  - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID.
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company.
5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you as under:
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e.

'Hawkins Cookers e-Voting.pdf' file. The password to open the said PDF file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The said PDF file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your User ID and initial password are mentioned at the bottom of the Attendance Slip separately provided with this Annual Report.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

8. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

9. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

10. Click on "Login" button. Home page of e-voting will open.

*Note: Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

### **B. Details in respect of Step 2 to cast your vote electronically on NSDL e-voting system are given below:**

1. Click on e-voting. Then, click on "Active Voting Cycles".
2. Select "EVEN" of Hawkins Cookers Limited.
3. Now you are ready for remote e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **C. General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail to [scrutinizer@hawkinscookers.com](mailto:scrutinizer@hawkinscookers.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**10.2.** The voting rights of the Members in respect of remote e-voting shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of July 30, 2019. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

**10.3.** The remote e-voting period shall commence at 9:00 am on Friday, August 2, 2019, and will end at 5:00 pm on Monday, August 5, 2019. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 5, 2019.

**10.4.** The facility for voting through poll paper shall also be made available at the AGM. Members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through poll paper.

**10.5.** Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting, but shall not be entitled to vote again at the AGM.

**10.6.** Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off-date, that is, July 30, 2019, may obtain the User ID and Password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" options available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**10.7.** Mrs. Jayshree S. Joshi, Company Secretary in Practice (Membership No. F1451), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and also the polling at the AGM suitably.

**10.8.** The results shall be declared not later than forty-eight hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hawkinscookers.com](http://www.hawkinscookers.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared and will simultaneously be forwarded to BSE Ltd., where the shares of the Company are listed and shall be displayed at the Registered Office of the Company.

**11.** Dividends for the financial years ended March 31, 2012, and thereafter which remain unclaimed for a period of seven years will be transferred to the 'INVESTOR EDUCATION AND PROTECTION FUND' (IEPF) of the Central Government. Members who have not encashed their dividend warrant(s) for the financial year ended March 31, 2012, or thereafter are requested to contact the Company or the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., with the relevant details on or before August 24, 2019, to duly claim their said dividend(s). Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all Shares on which dividend remains unclaimed for 7 (seven) consecutive years or more are liable to be transferred to the IEPF. Members are further advised that in terms of applicable provisions of the Act and the IEPF Rules, Unclaimed Dividends and Shares transferred to the IEPF can be claimed from the Fund after following the process prescribed in the said Rules.

By Order of the Board



Mumbai  
July 3, 2019

Hutoxi Bhesania  
Company Secretary



## Hawkins Cookers Limited Annual Report 2018-2019

### FIVE NEW PRODUCTS LAUNCHED IN THE YEAR 2018-19

**Hawkins**  
STAINLESS STEEL **T**PAN



1.5 LITRE

**FUTURA**<sup>®</sup>  
DOSA TAVA



30 cm  
DIAMETER  
4.88 mm  
THICK



1.5 LITRE

**Hawkins**  
STAINLESS STEEL



5 LITRE

STAINLESS STEEL  
**Hawkins**  
*Contura*



2 LITRE

**Hawkins**  
*Contura* **XT**  
BLACK

## Financial Performance: A Five-Year Summary in Rs. Crores

(Except *Dividend per Share* which is in Rupees)

All % *Growth* figures are over their previous years. 1 Crore = 10 Million.

	<u>2014-15</u>	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>
<b>Sales</b>	<b>469</b>	<b>487</b>	<b>512</b>	<b>553</b>	<b>653</b>
% Growth Note 1	12.5	3.8	5.3	7.9	18.1
<b>Profit After Tax</b>	<b>33.04</b>	<b>40.90</b>	<b>47.42</b>	<b>48.68</b>	<b>54.22</b>
% Growth Note 2	-13.3	23.8	15.9	2.6	11.4
<b>Dividend per Share of Rs. 10</b> Note 3	<b>Rs. 45</b>	<b>Rs. 60</b>	<b>Rs. 70</b>	<b>Rs. 70</b>	<b>Rs. 80</b>

- Notes:**
1. Sales are shown exclusive of Excise Duty and inclusive of Other Operating Income to make them comparable.
  2. Profit After Tax figures are as per Ind AS.
  3. The Dividend for the year 2018-19 is subject to the approval of the Shareholders at the 59th AGM.

# HAWKINS COOKERS LIMITED ANNUAL REPORT 2018-19

CONTENTS	PAGE
Five New Products Launched in this Year	Front Cover
Financial Performance: A Five-Year Summary	Inside Front Cover
Directors' Report	2
Corporate Governance Report	16
Auditors' Report	22
Balance Sheet	30
Statement of Profit & Loss	31
Statement of Changes in Equity	32
Statement of Cash Flows	33
Notes Forming part of the Financial Statements	34
A New TV Commercial for the Futura Pressure Cooker	Inside Back Cover
A Well-Designed Package Adds to Saleability	Back Cover

## BOARD OF DIRECTORS

J. M. Mukhi	Shishir K. Diwanji	Gerson da Cunha	Gen. V. N. Sharma (Retd.)
E. A. Kshirsagar	Susan M. Vasudeva	Ravi Kant	Leena Chatterjee
S. Dutta Choudhury	Sudeep Yadav	Brahm Vasudeva	
VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER	EXECUTIVE DIRECTOR – FINANCE & ADMINISTRATION	CHAIRMAN	

**COMPANY SECRETARY**  
Hutoxi Bhesania

**AUDITORS**  
Kalyaniwalla & Mistry LLP

**REGISTERED OFFICE**  
Maker Tower F 101, Cuffe Parade,  
Mumbai 400 005 India  
CIN: L28997MH1959PLC011304  
Tel: 2218 66 07 Fax: 2218 11 90  
email: ho@hawkinscookers.com

**SOLICITORS**  
Crawford Bayley & Co.

**REGISTRAR AND SHARE TRANSFER AGENT**  
Link Intime India Pvt. Ltd.,  
C-101, 247 Park, L. B. Shastri Marg,  
Vikhroli (West), Mumbai 400 083  
Tel: 4918 62 70 Fax: 4918 60 60  
email: hawkins.coenq@linkintime.co.in

**BANKERS**  
Bank of Baroda (erstwhile Dena Bank)  
Punjab National Bank  
The Saraswat Co-operative Bank Limited  
Corporation Bank

[www.hawkinscookers.com](http://www.hawkinscookers.com)

## DIRECTORS' REPORT TO SHAREHOLDERS

We have the honour to present our Fifty-Ninth Annual Report and Audited Statement of Accounts for the year ended March 31, 2019.

### 2018-19 Operations: Main Results

We are pleased to report excellent results. Once again, sales are the highest ever. Revenue from operations in 2018-19 was Rs. 652.84 crores (up 17.3% over the previous year).

This year, profits are also the highest ever. Profit before tax was Rs. 82.34 crores (11.6% higher than the previous year). Net profit after tax was Rs. 54.22 crores (11.4% higher than the previous year).

### Management Discussion and Analysis

We operate in the market consisting of Pressure Cookers and Cookware. The industry structure is quite competitive with both small-scale and organized sector units.

In 2018-19, we have successfully increased our production to effectively meet enhanced demand. We have well created demand by the use of advertising in television and the press. We have in the year 2018-19 launched new advertising for Futura Pressure Cookers that has given us very good results. We have diversified into the Stainless Steel Cookware market with the T-Pan.

Our permanent employees as on April 1, 2018, were 676 and as on March 31, 2019, were 645 through normal attrition. The morale of our employees at all locations is high and industrial relations were and are normal. We well appreciate the contribution of our employees to the successful working of your Company.

Net profit after tax as a percentage of net sales in 2018-19 was 8.3% as against 8.7% in 2017-18.

The average shareholders' funds/net worth grew to Rs.114.22 crores vs. Rs.108.25 crores in 2017-18. The net return after tax on shareholders' funds/net worth (including the amount of the proposed dividend and the tax thereon) was 47% (in 2017-18: 45%). This is because of the better results produced in 2018-19.

Cash flow during the year was comfortable. Cash and cash equivalents plus balances with banks on deposit accounts as on March 31, 2019, were Rs. 30.04 crores (previous year: Rs. 80.01 crores). We have plans to utilise these funds appropriately (as will be explained later in this report).

We have taken a modest price increase of about 2.5% effective April 1, 2019.

### Control Systems

In our judgment, the Company has adequate financial and administrative systems and controls and an effective internal audit function.

### Risks and Concerns

All foreseeable risks that the Company may encounter and concerns have been addressed in a documented Risk Management Framework which is reviewed by the Board from time to time.

### Opportunities and Threats

The demand for our brands augurs well for the future of the Company.

We have done well with the adoption of GST because of the tendency of the trade under GST to move towards companies with straight and transparent billing practices.

Management continues to diligently watch cost increase trends and seeks effective cost controls and necessary adjustment in prices as needed from time to time. Aluminium prices are subdued currently – which is beneficial for the Company.

### Outlook

We believe the outlook for our business is excellent. In this year, we have further strengthened the good reputation we have amongst our consumers and traders, associates and vendors. We expect to continue to increase our sales and profits.

All forward-looking statements in our report are based on our assessments and judgments exercised in good faith at this time. Of course, actual developments and/or results may differ from our present anticipation.

### 2018-19 Operations: Other Aspects

The value of exports at Rs. 37.79 crores in 2018-19 was up 8.7% over the previous year. Foreign Exchange used in 2018-19 was Rs.5.96 crores (Rs. 1.30 crores in the previous year).

As our Research & Development Unit is recognised by the Department of Scientific and Industrial Research, our expenditure on R&D in 2018-19 is eligible for the benefit of deductibility of expenses at the rate of 150% for the purpose of the computation of income tax subject to the necessary

approvals by the Department of Scientific and Industrial Research and the Income Tax Department. The expenditure on Research & Development in 2018-19 was Rs.3.80 crores, 2.9% higher than the previous year. Required details are given in **Appendix I**.

Efforts continue in our factories and offices to save energy wherever possible.

The required details of Fixed Deposits taken under Sections 73 and 76 of the Companies Act, 2013, are as follows:

- (a) Amount accepted during the year: Rs. 5.74 crores.
- (b) Amount remained unpaid or unclaimed as at the end of the year: Nil.
- (c) Default in repayment of deposits or payment of interest thereon: Nil.

### **Appropriations and Dividend**

Out of the amount available for appropriation of Rs. 67.31 crores (previous year: Rs. 60.52 crores), we propose:

- Rs. 2.00 crores transfer to General Reserve (previous year: Rs. 2.00 crores) and
- Rs. 65.31 crores as surplus carried to the Balance Sheet (previous year: Rs. 58.52 crores).

We are pleased to recommend Rupees Eighty as dividend per Equity Share of Rs.10 (previous year: Rupees Seventy per Share). Our recommendation takes into account the profitability, the circumstances and the requirements of the business.

### **Directors' Responsibility Statement**

The Board confirms that:

1. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

2. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and proper explanation given relating to material departures, if any. The Directors have prepared the Annual Accounts on a going-concern basis.

3. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.

4. Based on the framework of the internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

5. The Directors have devised proper systems that are adequate and operating effectively to ensure compliance with the provisions of all applicable laws.

### **Code of Conduct**

The Board has formulated a Corporate Governance Code of Conduct for all the Directors of the Board and the Senior Managers of the Company. This Code is available on the website of the Company. All Directors and Senior Management Personnel have affirmed compliance with the Code. A declaration to this effect signed by the Vice-Chairman and Chief Executive Officer of the Company appears elsewhere in this Annual Report.

### **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has constituted an Internal Complaints Committee at each of the five locations of the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received regarding sexual harassment. In the year 2018-19, no case of sexual harassment of women was filed under the said Act.

### **Corporate Governance**

A separate section on Corporate Governance forms part of our Report. A certificate has been received from the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Both appear elsewhere in the Annual Report.

### **Directors**

At the Board Meeting (Serial No.15) held on January 29, 2019, Prof. Leena Chatterjee has been appointed as an Additional Director of the Company with effect from April 1, 2019, to hold office upto the 59th Annual General Meeting of the Company. A resolution is proposed to the shareholders for her appointment as an Independent Director.



## Directors' Report (Continued)

Prof. Chatterjee has given a written declaration that she meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the six Independent Directors, namely, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.), Mr. E. A. Kshirsagar and Mr. Ravi Kant have given written declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013, and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Subhadip Dutta Choudhury, Vice-Chairman and Chief Executive Officer, retires by rotation as a Director at the 59th AGM of the Company and, being eligible, offers himself for re-appointment for which the Board has resolved to recommend to the shareholders a suitable resolution.

The present tenure of the following five Independent Directors, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.) and Mr. E. A. Kshirsagar will expire on September 18, 2019. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting (Serial No. 15) held on January 29, 2019, approved and decided to recommend to the shareholders suitable resolutions for their re-appointments for a second term of five years with effect from September 19, 2019.

The present tenures of Mr. Subhadip Dutta Choudhury, Vice-Chairman and Managing Director designated as Chief Executive Officer, and Mr. Sudeep Yadav, Executive Director-Finance and Administration, will expire on September 30, 2019. The Board at its Meeting (Serial No.16) held on May 29, 2019, approved and resolved to recommend to the shareholders suitable resolutions for the re-appointments of Mr. Dutta Choudhury as Vice-Chairman and Managing Director designated as Chief Executive Officer and Mr. Yadav as Executive Director-Finance and Administration, for a further period of three years each with effect from October 1, 2019, on revised terms which are stated in the Notice to Shareholders for the 59th AGM of the Company.

At the Board Meeting (Serial No. 16) the Chief Executive Officer made a presentation to the Independent Directors to update them on the Company's operations, products and marketing policies. The required details of the Independent Directors' Familiarization Programs are available at <https://www.hawkinscookers.com/idfp>.

## Auditors

M/s. Kalyaniwalla & Mistry LLP (Firm Registration No.104607W/W100166), Chartered Accountants, have been appointed as the Statutory Auditors of the Company at the 57th Annual General Meeting held on August 2, 2017, for an initial term of five years from the conclusion of the 57th Annual General Meeting till the conclusion of the 62nd Annual General Meeting of the Company, subject to the ratification of their appointment by Members at every Annual General Meeting till the 61st Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Pursuant to the amendments to Section 139 of the Companies Act, 2013, by the Companies Amendment Act, 2017, effective May 7, 2018, the requirement of the ratification of their appointment by the Members has been withdrawn.

## Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company had appointed M/s. Jayshree Dagli & Associates, Company Secretaries in Practice, to undertake the secretarial audit of the Company for the year 2018-19. The Secretarial Audit Report is annexed as **Appendix II**.

## Cost Records and Cost Audit

Maintenance of Cost Records and requirement of Cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013, are not applicable to our Company.

## Extract of Annual Return in Form MGT-9 (Section 92(3) of the Companies Act, 2013)

Given in **Appendix III** are the required details in the following seven sections:

- I. Registration and Other Details
- II. Principal Business Activities of the Company
- III. Particulars of Holding, Subsidiary and Associate Companies
- IV. Shareholding Pattern
- V. Indebtedness
- VI. Remuneration of Directors and Key Managerial Personnel
- VII. Penalties/Punishment/Compounding of Offences

The said details are also available on the Company's website at <https://www.hawkinscookers.com/mgt-9>.

## Contracts or Arrangements with Related Parties

All related party transactions during the year were on arm's length basis and were not material as per the Related Party Transactions Policy of the Company.

### **Corporate Social Responsibility**

The Company has selected a project called *Improving the Health of Women and Children by Cutting Indoor Air Pollution with Pressure Cooking*. After the successful pilot project conducted by the Company itself in a few villages in the Jalna and Ahmednagar districts of Maharashtra in 2016-17, the Company then partnered with a NGO, Bhagirath Gramvikas Pratishthan (BGP), for implementing the said project in the Sindhudurg district of Maharashtra. The village women are explained how they could reduce their and their children's exposure to Indoor Air Pollution by the use of Pressure Cookers – with live demonstrations and pressure cookers being offered to the villagers by BGP at a 50% discount on the MRP.

The Company has spent Rs.13.30 lakhs on the said CSR project (Rs. 2.07 lakhs previous year). However, since the project requires extremely complex operations such as:

- training, motivation and supervision of demonstrators,
- logistics for the supply of pressure cookers to villages in a remote district in rural Maharashtra,
- co-ordination with and motivation of BGP which is funded by various third parties
- and the requirement to prepare written and illustrated material to explain to villagers in Marathi the benefits of pressure cooking in terms of fast cooking, fuel and money saving and saving of mothers and toddlers from smoke inhalation ("indoor-pollution"),

the Company could not spend all of the Rs.1.32 crores on activities under the Corporate Social Responsibility in the year ended March 31, 2019.

The Company is in discussions with other NGOs who are reviewing our model for acceptability and the Company expects to scale up the implementation of the Project through BGP and other Implementation Partners during 2019-20.

In addition to the foregoing information on CSR, the required Annual Report on CSR is given as **Appendix IV**.

### **Directors' Performance Evaluation**

The performance evaluation of each Director of the Board was carried out by the Nomination and Remuneration Committee at its adjourned Meeting (Serial No.9) held on June 4, 2019, as per the criteria set by it earlier. The said criteria are included in the Corporate Governance Report enclosed herewith. The performance evaluation of the non-Independent Directors, the Board as a whole and the Chairman of the Board was carried out by the Independent Directors at their separate meeting held on June 4, 2019.

The Board of Directors at its adjourned Meeting (Serial No.16) held on June 4, 2019, reviewed the reports of

evaluation received from the Nomination and Remuneration Committee and the Independent Directors and also the functioning of the Committees of the Board and carried out the evaluation of the Board as a whole, the Committees of the Board and each Director and found the performance of the Board, the Committees and all the individual Directors to be satisfactory.

### **Remuneration Policy**

On the recommendation of the Nomination and Remuneration Committee, the Board has framed a remuneration policy for all employees of the Company including senior management and the Directors. The remuneration policy of the Company is designed to attract, motivate and retain suitable manpower in a competitive market. The remuneration package for each person is designed keeping a balance between fixed remuneration and profit and performance-linked incentives in order to achieve corporate performance targets. The policy is aligned with the Company's mission, which states: "Our single-minded determination to please customers drives the kind of people we employ and promote, the investments we make and the results we produce."

The Remuneration Policy is placed at the Company's website at <https://www.hawkinscookers.com/download/RemunerationPolicy.pdf>. The Board affirms that all the remunerations are as per the Remuneration Policy of the Company. Information as per Section 197 of the Companies Act, 2013, is given in **Appendix V**.

### **Vigil Mechanism**

The Company has an established Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report concerns or grievances including unethical behaviour, fraud or violation of the Company's Corporate Governance Code of Conduct. The Policy was amended in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to include reporting of instances of leak of Unpublished Price Sensitive Information. The authority for the implementation of the policy rests with the Executive Director-Finance & Administration under the overall supervision of the Audit Committee of the Board.

ON BEHALF OF THE BOARD OF DIRECTORS



Mumbai  
June 28, 2019

BRAHM VASUDEVA  
CHAIRMAN



## Appendix I

### Research & Development

Specific areas in which R&D efforts have been carried out: R&D in materials, machines, processes and designs of components and products in order to improve the functioning and durability of products, to produce greater fuel economies and to improve the safety and convenience of the users of the products. Benefits derived as a result: launch of new products plus design and quality improvement/cost reduction in existing products. Future plan of action: we intend to support the R&D Centre and the Test Kitchen to meet corporate objectives for quality improvement, cost reduction, introduction of

new products and consumer service and support. Capital expenditure on R&D: Rs. 0.20 crores (previous year: Rs. 0.02 crores). Recurring expenditure: Rs. 3.60 crores, 0.6% of the total turnover (previous year: Rs. 3.68 crores, 0.7%).

Efforts made for technology absorption, adaptation and innovation: the Company has relied upon internal generation. No technology has been imported for the last three years. As on April 1, 2019, there were 40 valid patents and design registrations in force. Benefits derived: as described above.

## Appendix II

### Secretarial Auditor's Report To the Members of Hawkins Cookers Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

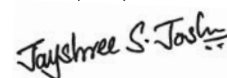
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For JAYSHREE DAGLI & ASSOCIATES  
Company Secretaries



Jayshree S. Joshi  
F.C.S.1451 C.P.487

29th May, 2019

### Form No. MR-3: Secretarial Audit Report for the Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HAWKINS COOKERS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other

records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

## Appendix II of the Directors' Report (Continued)

(A) We have examined the books, papers, minutes books, forms and returns filed and other records maintained by **HAWKINS COOKERS LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) & the Rules made there under to the extent applicable; and circulars, notifications, clarifications, Removal of Difficulties Orders or such other relevant statutory material issued by Ministry of Corporate Affairs from time to time;

2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under as amended;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under as amended;

4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under as on date to the extent applicable;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder, as amended;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the extent applicable for the year under Audit.

6. Based on the nature of business activities of the Company, the following specific Acts/Laws/Rules/Regulations are applicable to the Company:

(a) Environment (Protection) Act, 1981

(b) Air (Prevention and Control of Pollution) Act, 1981

(c) Water (Prevention and Control of Pollution) Act, 1974

(d) Hazardous Wastes (Management and Handling) Rules, 1989

(e) Labour Laws to the extent applicable

(B) We have also examined compliance with the applicable clauses of the Secretarial Standards for Board Meetings (SS – 1) and for General Meetings (SS – 2).

It may please be noted that the compliance of applicable financial laws including Direct and Indirect Tax Laws; maintenance of Financial Records and Books of Accounts etc. by the Company has not been reviewed by us for the purpose of this Audit since the same has been subject matter of review by the Statutory Auditors and/or other designated professionals. Further, we have also relied upon the certificates/reports/legal opinions, as the case may be, issued by the Statutory Auditors and/or other designated professionals, wherever applicable.

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the year under review, the provisions of the following Regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended;

(ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended;

(iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;

(iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended;

(v) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014 as amended;

### We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the year under review. However, the Board at its Meeting held on 29.01.2019, has appointed an Additional Director w.e.f. 01.04.2019.

Adequate notice had been given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in cases where shorter notice/s were given for Committee Meetings, at least one Independent Director was present at such meeting/s and that the system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Unanimous decisions were carried through as there were no cases of dissent of any Director in respect of any decision and was accordingly captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in place in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines referred to herein above.

**We further report that** the Company had no specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except that the Board at its Meeting held on 29.01.2019, has appointed an Additional Director w.e.f. 01.04.2019.

For JAYSHREE DAGLI & ASSOCIATES  
Company Secretaries  
Unique Code: S1995MH013400



Place: Mumbai  
29th May, 2019

Jayshree S. Joshi  
F.C.S.1451 C.P.487

## Appendix III

## Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and

Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

I. CIN:	L28997MH1959PLC011304
II. Registration Date:	February 25, 1959
III. Name of the Company:	Hawkins Cookers Limited
IV. Category/Sub-Category of the Company:	Company limited by shares/Indian Non-Government Company
v. Address of the Registered office and contact details:	Maker Tower F101, Cuffe Parade, Mumbai-400005 Tel: 022 - 22186607/22181605, Fax: 022-22181190 E-mail: ho@hawkinscookers.com
vi. Whether listed company:	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent:	Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400083. Tel: 022 - 49186270/49186000

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10 % or more of the total turnover of the Company:

S. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% of Total Turnover of the Company
1	Pressure Cooker	28997	80
2	Cookware	51392	17

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL.

## IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

## (I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian: Individuals	25,78,904	Nil	25,78,904	48.77	25,78,904	Nil	25,78,904	48.77	0.00
(2) Foreign: NRI-Individuals	3,83,932	Nil	3,83,932	7.26	3,83,932	Nil	3,83,932	7.26	0.00
Total Shareholding of Promoter & Promoter Group	29,62,836	Nil	29,62,836	56.03	29,62,836	Nil	29,62,836	56.03	0.00
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	6,30,247	Nil	6,30,247	11.92	6,67,114	Nil	6,67,114	12.62	0.70
b. Banks/Financial Institutions	12,055	247	12,302	0.23	7,208	247	7,455	0.14	-0.09
c. Foreign Portfolio Investors	16,437	Nil	16,437	0.31	6,718	Nil	6,718	0.13	-0.18
d. Alternate Investment Funds	60,843	Nil	60,843	1.15	87,745	Nil	87,745	1.66	0.51
Sub Total	7,19,582	247	7,19,829	13.61	7,68,785	247	7,69,032	14.54	0.93
(2) Non-Institutions									
a. Indian Bodies Corporate	1,67,517	745	1,68,262	3.18	36,121	739	36,860	0.70	-2.48
b. Individuals									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	8,50,969	1,73,258	10,24,227	19.37	9,42,170	1,40,450	10,82,620	20.47	1.10
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,24,302	Nil	2,24,302	4.24	2,20,695	Nil	2,20,695	4.17	-0.07
c. Clearing Members	4,719	Nil	4,719	0.09	6,919	Nil	6,919	0.13	0.04
d. NRI	76,486	Nil	76,486	1.45	69,377	Nil	69,377	1.31	-0.14
e. Trusts	314	Nil	314	0.01	658	Nil	658	0.01	0.00
f. HUF	70,758	Nil	70,758	1.34	72,725	Nil	72,725	1.38	0.04
g. Investor Education and Protection Fund	36,082	Nil	36,082	0.68	40,969	Nil	40,969	0.77	0.09
h. Foreign Portfolio Investor	Nil	Nil	Nil	Nil	24	Nil	24	0.00	0.00
i. NBFCs registered with RBI	Nil	Nil	Nil	Nil	25,100	Nil	25,100	0.47	0.47
Sub Total	14,31,147	1,74,003	16,05,150	30.36	14,14,758	1,41,189	15,55,947	29.43	-0.93
Total Public Shareholding	21,50,729	1,74,250	23,24,979	43.97	21,83,543	1,41,436	23,24,979	43.97	0.00
Grand Total (A+B)	51,13,565	1,74,250	52,87,815	100.00	51,46,379	1,41,436	52,87,815	100.00	0.00

## (ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total Shares	
1	Brahm Vasudeva	18,28,732	34.58	0.00	18,28,632	34.58	0.00	-0.01
2	Nell Vasudeva	3,80,032	7.19	0.00	3,80,032	7.19	0.00	0.00
3	Nikhil Vasudeva	3,80,032	7.19	0.00	3,80,032	7.19	0.00	0.00
4	Gitanjali V. Nevatia	1,21,792	2.30	0.00	1,21,792	2.30	0.00	0.00
5	Gayatri S. Yadav	1,21,738	2.30	0.00	1,21,738	2.30	0.00	0.00
6	Anuradha S. Khandelwal	1,21,494	2.30	0.00	1,21,494	2.30	0.00	0.00
7	Sanjana Khandelwal	2,616	0.05	0.00	2,616	0.05	0.00	0.00
8	Margot Amrit Vasudeva	1,600	0.03	0.00	1,600	0.03	0.00	0.00
9	Adya Khandelwal	1,600	0.03	0.00	1,600	0.03	0.00	0.00
10	Angelina Pallavi Vasudeva	1,400	0.03	0.00	1,400	0.03	0.00	0.00
11	Valentine Jaya Vasudeva	900	0.02	0.00	900	0.02	0.00	0.00
12	Varun Hans Vasudeva	900	0.02	0.00	1,000	0.02	0.00	11.11
	<b>Total</b>	<b>29,62,836</b>	<b>56.03</b>	<b>0.00</b>	<b>29,62,836</b>	<b>56.03</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in Promoters' Shareholding: No change.

## (iv) Shareholding Pattern of the top ten Shareholders (other than Directors and Promoters)

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase in share holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total				No. of Shares	% of total
1	SBI Focused Equity Fund	2,50,000	4.73	01-04-2018	-	-	2,50,000	4.73
				31-03-2019	-	-	2,50,000	4.73
2	Kotak Emerging Equity Scheme	1,36,520	2.58	01-04-2018	-	-	1,36,520	2.58
				13-07-2018	-24,000	Disposed	1,12,520	2.13
				17-08-2018	-344	Disposed	1,12,176	2.12
				21-09-2018	-115	Disposed	1,12,061	2.12
				31-03-2019	-	-	1,12,061	2.12
3	Catamaran Advisors LLP	1,15,953	2.19	01-04-2018	-	-	1,15,953	2.19
				04-05-2018	-1,15,953	Disposed	0	0.00
				31-03-2019	-	-	0	0.00
4	SBI Small And Midcap Fund	1,30,000	2.46	01-04-2018	-	-	1,30,000	2.46
				31-03-2019	-	-	1,30,000	2.46
5	SBI FMC Fund	50,300	0.95	01-04-2018	-	-	50,300	0.95
				06-07-2018	114	Acquired	50,414	0.95
				13-07-2018	24,586	Acquired	75,000	1.42
				31-03-2019	-	-	75,000	1.42
6	SBI Active Select Fund	44,745	0.85	01-04-2018	-	-	44,745	0.85
				31-03-2019	-	-	44,745	0.85

**Appendix III of the Directors' Report (Continued)**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase in share holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total				No. of Shares	% of total
7	Kotak Midcap	39,635	0.75	01-04-2018	–	–	39,635	0.75
				11-05-2018	1,010	Acquired	40,645	0.77
				18-05-2018	1,845	Acquired	42,490	0.80
				01-06-2018	396	Acquired	42,886	0.81
				08-06-2018	3,073	Acquired	45,959	0.87
				26-10-2018	538	Acquired	46,497	0.88
				18-01-2019	1,198	Acquired	47,695	0.90
				01-02-2019	1,444	Acquired	49,139	0.93
				08-02-2019	1,560	Acquired	50,699	0.96
				15-03-2019	2,223	Acquired	52,922	1.00
				22-03-2019	1,736	Acquired	54,658	1.03
				29-03-2019	6,191	Acquired	60,849	1.15
				31-03-2019	–	–	60,849	1.15
8	Megh Ishwer Manseta	36,250	0.69	01-04-2018	–	–	36,250	0.69
				07-12-2018	500	Acquired	36,750	0.70
				31-03-2019	–	–	36,750	0.70
9	Dolly Khanna	36,124	0.68	01-04-2018	–	–	36,124	0.68
				31-03-2019	–	–	36,124	0.68
10	Vikram Venture Capital Pvt. Ltd.	25,000	0.47	01-04-2018	–	–	25,000	0.47
				31-03-2019	–	–	25,000	0.47

**Note:** The above information is based on the weekly beneficiary position received from the Depositories.

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase in share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total				No. of shares	% of total
1	Brahm Vasudeva (Director)	18,28,732	34.58	01-04-2018	–	–	18,28,732	34.58
				06-06-2018	–100	Gift	18,28,632	34.58
				31-03-2019	–	–	18,28,632	34.58
2	J. M. Mukhi (Director)	5,345	0.10	01-04-2018	–	–	5,345	0.10
				31-03-2019	–	–	5,345	0.10
3	Shishir K Diwanji (Director)	5,100	0.10	01-04-2018	–	–	5,100	0.10
				31-03-2019	–	–	5,100	0.10
4	Subhadip Dutta Choudhury (Vice-Chairman and Managing Director)	50	0.00	01-04-2018	–	–	50	0.00
				31-03-2019	–	–	50	0.00
5	Sudeep Yadav (Executive Director-Finance & Administration and CFO)	101	0.00	01-04-2018	–	–	101	0.00
				31-03-2019	–	–	101	0.00



**V. INDEBTEDNESS (of the Company including interest outstanding/accrued but not due for payment)**

Rs. lakhs

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
I) Principal Amount	Nil	Nil	2509.21	2509.21
II) Interest due but not paid	Nil	Nil	Nil	Nil
III) Interest accrued but not due	Nil	Nil	174.79	174.79
<b>Total (I+II+III)</b>	<b>Nil</b>	<b>Nil</b>	<b>2684.00</b>	<b>2684.00</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	249.20	Nil	592.93	842.13
Reduction	Nil	Nil	-265.19	-265.19
<b>Net Change</b>	<b>249.20</b>	<b>Nil</b>	<b>327.74</b>	<b>576.94</b>
<b>Indebtedness at the end of the financial year</b>				
I) Principal Amount	249.20	Nil	2828.48	3077.68
II) Interest due but not paid	Nil	Nil	Nil	Nil
III) Interest accrued but not due	Nil	Nil	183.26	183.26
<b>Total (I+II+III)</b>	<b>249.20</b>	<b>Nil</b>	<b>3011.74</b>	<b>3260.94</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director and Whole Time Director:**

Rs. lakhs

S. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount
		Subhadip Dutta Choudhury	Sudeep Yadav	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	80.87	77.52	158.39
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	8.11	0.96	9.07
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2	Commission (calculated as a % of profit)	268.85	179.23	448.08
<b>Total (A)</b>		<b>357.82</b>	<b>257.72</b>	<b>615.54</b>
Ceiling as per the Companies Act, 2013				<b>896.16</b>

**B. Remuneration to other directors:**

Rs. lakhs

Particulars of Remuneration	Name of Directors						Total
Independent Directors	J. M. Mukhi	Shishir K. Diwanji	Gerson da Cunha	Gen.V. N. Sharma (Retd.)	E. A. Kshirsagar	Ravi Kant	
Board/Committee meetings attendance fee	0.75	6.00	8.00	3.75	3.25	2.25	24.00
Commission	11.13	11.13	11.13	11.13	11.13	11.13	66.75
Total (1)	11.88	17.13	19.13	14.88	14.38	13.38	90.75
Non Executive Directors	Brahm Vasudeva			Susan M. Vasudeva			
Board/Committee meetings attendance fee	2.00			1.50			3.50
Commission	11.13			11.13			22.25
Other: Fee for Advisory Services	30.57			Nil			30.57
Total (2)	43.69			12.63			56.32
Total (B)=(1 +2)							147.07

Total Managerial Remuneration (A+B)*	<b>762.61</b>
Overall Ceiling for Directors' Remuneration as per the Companies Act, 2013	<b>985.78</b>

\* Includes Rs. 58.07 lakhs of fees which are not subject to the Overall Ceiling as per the Companies Act, 2013.

## Appendix III of the Directors' Report (Continued)

### C. Remuneration to Key Managerial Personnel other than Whole Time Directors:

S. No.	Particulars of Remuneration of the Company Secretary	Rs. lakhs
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	30.50
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	1.44
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	Nil
2	Profit Performance Incentive	34.81
	Total	66.75

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL.

## Appendix IV

### Annual Report on Corporate Social Responsibility

1. Brief outline of the Company's CSR Policy: The primary product of Hawkins Cookers Limited, the pressure cooker, is a fuel and time saving device which benefits the users and the environment. We should focus on areas like rural development, women's and children's health and nutrition, conservation of forests and soil and water, mid-day meals for school children and such activities where our expertise and products will help us ensure that we make a real difference.
2. Composition of the CSR Committee: Mr. Gerson da Cunha, Independent Director, Chairman; Mr. Subhadip Dutta Choudhury, Vice-Chairman & Chief Executive Officer; Mr. Sudeep Yadav, Executive Director-Finance & Administration.
3. Average net profit of the Company for last three financial years: Rs. 66.01 crores.
4. Required CSR Expenditure: Rs. 1.32 crores.
5. Details of CSR spend for the financial year: Amount spent for the financial year: Rs. 13.30 lakhs; Amount unspent: Rs. 1.19 crores; Project identified: 'Improving the Health of Women and Children by Cutting Indoor Air Pollution with Pressure Cooking'. The Company has implemented the said project in partnership with Bhagratih Gramvikas Pratishthan (BGP), an NGO, in the Sindhudurg district of Maharashtra. Up to March 31, 2019, BGP has conducted demonstrations in 31 villages and has distributed 999 pressure cookers to villagers at a 50% discount on the MRP. It is an extremely complex operation requiring multiple inputs such as training and motivation and supervision of demonstrators, logistics for the supply of pressure cookers to villages in a remote district in rural Maharashtra, co-ordination with and motivation of BGP which has been funded by various third parties with their own motivations and the requirement to prepare written and illustrated material to explain to villagers in Marathi the benefits of pressure cooking in terms of fast cooking, fuel and money savings and saving of mothers and toddlers from smoke inhalation ("indoor-pollution"). The Company therefore could not spend all of the Rs.1.32 crores on activities under the Corporate Social Responsibility in the year ended March 31, 2019. The Company is in touch with other NGOs to expand the operation to other parts of the Country.
6. The Implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.



Subhadip Dutta Choudhury  
Vice Chairman and Chief Executive Officer



Gerson da Cunha  
Chairman of CSR Committee

**Disclosure under Rule 5 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**I. Top ten employees in terms of remuneration drawn during the year and  
Employees with remuneration drawn during the year of Rs. One crore two lakhs or more**

S. No.	Name	Age	Designation Nature of Duties	Gross Remuneration (Rs.)	Qualification	Experi- ence (Years)	Date of Start of Employment	Last Employment	
								Name of Employer	Position Held
1	Subhadip Dutta Choudhury (Notes 1 & 4)	51	Vice Chairman and Chief Executive Officer	3,57,82,245	B. Tech. Electrical Engineering, IIT, Kharagpur Post Graduate Diploma In Management, IIM, Calcutta	27	18.05.1992	—	—
2	Sudeep Yadav (Notes 2 & 4)	51	Executive Director Finance and Administration	2,57,71,587	B. Tech. Textile Technology, IIT, Delhi Post Graduate Diploma In Management, IIM, Calcutta	27	22.07.2013	Citibank N.A.	Managing Director, Head-India, Citi Transaction Services
3	Tej Paul Sharma (Note 4)	57	Executive Vice President Sales	1,09,32,001	B. Com. St. Xavier's College, Calcutta	37	14.11.1983	Speedo Sales Corporation	Salesman
4	Neil Vasudeva (Notes 3 & 4)	48	Executive Vice President Marketing	1,04,09,647	B.A. St. Stephen's College, Delhi Post Graduate Diploma In Business Management, XLRI, Jamshedpur	26	5.11.1997	Reckitt & Colman of India Limited	Product Manager Pest Control
5	J. K. Chakrabarti	59	Senior Vice President Research and Development	94,50,371	B. E. Jadavpur University, Calcutta	37	31.01.1991	Phillips India Limited	Assistant Manager R&D
6	Rahul Pathak	42	Senior Vice President Manufacturing Support	92,81,653	B. E. Bharti Vidyapeeth College of Engineering, Mumbai, M. E. – Production Engineering Veermata Jeejabai Technological Institute, Mumbai	18	28.04.2014	Accusonic Controls	CEO
7	Brahmananda Pani	54	Senior Vice President Finance and Accounts	86,49,025	CA, L L B, ICWA, CS, MBA, Xavier Institute of Management, Bhubaneswar	34	9.01.2012	BEM Limited	Dy. General Manager Finance and Accounts
8	Capt. K. S. Khera	58	Senior Vice President Personnel	81,08,361	B. Sc. Bareilly College	36	17.03.1992	Agro Tech India Limited	Security Officer
9	B. S. Sethi	60	Vice President Technical Projects	77,75,668	Diploma In Instrument Technology, Post Diploma In Die and Mould Making, Indo Swiss Training Centre, Chandigarh	38	1.11.1989	Khanna Watches Limited	Assistant Manager R&D
10	Rajesh Sharma	58	Vice President Manufacturing	74,57,597	Diploma In Mechanical Engineering, Government Polytechnic, Hoshiarpur	40	23.07.1979	Punjab United Forge Limited	Trainee Diploma Engineer

**Notes:** 1. On contract basis. 2. On contract basis. Relative of Mr. Brahm Vasudeva, Chairman. 3. Relative of Mr. Brahm Vasudeva, Chairman, and Mrs. Susan M. Vasudeva, Director. 4. Mr. Subhadip Dutta Choudhury, Mr. Sudeep Yadav, Mr. Tej Paul Sharma and Mr. Neil Vasudeva were in receipt of remuneration during the year 2018-19 which in the aggregate was not less than Rupees one crore two lakhs.



**II. Details of remuneration of each Director/Company Secretary in 2018-19**

Director/Company Secretary	% Increase over previous year	Ratio to median remuneration
<b>Directors</b>		
Brahm Vasudeva	11.7%	2.6 : 1
Subhadip Dutta Choudhury, Vice Chairman and Chief Executive Officer	15.5%	71.9 : 1
Sudeep Yadav, Executive Director-Finance & Administration and CFO	11.6%	51.8 : 1
J. M. Mukhi	15.9%	2.4 : 1
Shishir K. Dwivedi	7.0%	3.4 : 1
Gerson da Cunha	19.5%	3.8 : 1
General V. N. Sharma (Retd.)	14.4%	3.0 : 1
E. A. Kshirsagar	12.7%	2.9 : 1
Susan M. Vasudeva	9.8%	2.5 : 1
Ravi Kant	13.8%	2.7 : 1
<b>Company Secretary</b>		
Hufad Bhasoria	2.3%	Not required

**III. Number of permanent employees on the rolls of the Company:** as on 31.3.2019: 645; as on 31.3.2018: 676.

**IV. The median annual remuneration of all permanent employees** at the end of 2018-19 was Rs. 4.98 lakhs which was a 11.0% increase on the identical figure for 2017-18.

**V. Taking into account the total remuneration of all employees of the Company (including temporary employees) in the year 2018-19 and dividing it by the number of such employees as at the end of the year, we arrive at the average remuneration per employee during the said year. When we compare the average remuneration per employee thus derived for 2018-19 with the identical computation for 2017-18, we get the percent increase in 2018-19 over its previous year.**

The said comparison for employees other than the two Executive Directors in 2018-19 was an increase of 14.4% and for the Executive Directors was an increase of 13.8%.

The increase of 14.4% in the earnings of the employees other than Executive Directors is in line with the 11.4% increase in the net profits of the Company.

The increase in the remuneration of Executive Directors is as per the Remuneration Policy of the Company to employ the best available talent and to remunerate them competitively and fairly in line with the performance of the Company.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE OF CONDUCT

The Board has formulated The Corporate Governance Code of Conduct for all Directors and Senior Managers of the Company which has been posted on the website of the Company. It is hereby affirmed that all Directors and Senior Managers have complied with The Corporate Governance Code of Conduct framed by the Company and a confirmation to this effect for the year 2018-19 has been obtained from all Directors and Senior Managers. There is no instance of non-compliance.

BY ORDER OF THE BOARD OF DIRECTORS

  
SUBHADIP DUTTA CHOUDHURY  
VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER

Mumbai  
May 17, 2019

# INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Hawkins Cookers Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated August 18, 2017.
2. This report contains details of compliance of conditions of Corporate Governance by Hawkins Cookers Limited ("the Company") for the year ended March 31, 2019, as stipulated in Regulation 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("the Listing Regulations"), which we have initiated for identification purposes only.

## Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the management, including preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

## Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations for the year ended March 31, 2019.
5. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
7. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

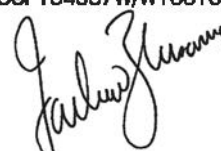
## Opinion

9. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2019.
10. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Restriction on use

11. This certificate has been issued at the request of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For KALYANWALLA & MISTRY LLP  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W/W100166



FARHAD M. BHESANIA  
PARTNER

Place : Mumbai  
Date : June 28, 2019

Membership Number 127355  
UDIN No. : 19127355AAAA8W6898

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy

Hawkins Cookers Limited believes in corporate governance that optimises results in the present and the long-term, appropriately balancing the expectations of all major stakeholders (consumers, employees, associates and shareholders). It achieves the required results by focusing on technology, management and marketing in the area of pressure cookers and cookware. The Company is committed to transparency, fair dealings with all and the creation of value on competitive merit.

### Board of Directors

As on date, the Board of Directors consists of eleven Directors: a Non-Executive Chairman, a Vice-Chairman & Chief Executive Officer, an Executive Director, six Independent Directors and two non-Executive Directors. During the year under report, four Board Meetings were held: on May 30 (Serial No. 12), August 7 (Serial No. 13), November 13 (Serial No. 14), 2018, and January 29, 2019 (Serial No. 15). The Directors' attendance for the said meetings and other details are as follows.

#### Directors Details

Name & Director Identification Number	Position	Board Meetings Attended	Whether Attended Last AGM	Director of Other Companies		Number of Committee positions in Other Companies (Note 1)
				Number of Companies	Names of the other listed Companies and Category of Directorship	
Brahm Vasudeva 00177451	Promoter, Non-Executive Chairman	3	Yes	1	None	None
Subhadip Dutta Choudhury 00141545	Vice-Chairman & Chief Executive Officer, Executive Director	4	Yes	None	None	None
Sudeep Yadav (Note 2) 02909892	Executive Director – Finance & Administration	4	Yes	None	None	None
J. M. Mukhi 00152618	Independent Director	1	No	None	None	None
Shishir K. Diwanji 00087529	Independent Director	2	Yes	4 (Including one as Chairman)	Kaira Can Company Ltd., Independent Director	None
Gerson da Cunha 00060055	Independent Director	4	Yes	1	None	None
General V. N. Sharma (Retd.) 00177350	Independent Director	4	Yes	None	None	None
E. A. Kshirsagar 00121824	Independent Director	4	Yes	5	1. Batlibol Limited, Independent Director 2. J M Financial Ltd., Independent Director 3. Manappuram Finance Limited, Independent Director	4 (Including three as Chairman)
Susan M. Vasudeva (Note 3) 06935629	Promoter Group, Non-Executive Director	3	Yes	None	None	None
Ravi Kant 00016184	Independent Director	4	Yes	3	Vedanta Ltd., Independent Director	1
Leena Chatterjee (Note 4) 08379794	Non-Executive Director	Not Applicable	Not Applicable	None	None	None

**Notes:** 1. As required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committees considered here are only Audit Committee and Stakeholders' Relationship Committee and membership of Committees of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013, is excluded. 2. Mr. Sudeep Yadav is son-in-law of Mr. Brahm Vasudeva. 3. Mrs. Susan M. Vasudeva is wife of Mr. Brahm Vasudeva. 4. Prof. Leena Chatterjee was appointed as an Additional Director with effect from April 1, 2019.

The Company requires skills/expertise/competencies in the areas of Marketing, General Management, Financial Competency and Legal Expertise and the same are available with the Board.

### Audit Committee

The role of the Audit Committee in the year under report, as is usual, was to oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; to recommend appointment, remuneration and terms of appointment of the statutory auditors; to approve payment to statutory auditors for any other services rendered by them; to examine and review, with the management, the quarterly and the annual financial statements and the auditors' report thereon before submission to the Board for approval with particular reference to (a) Matters required to be included in the Directors' Responsibility Statement in the Board's Report; (b) changes, if any, in accounting policies and practices and reasons for the same; (c) major accounting entries involving estimates based on the exercise of judgment by management; (d) significant adjustments made in the financial statements arising out of audit findings; (e) compliance with listing and other legal requirements relating to financial statements; (f) required disclosure of any related party transactions; and (g) any qualifications in the draft audit report.

Further, the Audit Committee is required to review and monitor the statutory auditors' independence and performance and effectiveness of the audit process; to approve related party transactions as per the policy approved by the Board; to evaluate internal financial control and risk management systems; to review, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems; to review the adequacy of the internal audit function; to discuss with the internal auditor any significant findings and follow-up thereon; to review the findings of internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board; to discuss with statutory auditors about the nature and scope of audit and post-audit areas of concern; to look into the reasons for substantial defaults if any in the payment to the depositors, shareholders and creditors; to review the functioning of the Whistle Blower Mechanism; to approve the appointment of the Chief Financial Officer. Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed and noted or acted upon, as required.

The Audit Committee, consisting of the five Independent Directors, met four times during the year under report and the attendance of Members at the Meetings was as follows:

Name of Director	Number of Meetings Attended
E. A. Kshirsagar, Chairman	4
Shishir K. Diwanji	3
Gerson da Cunha	4
General V. N. Sharma (Retd.)	4
J. M. Mukhi	1

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of three Independent Directors and one non-Executive Director: Mr. Shishir K. Diwanji, Chairman, Mr. Gerson da Cunha, General V. N. Sharma (Retd.) and Mr. Brahm Vasudeva. The Nomination and Remuneration Committee in the year under report was charged with the responsibility to formulate the criteria for determining qualifications, positive attributes and independence of a director and to recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees; to formulate the criteria for evaluation of the Independent Directors and the Board; to devise a policy on Board diversity; to identify persons who are qualified to become Directors and who may be appointed in senior management one level below the Executive Directors in accordance with the criteria laid down and to recommend to the Board their appointment and removal; whether to extend or continue the term of appointment of Independent Directors on basis of their performance evaluation.

The Nomination and Remuneration Committee, met twice during the year under report and all the four Members attended the said Meeting.

The Remuneration Policy formulated by the Company has been placed at the Company's website at <https://www.hawkinscookers.com/download/RemunerationPolicy.pdf>.

Criteria for the Evaluation of the Individual Performance of Independent Directors (IDs) recommended by the Nomination and Remuneration Committee and accepted by the Board are as stated hereinbelow:

1. The time and attention the ID is able to give to the business of the Company. 2. The effectiveness and quality of the advice that the ID is able to contribute towards the functioning of the Board. 3. The objectivity and quality of the advice the ID is able to contribute to the governance of the Company. 4. The degree to which the ID is able to convey the concerns and needs of Society.



## Corporate Governance Report (Continued)

Criteria for the Evaluation of the Performance of the Board of Directors as a whole recommended by the Nomination and Remuneration Committee and accepted by the Board are as stated hereinbelow:

1. The level to which the Board has maintained and grown the reputation of the Company as well as the physical and financial assets of the Company.
2. The level to which the Board has developed and maintained good relations with all stakeholders in the Company such as employees, associates, vendors, customers, consumers, investors, shareholders and the government.
3. The level to which the Board has ensured that the Company is in compliance with all legal requirements.

### Directors' Remuneration

The remuneration of the Executive Directors for the year 2018-19 is as per the table below:

Director	Salary	Provident Fund, Superannuation & Gratuity	Perquisites & Allowances	Commission	Total	Contract Period
	Rs. lakhs	Rs. lakhs	Rs. lakhs	Rs. lakhs	Rs. lakhs	
S. Dufra Choudhury	48.00	15.27	25.71	268.85	357.82	1.10.2016 to 30.9.2019
Sudeep Yadav	40.00	12.72	25.76	179.23	257.72	1.10.2016 to 30.9.2019

**Notes:** 1. One Lakh = 1,00,000. 2. The above figures do not include provision for encashable leave as the provision in the accounts for this item based on an actuarial valuation is made for all permanent employees taken together.

As per the contracts entered into by the Company with the Vice-Chairman & Chief Executive Officer and the Executive Director-Finance and Administration, their services may be terminated by either party at three months' notice. There is no provision in their contracts for payment of severance fees.

Benefits extended to Mr. Brahm Vasudeva, Chairman of the Board, for his Advisory Services for the year 2018-19 were Rs. 30.57 lakhs as per the contract approved by the Board of Directors at its Meeting (Serial No. 4) held on May 19, 2016. In addition, an office has been provided to the non-Executive Chairman at the registered office of the Company.

During the year 2018-19, the Company paid Sitting fees to the Non-Executive Directors of Rs. 50,000 per Meeting of the Board and Rs. 25,000 per Meeting of the Committees of the Board for attending the Meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the Meetings.

The Shareholders have at the AGM of the Company held on August 6, 2015, approved payment of Commission to the Non-Executive Directors within the ceiling of 1% of the Net Profits of the Company as computed under the applicable provisions of the Companies Act, 2013, for each year up to the following five years. For the year 2018-19, the Board has resolved to distribute the said amount of Rs.89.00 lakhs of Commission equally within the said ceiling amongst the 8 Non-Executive Directors.

Details of the remuneration to the Non-Executive Directors for the year 2018-19 are given below:

Director	Commission Payable for the Year 2018-19 Rs. lakhs	Board Meeting Fees Paid Rs. lakhs	Committee Meeting Fees Paid Rs. lakhs	Total Rs. lakhs
Brahm Vasudeva	11.13	1.50	0.50	13.13
J. M. Mukhi	11.13	0.50	0.25	11.88
Shishir K. Dwivedi	11.13	1.00	5.00	17.13
Gerson da Cunha	11.13	2.00	6.00	19.13
General V.N. Sharma (Retd.)	11.13	2.00	1.75	14.88
E. A. Kshirsagar	11.13	2.00	1.25	14.38
Susan M. Vasudeva	11.13	1.50	—	12.63
Ravi Kant	11.13	2.00	0.25	13.38
<b>Total</b>	<b>89.00</b>	<b>12.50</b>	<b>15.00</b>	<b>116.50</b>

**Shareholding of Non-Executive Directors as at 31.3.2019**

Director	Number of Shares Held
Brahm Vasudeva	18,28,632
J. M. Mukhi	5,345
Shishir K. Diwanji	5,100

**Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee consists of two Independent Directors, Mr. Shishir K. Diwanji, Chairman, and Mr. Gerson da Cunha and two Executive Directors, Mr. Subhadip Dutta Choudhury and Mr. Sudeep Yadav. Mrs. Hutoxi Bhesania, Company Secretary, is the Compliance Officer. The Committee met sixteen times in 2018-19. The number of shareholders' complaints received during the year 2018-19 are 16 (previous year: 17) and all have been satisfactorily resolved within the year except one which has been subsequently resolved.

**General Body Meetings**

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location	Special Resolutions Passed
2015-2016	4.8.2016	4:00 pm	Jai Hind College, 'A' Road, Churchgate, Mumbai 400020	None proposed.
2016-2017	2.8.2017	4:00 pm	Patkar Hall, SNDT Women's University, Vithaldas Thackersey Marg, Churchgate, Mumbai 400020	Place of keeping Registers and Annual Returns.
2017-2018	7.8.2018	4:00 pm	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020	1. Six Special Resolutions for the Continuance of the Directorships of the following Non-Executive Directors who had attained the age of 75 years as at April 1, 2019: i. Mr. Brahm Vasudeva ii. Mr. J. M. Mukhi iii. Mr. Shishir K. Diwanji iv. Mr. Gerson da Cunha v. Gen. V. N. Sharma (Retd.) vi. Mr. E. A. Kshirsagar 2. Continuance of the Directorship of Mr. Ravi Kant, Non-Executive Director, who would attain the age of 75 years on June 1, 2019.

No special resolutions were required to be put through postal ballot in the year 2018-19. No special resolutions on matters requiring postal ballot are placed for shareholders' approval at the 59th Annual General Meeting.

**Means of Communication**

During the year, quarterly results were approved by the Board of Directors and submitted to BSE Ltd. in terms of the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Quarterly results and all other mandated Notices are published as required in prominent local daily newspapers, namely, *The Economic Times* and *Maharashtra Times*. The results are displayed on the Company's website [www.hawkinscookers.com](http://www.hawkinscookers.com). No news releases have been issued by the Company and no presentations have been made to Institutional Investors or to analysts. Management Discussion and Analysis is stated in the Directors' Report.

**Disclosures**

The Related Party Transactions Policy duly approved by the Board of Directors has been placed on the Company's website at <https://www.hawkinscookers.com/Rpt.aspx>. There were no transactions of a material nature during the year 2018-19 with the Promoters, the Directors or the Management or relatives that may have any potential conflict with the interest of the Company at large. Transactions with related parties as per the requirements of Ind AS 24 are disclosed in Point 12 in Note 34 forming part of the financial statements.

## Corporate Governance Report (Continued)

There were no instances of non-compliance by the Company nor have any penalties or strictures been imposed by BSE Ltd. or the Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets. The Company is in compliance with all the applicable requirements of the Listing Agreement with BSE Ltd. and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the establishment of Vigil Mechanism/Whistle Blower Policy have been stated in the Directors' Report. It is affirmed that no person has been denied access to the Chairman of the Audit Committee under the Vigil Mechanism/Whistle Blower Policy.

The principal commodity used by the Company is aluminium. The globally accepted benchmark for aluminium prices is the price quoted on the London Metal Exchange. The monthly average of the LME quotations in April 2018 was US \$ 2,246 per tonne and in March 2019 was US \$ 1,872 per tonne, that is, 16.7% lower. The Company does not undertake any commodity hedging activity.

A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

All the recommendations of the various Committees of the Board were accepted by the Board.

Details relating to fees paid to the Statutory Auditors are given in Note 33 forming part of the financial statements.

In the year 2018-19 no case of sexual harassment of women was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of the familiarization programs for the Independent Directors are available at <https://www.hawkinscookers.com/ldfp>.

## Shareholder Information

The 59th Annual General Meeting is to be held on Tuesday, August 6, 2019, at 4:00 pm at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

The Financial Calendar in the year 2019-20 is as follows:

May 29:	Approval of the Annual Results of 2018-19
July 13:	Mailing of the Annual Report
July 31 to August 6:	Dates of Book Closure
August 6:	Approval of the First Quarter Results
August 6:	Annual General Meeting
By September 5:	Payment of Dividend of Rs.80 per share (Subject to the approval of the shareholders).
By November 14:	Approval of the Second Quarter Results
By February 14:	Approval of the Third Quarter Results

## Stock Market Price data for the year 2018-19

The equity shares of the Company are listed on BSE Ltd., P. J. Towers, Dalal Street, Mumbai – 400001. Stock Code: 508486. The annual listing fees for the year 2019-20 have been paid to BSE Ltd.

Month	Company Stock Prices Rs.		BSE Sensex	
	High	Low	High	Low
April	3371	2730	35213	32973
May	3100	2727	35994	34303
June	2919	2700	35877	34785
July	2899	2652	37645	35107
August	3510	2665	38990	37129
September	3548	2886	38934	35986
October	3069	2755	36617	33292
November	3190	2805	36389	34303
December	3030	2780	36555	34426
January	2975	2800	36701	35376
February	2949	2731	37172	35287
March	3126	2781	38749	35927

The Company's Registrar and Share Transfer Agent (RTA) is Link Intime India Pvt. Ltd (registered office at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083). The RTA acknowledges and executes transfer of shares, arranges for issue of dividend, processes dematerialisation and rematerialisation of shares, receives and deals with complaints from investors under the supervision and control of the Company.

The Company's shares are traded on BSE Ltd. in dematerialised mode. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of physically held securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019.

As on March 31, 2019, 51,46,379 shares were held in a dematerialised mode representing 97.33% of the Company's total shares and the balance 1,41,436 shares (2.67%) were held in physical mode.

**Distribution of shares as on March 31, 2019**

**By Size of Holding of the Shareholders.**

Holding	Shareholders		Shares	
	Number	%	Number	%
1 to 1,000	14,078	98.90	9,41,122	17.80
1,001 to 5,000	114	0.80	2,44,610	4.63
5,001 to 10,000	10	0.07	65,392	1.24
Above 10,000	32	0.22	40,36,691	76.34
<b>Total</b>	<b>14,234</b>	<b>100.00</b>	<b>52,87,815</b>	<b>100.00</b>

**By Category of Shareholders.**

Category	Number of Shares	Shareholding
Promoters	29,62,836	56.03%
Individuals and Others	16,06,832	30.39%
Mutual Funds	6,67,114	12.62%
Bodies Corporate	36,860	0.70%
Foreign Portfolio Investors	6,718	0.13%
Banks/Financial Institutions	7,455	0.14%
<b>Total</b>	<b>52,87,815</b>	<b>100.00%</b>

Certain figures in certain tables that appear in this report apparently do not add up because of rounding off but are wholly accurate in themselves.

In 2018-19, the Company's exports were all on advance payment or Letters of Credit at sight. Therefore, the foreign exchange risk was minimal. The Company undertook no activity hedging foreign exchange.

**Credit Rating:** The Company has obtained credit ratings from ICRA during the year ended March 31, 2019, for the following:

(I) Fixed Deposits Programme – Rating: MAA Stable (High credit quality with low credit risk)

(II) Bank Facilities – Rating: AA- Stable (High degree of safety with low credit risk)

There has been no change in Credit Ratings during the year.

**The Company's plants** are located at Thane (Maharashtra), Hoshiarpur (Punjab) and in Satharia, Jaunpur District (UP).

**Address for Communication:** The Company's registered office is situated at Maker Tower F101, Cuffe Parade, Mumbai 400005. Shareholders holding shares in dematerialised mode should address their correspondence regarding change of address/bank details to their respective Depository Participant. Shareholders holding physical shares should address their correspondence to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. at the address given in this report hereinabove or to the Company.



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAWKINS COOKERS LIMITED

## Report on the Audit of the Ind AS Financial Statements

### Opinion

We have audited the accompanying Ind AS financial statements of Hawkins Cookers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics Issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter Description	How the scope of our audit addressed the Key Audit Matter
<b>1. Accounting for Discounts, Schemes etc.</b>	
<p>Refer to Note 1.8 (j) (Accounting Policies), Note 24 (Revenue recognised &amp; related disclosures) to the Ind AS financial statements.</p> <p>Revenue is measured net of discounts, incentives and volume rebates earned by customers on the sale of Company's products.</p> <p>The Company makes estimates of discounts, incentives and volume rebates on sales made during the year, which is considered to be material and involves significant amount of complexity and judgement.</p> <p>Therefore, there is a risk of revenue being materially misstated on account of errors in arriving at discounts, incentives and volume rebates.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"><li>Assessing the Company's revenue recognition policies, including those related to discounts, incentives and volume rebates by comparing with the applicable Ind AS.</li><li>Evaluating the design and implementation, and testing the operating effectiveness of controls over recognition and measurement criteria and adequacy of discounts, incentives and volume rebates.</li><li>Comparing the discounts, incentives and volume rebates with the prior year and, where relevant, performed further inquiries and testing. We reconciled a sample of discounts, incentives and volume rebate accruals to supporting documentation and challenged management's assumptions used in estimating rebate accruals.</li><li>We also assessed as to whether the disclosures in respect of these expenses were adequate.</li></ul>

Key Audit Matter Description	How the scope of our audit addressed the Key Audit Matter
<p><b>2. Inventory Valuation and Provisioning</b></p> <p>Refer to Note 1.8 (d) (Accounting Policies) and Note 8 (Inventory recognised) to the Ind AS financial statements.</p> <p>Inventories are valued at the lower of cost and net realisable value (NRV). Raw Materials are valued at weighted average cost. Inventory other than Raw Materials namely Packing Material, Stores &amp; Spares and Stock-in-Trade are valued at lower of First-In, First-Out cost and NRV. Work-in-Progress and Finished Goods include costs of conversion and an appropriate share of production overheads based on normal production capacity.</p> <p>We do not consider the valuation of these inventories to be at a high risk of significant misstatement, or to be subject to a significant level of judgement. However, on account of the computation of inventory valuation being partially automated, this is considered to be an area which required significant attention in terms of time and efforts.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>Assessing the Company's inventory valuation policies.</li> <li>Evaluating the design and implementation, and testing the operating effectiveness of controls over the manual procedures performed for inventory valuation.</li> <li>Tracing the physical inventory count sheets in case of the items for which physical verification was performed by us, to the valuation sheets to ensure completeness of all items considered for the valuation purpose.</li> <li>Re-performing the computation of the rate of valuation for a sample of major inventory items in each broad category of inventory.</li> <li>Verifying all links and formulas to ensure there are no misstatements on account of errors.</li> <li>Verifying the journals posted to inventory to identify unusual or irregular items.</li> <li>Developing an expectation with respect to the average valuation rates for each major category of inventory and compared the same with the actuals, accompanied with further inquiries and testing based on current period's knowledge about the business.</li> </ul>

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, namely Financial Performance - Five Year Summary, Director's Report including annexures to Director's Report, Corporate Governance Report etc., but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion of the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and review the steps taken by the Management to communicate with those in receipt of the other information, if previously issued, to inform them of the revision.

#### Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Independent Auditor's Report (Continued)**

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

(e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

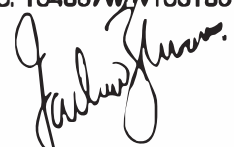
(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 34 (2)(a) to the Ind AS financial statements;

II. The Company did not have any long-term contracts including derivative contracts during the year ended March 31, 2019, for which there were any material foreseeable losses.

III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For KALYANWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No. 104607WW/100166



Farhad M. Bhesania  
Partner  
Membership No. 127355



**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(The Annexure referred to in paragraph 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the Ind AS Financial Statements for the year ended March 31, 2019.)**

**Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:****I. Fixed Assets:**

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, the Company has a programme for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification are not material and have been properly dealt with in the books of account.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company (formerly known as Pressure Cookers & Appliances Limited) as at the balance sheet date except the following:

<b>Particulars of the Land</b>	<b>Gross Block (as at March 31, 2019)</b>	<b>Net Block (as at March 31, 2019)</b>	<b>Remarks</b>
Freehold Land located at Hoshiarpur admeasuring 20 Acres.	Rs.2 Lakhs	Rs.2 Lakhs	The possession of land has been given to the Company by the Government of Punjab, as per the agreement; the conveyance of which is yet to be finalized.

In respect of the immovable properties of land that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company (formerly known as Pressure Cookers & Appliances Limited), where the Company is the lessee in the agreement except the following:

<b>Particulars of the Land</b>	<b>Gross Block (as at March 31, 2019)</b>	<b>Net Block (as at March 31, 2019)</b>	<b>Remarks</b>
Leasehold Land located at Jaunpur (Satharia) Plot no. A1, A2, A14, A15 admeasuring 24,282 square metres.	Rs.0.83 Lakh	Rs.0.57 Lakh	The registered lease deed is in the name of M/s PCA Engineers Limited, the erstwhile Company that was merged with the Company under Section 391 to 394 of the Companies Act, 1956 in terms of the approval of the Honourable High Court of Bombay. The Company has applied to UP State Industries Development Corporation Limited for transfer of the lease in the name of the Company.

ii. The Management has conducted physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore the provisions of sub-clauses (a), (b) and (c) of paragraph 3(iii) of the Order are not applicable.

iv. In our opinion and according to the information given to us the Company has not advanced any loans to the persons covered under Section 185 or given any loans, guarantees or securities or made any investments as per the provisions of Section 186 of the Act.

v. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder, as amended, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act.

vii. (a) According to the information and explanations given to us and on the basis of the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities, wherever applicable. We have been informed that there are no undisputed dues which have remained outstanding as at March 31, 2019.

(b) According to the information and explanation given to us there are no dues outstanding of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Goods and Services Tax on account of any dispute other than the following:

Name of the Statute	Nature of Dues	Financial Year (F.Y.) to which the amount relates	Amount involved (Rs. In lakhs)	Amount paid (Rs. In lakhs)	Amount unpaid (Rs. In lakhs)	Forum where Dispute is Pending
Income Tax Act, 1961	Tax deducted at Source and Interest thereon.	2007-2008 to 2017-2018	0.54	—	0.54	Commissioner of Income Tax (Appeals)
Sales Tax, Value Added Tax, Central Sales Tax, Entry Tax and Goods & Service Tax Acts	Sales Tax, Value Added Tax, Central Sales Tax, Entry Tax and Goods & Service Tax	2005-2006	26.69	6.68	20.01	Palno High Court
		2008-2009 and 2013-2014	11.93	0.91	11.03	Tribunal
		2009-2011 and 2012-2014	147.28	9.82	137.46	Joint Commissioner
		2005-2006, 2012-2013, 2013-2014 and 2017-2018	20.18	0.83	19.35	Deputy Commissioner
Central Excise Act, 1944 and Finance Act, 1994	Excise Duty, Service Tax and Penalties	2015-2016 and Feb'16 to Jun'17	23.88	1.70	22.18	Commissioner of Central Excise Appeals
		1981-1984 and 2005-2015	1,314.28	51.84	1,262.44	Customs, Excise and Service Tax Appellate Tribunal

viii. According to the information and explanations given to us and based on the documents and records produced before us, there have been no defaults in the repayment of dues to banks. The Company does not have loans or borrowings from financial institutions and government. The Company has not issued any debentures.

ix. According to the information and explanations given to us, the Company has neither raised money through initial public offer or further public offer (including debt instruments) nor taken any term loans during the year.

x. During the course of our examination of the books of account and records of the Company, and according to the information and explanation given to us and representations made by the Management, no material fraud by, or on the Company by its officers or employees, has been noticed or reported during the year.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

## **Independent Auditor's Report (Continued)**

xv. According to the Information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with the Directors or persons connected with them. Hence the provisions of Section 192 of the Act are not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence the provisions of paragraph 3 (xvi) of the Order are not applicable.

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No. 104607W/W100166



Farhad M. Bhesania  
Partner  
Membership No. 127355

Mumbai  
May 29, 2019

### **ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in Paragraph 2(f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended March 31, 2019.)**  
**Report on the Internal Financial Controls with reference to financial statements under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of **HAWKINS COOKERS LIMITED** ("the Company") as of March 31, 2019, in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.



## **Independent Auditor's Report (Continued)**

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India.

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No. 104607W/W100166



Farhad M. Bhesania  
Partner  
Membership No. 127355

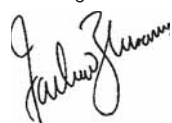
Mumbai  
May 29, 2019

# BALANCE SHEET AS AT MARCH 31, 2019

	Note No.	As at March 31, 2019		As at March 31, 2018	
		Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>ASSETS</b>					
NON-CURRENT ASSETS					
Property, Plant and Equipment	2	26,43.12		23,16.70	
Capital Work-in-Progress		1,77.54		1,04.55	
Intangible assets	2	6.47		NIL	
Financial Assets					
Investments	3	0.25		0.25	
Other non-current financial assets	4	1,08.40		1,10.60	
Non-current tax assets (net)	5	30.22		14.75	
Deferred tax assets (net)	6	1,67.75		1,42.08	
Other non-current assets	7	3,11.06	34,44.82	3,22.74	30,11.67
CURRENT ASSETS					
Inventories	8	100,06.36		66,92.48	
Financial Assets					
Trade receivables	9	78,54.52		47,14.27	
Cash and cash equivalents	10	61.00		8,03.12	
Other bank balances	11	34,58.61		79,10.04	
Other current financial assets	12	1,28.78		2,36.48	
Other current assets	13	17,70.34	232,79.61	11,84.22	215,40.60
TOTAL ASSETS			267,24.43		245,52.28
<b>EQUITY AND LIABILITIES</b>					
EQUITY					
Equity Share Capital	14	5,28.78		5,28.78	
Other Equity	15	113,32.70	118,61.48	104,53.28	109,82.06
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	16	21,34.41		13,82.42	
Provisions	17	4,00.23	25,34.64	4,32.27	18,14.69
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	18	6,96.77		4,24.38	
Trade payables	19				
Total outstanding dues of micro enterprises and small enterprises		4,80.68		2,16.88	
Total outstanding dues of creditors other than micro enterprises and small enterprises		47,95.89		49,95.93	
Other current financial liabilities	20	37,45.73		36,98.78	
Other current liabilities	21	24,55.47		22,20.50	
Provisions	22	1,07.93		1,33.84	
Current Tax Liabilities (net)	23	45.84	123,28.30	65.21	117,55.52
TOTAL EQUITY AND LIABILITIES			267,24.43		245,52.28


See accompanying notes 1 to 34 forming part of the financial statements.

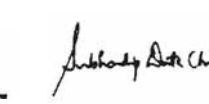
As per our report of even date  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Registration No.: 104607W/W100166



Farhad M. Bhesania  
Partner  
Membership No.: 127355  
Mumbai: May 29, 2019

  
Brahm Vasudeva  
Chairman  
DIN:00177451

  
Susan M. Vasudeva  
Director  
DIN:06935629

  
S. Dutta Choudhury  
Vice-Chairman &  
Chief Executive Officer  
DIN:00141545

Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350

  
E. A. Kshirsagar  
Director  
DIN:00121824

Gerson da Cunha  
Director  
DIN:00060055

  
S. K. Diwanji  
Director  
DIN:00087529

Sudeep Yadav  
Executive Director-  
Finance & Administration  
DIN:02909892

  
Ravi Kant  
Director  
DIN:00016184

Hutoxi Bhesania  
Company Secretary

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

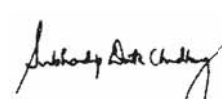
	Note No.	For the year ended March 31, 2019		For the year ended March 31, 2018	
		Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
Income:					
Revenue from operations (net)	24	652,84.13		556,61.24	
Other Income	25	4,14.49		11,08.87	
Total Income			656,98.61		567,70.11
Expenses:					
Cost of materials consumed	26	246,75.13		183,67.21	
Purchases of Stock-in-Trade		74,29.23		60,66.58	
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress }	27	—27,64.76		16,17.32	
Excise Duty		NIL		4,04.93	
Employee benefits expense	28	90,82.00		76,08.66	
Finance costs	29	3,97.87		4,14.39	
Depreciation and amortization expense	2	4,01.28		3,65.58	
Other expenses	30	182,43.56		145,44.25	
Total Expenses			574,64.31		493,88.92
Profit before tax			82,34.30		73,81.19
Tax expense:					
Current tax	31(a)	27,95.16		24,64.34	
Deferred tax	31(b)	17.34	28,12.50	48.98	25,13.33
Profit for the year (A)			54,21.80		48,67.86
Other Comprehensive Income					
Items that will not be reclassified to Profit or Loss					
Actuarial Loss on Defined Benefit Plans		—1,23.07		—1,51.35	
Tax Effect on the above	31(b)	43.00	—80.06	52.89	—98.46
Items that will be reclassified to Profit or Loss			NIL		NIL
Total Other Comprehensive Income for the year (B)			—80.06		—98.46
Total Comprehensive Income for the year (A+B)			53,41.74		47,69.40
Earning Per Share (face value Rs. 10 each)					
Basic and Diluted - (in Rupees)	32		102.53		92.06

See accompanying notes 1 to 34 forming part of the financial statements.

  
Ravi Kant  
Director  
DIN:00016184

  
S. K. Diwanji  
Director  
DIN:00087529

  
E. A. Kshirsagar  
Director  
DIN:00121824

  
S. Dutta Choudhury  
Vice-Chairman &  
Chief Executive Officer  
DIN:00141545

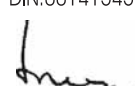
  
Brahm Vasudeva  
Chairman  
DIN:00177451

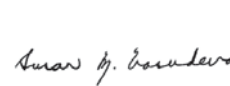
As per our report of even date  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Registration No.: 104607W/W100166


  
Hutoxi Bhesania  
Company Secretary

  
Sudeep Yadav  
Executive Director-  
Finance & Administration  
DIN:02909892

  
Gerson da Cunha  
Director  
DIN:00060055

  
Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350

  
Susan M. Vasudeva  
Director  
DIN:06935629

  
Farhad M. Bhesania  
Partner  
Membership No.: 127355

Mumbai: May 29, 2019

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

## A. Equity Share Capital

Particulars	Balance Rs. Lakhs
<b>As at April 1, 2017</b>	<b>5,28.78</b>
Changes in the equity share capital during the year	NIL
<b>As at March 31, 2018</b>	<b>5,28.78</b>

Particulars	Balance Rs. Lakhs
<b>As at April 1, 2018</b>	<b>5,28.78</b>
Changes in the equity share capital during the year	NIL
<b>As at March 31, 2019</b>	<b>5,28.78</b>

## B. Other Equity

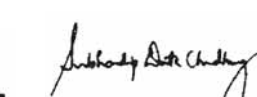
Particulars	Reserves and Surplus			
	Securities Premium Rs. Lakhs	General Reserve Rs. Lakhs	Retained Earnings Rs. Lakhs	Total Rs. Lakhs
<b>Balances as at April 1, 2017</b>	<b>2,49.25</b>	<b>41,52.09</b>	<b>57,37.55</b>	<b>101,38.88</b>
Current year profits			48,67.86	<b>48,67.86</b>
Actuarial Loss on Defined Benefit Plans net of tax			—98.46	<b>—98.46</b>
Dividend on equity shares for the year 2016-17			—44,55.00	<b>—44,55.00</b>
Transfer to General Reserve			—2,00.00	<b>—2,00.00</b>
Transfer from Retained Earnings		2,00.00		<b>2,00.00</b>
<b>Balances as at March 31, 2018</b>	<b>2,49.25</b>	<b>43,52.09</b>	<b>58,51.95</b>	<b>104,53.28</b>

Particulars	Reserves and Surplus			
	Securities Premium Rs. Lakhs	General Reserve Rs. Lakhs	Retained Earnings Rs. Lakhs	Total Rs. Lakhs
<b>Balances as at April 1, 2018</b>	<b>2,49.25</b>	<b>43,52.09</b>	<b>58,51.95</b>	<b>104,53.28</b>
Current year profits			54,21.80	<b>54,21.80</b>
Actuarial Loss on Defined Benefit Plans net of tax			—80.06	<b>—80.06</b>
Dividend on equity shares for the year 2017-18			—44,62.32	<b>—44,62.32</b>
Transfer to General Reserve			—2,00.00	<b>—2,00.00</b>
Transfer from Retained Earnings		2,00.00		<b>2,00.00</b>
<b>Balances as at March 31, 2019</b>	<b>2,49.25</b>	<b>45,52.09</b>	<b>65,31.37</b>	<b>113,32.70</b>

See accompanying notes 1 to 34 forming part of the financial statements.

As per our report of even date  
For KALYANWALLA & MISTRY LLP  
Chartered Accountants  
Firm Registration No.: 104607W/W100166


  
Brahm Vasudeva  
Chairman  
DIN:00177451

  
S. Dutta Choudhury  
Vice-Chairman &  
Chief Executive Officer  
DIN:00141545

  
E. A. Kshirsagar  
Director  
DIN:00121824

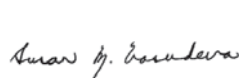
  
S. K. Diwanji  
Director  
DIN:00087529

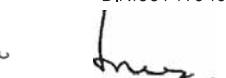
  
Ravi Kant  
Director  
DIN:00016184

  
Farhad M. Bhesania  
Partner

Membership No.: 127355

Mumbai: May 29, 2019

  
Susan M. Vasudeva  
Director  
DIN:06935629

  
Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350

  
Gerson da Cunha  
Director  
DIN:00060055

  
Sudeep Yadav  
Executive Director-  
Finance & Administration  
DIN:02909892

  
Hutoxi Bhesania  
Company Secretary

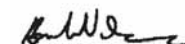
# STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

	For the year ended March 31, 2019 Rs. Lakhs	For the year ended March 31, 2018 Rs. Lakhs
<b>A. Cash Flow from Operating Activities:</b>		
Profit before tax	82,34.30	73,81.19
Adjustments for :		
Depreciation and amortization expense	4,01.28	3,65.58
Loss/—Profit on sale of property plant and equipment (net)	5.75	—4,14.23
Interest income	—3,97.05	—6,53.63
Dividend income	—0.04	—0.08
Finance costs	3,97.87	4,14.39
Provision for compensated absences	—57.95	33.49
Effect of Other Comprehensive Income items	—1,23.07	—1,51.35
Operating profit before working capital changes	84,61.08	69,75.37
Changes in working capital		
Adjustments for—increase/decrease in operating assets		
Inventories	—33,13.88	15,82.93
Trade receivables	—31,40.25	—79.58
Other current financial assets	—2.09	16.75
Other current assets	—5,86.12	—4,53.76
Other non-current financial assets	2.20	—2.67
Other non-current assets	2.48	—14.73
Adjustments for increase/—decrease in operating liabilities		
Trade payables	63.75	12,86.12
Other current financial liabilities	4,92.95	3.21
Other current liabilities	2,34.97	—1,70.54
Cash generated from operations	22,15.09	91,43.10
Income taxes paid (net)	—28,30.00	—22,20.10
<b>Net Cash from/—used in Operating Activities   A</b>	—6,14.91	69,23.00
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of property, plant and equipment (including capital advances)	—8,38.07	—5,10.29
Sale of property, plant and equipment	34.34	4,31.57
—Increase/Decrease in fixed deposits with banks	44,51.43	—17,83.01
Interest received	5,06.84	6,02.97
Dividend received	0.04	0.08
<b>Net Cash from/—used in Investing Activities   B</b>	41,54.59	—12,58.70
<b>C. Cash Flow from Financing Activities:</b>		
Finance costs paid	—3,89.40	—6,09.07
Dividend paid (including tax on dividend)	—44,60.87	—44,17.24
Proceeds from fixed deposits	5,84.46	6,54.44
Repayment of fixed deposits	—2,65.19	—8,78.42
<b>Net Cash used in Financing Activities           C</b>	—45,31.00	—52,50.30
<b>Net Increase/—Decrease in Cash and Cash Equivalents                           A + B + C</b>	—9,91.32	4,14.00
Cash and cash equivalents as at the commencement of the year (Note 10)	D       8,03.12	3,89.11
Cash and cash equivalents as at the end of the year (Note 10)	E       —1,88.20	8,03.12
<b>Net Increase/—Decrease in Cash and Cash Equivalents                           E - D</b>	—9,91.32	4,14.00

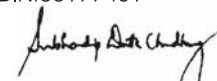
Cash and cash equivalents as at March 31, 2019, are net of Bank overdrafts of Rs. 249.20 Lakhs (refer note 18).

See accompanying notes 1 to 34 forming part of the financial statements.

Signatures to  
Cash Flow Statement



Brahm Vasudeva  
Chairman  
DIN:00177451



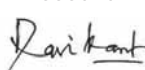
S. Dutta Choudhury  
Vice-Chairman &  
Chief Executive Officer  
DIN:00141545



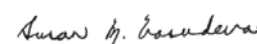
E. A. Kshirsagar  
Director  
DIN:00121824



S. K. Diwanji  
Director  
DIN:00087529



Ravi Kant  
Director  
DIN:00016184



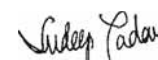
Susan M. Vasudeva  
Director  
DIN:06935629



Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350



Gerson da Cunha  
Director  
DIN:00060055



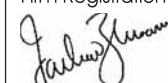
Sudeep Yadav  
Executive Director-  
Finance & Administration  
DIN:02909892



Hutoxi Bhesania  
Company Secretary

Mumbai: May 29, 2019

As per our report of even date  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Registration No.: 104607W/W100166



Farhad M. Bhesania  
Partner

Membership No.: 127355

Mumbai: May 29, 2019



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE 1

#### **Basis of Accounting, Preparation of Financial Statements and Accounting Policies**

##### **1.1 Corporate Information**

Hawkins Cookers Limited (the 'Company') is a public limited Company domiciled and incorporated in India having its registered office at F 101, Maker Tower, Cuffe Parade, Mumbai - 400 005. The Company's shares are listed since 1978 and traded on the BSE. The Company is engaged in the manufacture, trading and sale of kitchenware.

The financial statements of the Company for the year ended March 31, 2019, were approved by the Board of Directors and authorised for issue on May 29, 2019.

##### **1.2 Basis of Preparation and Presentation**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("Act"), the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other applicable provisions of the Act.

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity have been prepared and presented in the format prescribed in the Division II of the Schedule III to the Companies Act, 2013. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 Statement of Cash Flows. The disclosure requirements with respect to the items in the Balance Sheet and Statement of Profit and Loss Account are presented by way of notes forming part of the financial statements.

The Company has considered a period of twelve months as the operating cycle for classification of assets and liabilities as current and non-current.

##### **1.3 Basis of Measurement**

These financial statements have been prepared based on accrual and going concern principles following the historical cost conventions except for those financial assets and liabilities that are measured at fair value.

##### **1.4 Functional and Presentation Currency**

These financial statements are presented in Indian Rupees, which is the Company's functional currency, being the currency of the primary economic environment in which the Company operates. All amounts have been rounded off to the nearest Lakhs, unless otherwise indicated. Certain figures apparently do not add up because of rounding off but are wholly accurate in themselves.

##### **1.5 Key Estimates & Assumptions**

In preparing these Ind AS compliant financial statements, the Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable and a continuous evaluation is done on the estimation and judgements based on historical experience and other factors.

Actual results may differ from these estimates. The areas involving critical estimates or judgements are as follows:

- a. Useful life and residual value of property, plant and equipment (refer accounting policy 1.8(a)).
- b. Impairment of property, plant and equipment (refer accounting policy 1.8(c)).
- c. Recognition and measurement of defined benefit obligations (refer accounting policy 1.8(i)).
- d. Recognition of deferred tax assets (refer accounting policy 1.8(p)).
- e. Fair Value measurement of Financial Instruments (refer note 1.6).
- f. Provisions and contingent liabilities (refer accounting policy 1.8(h)).
- g. Allowances for inventory (refer accounting policy 1.8(d)).
- h. Allowances for doubtful debts (refer accounting policy 1.8(e)).

##### **1.6 Measurement of Fair Values**

The Company's accounting policies and disclosures require financial instruments to be measured at fair values. The Company has an established control framework with respect to the measurement of fair values. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level as the fair value hierarchy of the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

##### **1.7 Standards issued but not yet effective**

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019, wherein Ind AS 116, Leases has been notified along with the amendments to other Ind AS. The effective date for adoption of these standards is financial periods beginning on or after April 1, 2019. The Company is currently evaluating the effect of the said amendments, which is estimated to be not significant.



**1.8 Accounting Policies****a. Property, Plant and Equipment (PPE)****Recognition and Measurement**

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE other than freehold land is stated at original cost including import duties, non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition for its intended use, net of tax/duty credits availed, if any, after deducting rebates and trade discounts, less accumulated depreciation and accumulated impairment losses, if any. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Freehold land is carried at original and historical cost and not depreciated. PPE is derecognised from the financial statements either on disposal or when no economic benefits are expected from its use or disposal. Gains or losses arising from disposal are recognised in the Statement of Profit and Loss in the year of occurrence. Self-generated PPE is capitalised at cost attributable to bringing the assets to a working condition for its intended use. PPE which are not ready for intended use as of the balance sheet date are disclosed as "Capital Work-in-Progress". Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under "Other Non Current Assets".

**Subsequent Expenditure**

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

**Depreciation & Amortisation**

Depreciation on PPE for the year has been provided on all assets on Straight Line Method, *pro rata* to the period of use, as per the useful lives prescribed in Schedule II to the Companies Act, 2013, except leasehold land which is amortised equally over the lease period. Assets costing less than Rs.5,000 are depreciated at 100% in the year of acquisition.

**b. Intangible Assets**

Intangible Assets acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The Company amortises computer software using the Straight Line Method over a period of three years.

**c. Impairment of Non Financial Assets**

The carrying value of assets or cash generating units at each balance sheet date is reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss.

**d. Inventories**

Inventories are valued at the lower of cost and net realisable value (NRV). Raw Materials are valued at weighted average cost. Inventory other than Raw Materials namely Packing Material, Stores & Spares and Stock-in-Trade are valued at the lower of First-In, First-Out cost and NRV. Work-in-Progress and Finished Goods include costs of conversion and an appropriate share of production overheads based on normal production capacity. Cost of inventories include all costs of purchases and other related costs incurred in bringing the inventories to their present location and condition and excise duty, if applicable. Slow, non-moving, obsolete and defective inventories identified are duly provided for and valued at NRV.

**e. Financial Instruments****Initial Recognition and Measurement of Financial Assets and Financial Liabilities**

The Company recognises a financial asset or a financial liability in its balance sheet when the Company becomes party to the contractual provisions of the financial instrument. All financial assets and financial liabilities are initially measured at fair value, except for trade receivables which are measured at their transaction price if the trade receivables do not contain a significant financing component. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from, as the case may be, the fair value of such assets or liabilities on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

**Subsequent Measurement of Financial Assets**

Financial assets are subsequently measured at amortised cost as these are held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Derecognition of Financial Assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire.

**Impairment of Financial Assets**

The Company recognises twelve month expected credit losses for the financial assets, except trade receivables, if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if at the reporting date the credit risk on financial asset increases significantly since its initial recognition.

For trade receivables the Company applies a 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

**Subsequent Measurement of Financial Liabilities**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method.

**Derecognition of Financial Liabilities**

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

**f. Cash and Cash Equivalents**

Cash and cash equivalents include cash-in-hand, cash-at-bank in Current Accounts and Term Deposits with the banks with original maturity less than three months which are readily convertible into cash and which are subject to insignificant risk of change in value. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**g. Share Capital**

Ordinary shares are classified as equity.

**h. Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability, using a current pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the obligation. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed in the notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Provisions and Contingent Liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

**i. Leases**

Assets taken on lease under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognised as expenses in the Statement of Profit and Loss on a straight line basis in accordance with the respective lease agreements.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee.

**j. Revenue Recognition**

The Company has adopted Ind AS 115 - Revenue from contracts with customers w.e.f. April 1, 2018. The Revenue from contracts with the customers is recognized only when the parties to the contract have approved the contract, they have committed to perform their respective obligations, the rights of each party regarding the goods and services to be transferred are identifiable, the contract has commercial substance and it is probable that the Company will collect the consideration which it is entitled in exchange of the goods and services which will be transferred to the customers.

The company has only one Performance obligation of supply of promised goods to the customers at an agreed price. The revenue is recognized only after the satisfaction of the performance obligation by transferring the promised goods and services to the customer, that is at a point in time when the customer obtains the control of the said goods.

The Company recognizes its revenue at transaction price which the Company expects to be entitled in exchange of promised goods to be transferred after deduction of trade discounts, volume rebates and taxes and duties collected on behalf of the government which are levied on sales such as Goods and Service Tax. There is no significant financing component in the contracts which requires adjustment.

**k. Other Income**

Interest income is recognized on accrual basis using the EIR method.

Dividend income on investments is recognised when the right to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Duty benefits against exports are accounted for on accrual basis, when the right to receive them as per the terms of the entitlement is established in respect of the exports made.

**l. Employee Benefits**

**Post Employment Benefits**

Defined Contribution Plan:

Contributions to the Provident Fund, Superannuation Fund, Deposit-linked and Employee State Insurance are charged to the Statement of Profit and Loss as incurred.

Defined Benefit Plan:

Liability towards Gratuity Fund is determined by an Independent actuary, using the Projected Unit Credit Method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields as at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**Provident Fund:**

The Company's Provident Fund operates under exemption granted under Section 17(1)(a) of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. Conditions for the exemption stipulate that the employer shall make good deficiency, if any, between the income earned on the investments and the interest payable to members at the rate declared by the Government.

Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss subsequently. Defined benefit employee costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense.

When the benefits of a plan have changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains or losses on the settlement of a defined benefit plan when the settlement occurs.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

**Long Term Employee Benefits**

The Company's net obligation in respect of long term employee benefits being long term compensated absences is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The liability is determined by an independent actuary, using the Projected Unit Credit Method. Actuarial gains and losses are recognised immediately as income or expense in the Statement of Profit and Loss. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**m. Research and Development Expenditure**

Revenue expenditure on research and development is charged under the respective heads of accounts in the Statement of Profit and Loss in the year in which it is incurred. Capital expenditure on research and development is included as part of the relevant Fixed Assets.

**n. Borrowing Costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the EIR applicable to the respective borrowings. Interest and other borrowing costs attributable to qualifying assets are capitalised. Borrowing costs are expensed in the period in which they occur.

**o. Foreign Currency Translations and Transactions**

Foreign currency transactions are translated into the functional currency using the exchange rates on the dates of the transactions. Foreign exchange gain and loss arising from the settlement of these transactions, and from the translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. The Company has not entered into any foreign exchange forward contracts during the year.

**p. Taxes on Income**

Income tax expense/income comprises of current income tax expense/income and deferred tax expense/income. It is recognised in the Statement of Profit and Loss except to the extent it relates to the items directly recognised in Other Comprehensive Income or in Equity.

Current tax is the expected income tax payable/(recoverable) in respect of the taxable profit/(tax loss) for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying values of assets and liabilities for financial reporting purposes and the amount used for tax purposes.

A deferred tax liability/asset is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or to realise the asset and settle the liability simultaneously. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

**q. Earnings Per Share**

Basic earnings per share is calculated by dividing profit or loss attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

**r. Segment Information**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM has identified a single reporting segment namely manufacturing, trading and sale of Kitchenware.

## NOTE 2

## Property, Plant &amp; Equipment and Intangible Assets

(Figures in Rs. Lakhs)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	Depreciation/ Amortization	Disposals	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Property, Plant and Equipment										
Land Leasehold	1.93 (1.93)	NIL (NIL)	NIL (NIL)	<b>1.93</b> <b>(1.93)</b>	0.06 (0.03)	0.03 (0.03)	NIL (NIL)	<b>0.10</b> <b>(0.06)</b>	<b>1.84</b>	1.87
Land Freehold	2.00 (2.00)	NIL (NIL)	NIL (NIL)	<b>2.00</b> <b>(2.00)</b>	NIL (NIL)	NIL (NIL)	NIL (NIL)	<b>NIL</b> <b>(NIL)</b>	<b>2.00</b>	2.00
Buildings *	4,04.22 (3,86.75)	65.81 (18.22)	NIL (0.75)	<b>4,70.04</b> <b>(4,04.22)</b>	34.73 (17.19)	18.44 (17.62)	NIL (0.08)	<b>53.16</b> <b>(34.73)</b>	<b>4,16.87</b>	3,69.49
Plant & Equipment	22,37.82 (18,86.38)	5,67.08 (3,62.41)	28.62 (10.97)	<b>27,76.29</b> <b>(22,37.82)</b>	5,50.20 (2,67.98)	3,07.51 (2,84.50)	6.99 (2.28)	<b>8,50.71</b> <b>(5,50.20)</b>	<b>19,25.58</b>	16,87.62
Furniture & Fixtures	38.26 (31.98)	13.16 (7.88)	0.78 (1.60)	<b>50.62</b> <b>(38.26)</b>	6.39 (3.02)	4.32 (3.60)	0.14 (0.23)	<b>10.56</b> <b>(6.39)</b>	<b>40.05</b>	31.87
Vehicles	1,49.58 (86.82)	67.18 (73.47)	34.24 (10.71)	<b>1,82.53</b> <b>(1,49.58)</b>	30.43 (16.64)	23.49 (18.40)	17.07 (4.61)	<b>36.84</b> <b>(30.43)</b>	<b>1,45.69</b>	1,19.15
Office Equipment	1,78.08 (1,24.53)	54.15 (54.36)	1.63 (0.81)	<b>2,30.58</b> <b>(1,78.08)</b>	73.38 (32.24)	47.07 (41.43)	0.96 (0.29)	<b>119.50</b> <b>(73.38)</b>	<b>1,11.08</b>	1,04.70
TOTAL	30,11.89 (25,20.39)	7,67.38 (5,16.34)	65.27 (24.84)	<b>37,13.98</b> <b>(30,11.89)</b>	6,95.19 (3,37.10)	4,00.86 (3,65.58)	25.18 (7.49)	<b>10,70.87</b> <b>(6,95.19)</b>	<b>26,43.12</b>	23,16.70
Intangible Assets										
Software	NIL (NIL)	6.89 (NIL)	NIL (NIL)	<b>6.89</b> <b>(NIL)</b>	NIL (NIL)	0.42 (NIL)	NIL (NIL)	<b>0.42</b> <b>(NIL)</b>	<b>6.47</b>	NIL

\* Include shares in Co-operative Societies.

Previous year's figures are given in brackets.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

**NOTE 3**

**Non-Current Investments**

Investments in equity instruments  
(at fair value through profit or loss):

Unquoted and Non-Trade

Shares in Saraswat Co-op. Bank Ltd.

(2,500 Shares of Rs. 10 each fully paid up)

**As at March 31, 2019**  
**Rs. Lakhs**

**As at March 31, 2018**  
**Rs. Lakhs**

**0.25**

0.25

**NOTE 4**

**Other Non-Current Financial Assets  
(Unsecured and considered good)**

Security Deposits

**As at March 31, 2019**  
**Rs. Lakhs**

**As at March 31, 2018**  
**Rs. Lakhs**

**1,08.40**

1,10.60

**NOTE 5**

**Non-Current Tax Assets (net)**

Excess taxation payments

**As at March 31, 2019**  
**Rs. Lakhs**

**As at March 31, 2018**  
**Rs. Lakhs**

**30.22**

14.75

**NOTE 6**

**Deferred Tax Assets (net)**

Deferred Tax Assets

On employee separation and retirement

On provision for debts considered uncertain of recovery

On other timing differences

Less: Deferred Tax Liabilities

Difference between book balance and  
tax balance of fixed asset

Deferred Tax Asset (net)

**As at March 31, 2019**  
**Rs. Lakhs**

**As at March 31, 2018**  
**Rs. Lakhs**

**3,68.35**

3,67.71

**1.21**

1.21

**46.11**

**4,15.67**

42.50

4,11.42

**2,47.93**

2,69.33

**1,67.75**

1,42.08

**NOTE 7**

**Other Non-Current Assets**

Capital advances

Deposits

Others

**As at March 31, 2019**  
**Rs. Lakhs**

**As at March 31, 2018**  
**Rs. Lakhs**

**43.40**

52.60

**2,65.84**

2,67.45

**1.82**

**3,11.06**

2.69

3,22.74

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

NOTE 8

	As at March 31, 2019		As at March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Inventories</b> <b>(at lower of cost and net realisable value)</b>				
Raw Materials:				
Aluminium	16,41.00		12,20.98	
Others	8,75.20	25,16.19	7,47.38	19,68.36
Work-In-Progress:				
Pressure Cookers	24,23.76		19,61.97	
Others	27.18	24,50.94	75.63	20,37.61
Finished Goods:				
Pressure Cookers	34,62.86		14,36.98	
Others	1,60.06	36,22.92	1,34.91	15,71.89
Stock-In-Trade		11,39.53		8,39.14
Stores & Spares		1,13.28		90.03
Packing Materials		1,63.50		1,85.45
		100,06.36		66,92.48

Note - Inventories are hypothecated against fund and non fund facilities sanctioned by the banks.

NOTE 9

	As at March 31, 2019		As at March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Trade Receivables</b> <b>(Unsecured)</b>				
Considered good	78,54.52		47,14.27	
Credit Impaired	0.86		0.86	
	78,55.38		47,15.13	
Less: Allowance for credit impaired	0.86	78,54.52	0.86	47,14.27

Note: Trade receivables are hypothecated against fund and non fund facilities sanctioned by the banks.

NOTE 10

	As at March 31, 2019		As at March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Cash and Cash Equivalents</b>				
Balances with banks - on current accounts	60.43		5,03.81	
Balances with banks - on deposit accounts	NIL		2,99.00	
Cash on hand	0.57	61.00	0.31	8,03.12

NOTE 11

	As at March 31, 2019		As at March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other bank balances</b>				
Balances with banks - on deposit accounts		29,43.17		71,98.05
Earmarked balances with banks				
For unclaimed dividends	2,78.75		2,77.31	
For public deposits	2,00.00		2,98.00	
Margin money deposits	36.68	5,15.43	1,36.68	7,11.99
		34,58.61		79,10.04



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

**NOTE 12**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Current Financial Assets (Unsecured and considered good)</b>				
Interest receivable	<b>93.49</b>		2,03.28	
Export benefits receivable	<b>11.35</b>		8.64	
Other receivables	<b>23.94</b>	<b>1,28.78</b>	24.56	2,36.48

**NOTE 13**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Current Assets (Unsecured and considered good)</b>				
Cenvat/Service tax/VAT/GST etc. recoverable	<b>12,17.41</b>		6,06.22	
Prepaid expenses	<b>35.28</b>		59.34	
Other advances	<b>5,17.65</b>	<b>17,70.34</b>	5,18.66	11,84.22

**NOTE 14**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>		<b>Rs. Lakhs</b>	
<b>Equity Share Capital</b>				
<b>AUTHORISED</b>				
1,00,00,000 (March 31, 2018: 1,00,00,000) Equity Shares of Rs. 10 each	<b>10,00.00</b>		10,00.00	
<b>ISSUED, SUBSCRIBED AND PAID UP</b>				
52,87,815 (March 31, 2018: 52,87,815) Equity Shares of Rs. 10 each, fully paid up. No change in the current year and previous year.	<b>5,28.78</b>		5,28.78	

The Company has one class of Equity Shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Shareholders holding more than 5 percent Equity Shares

- Mr. Brahm Vasudeva: 18,28,632 (34.58%) [March 31, 2018: 18,28,732 (34.58%)] Equity Shares
- Mr. Neil Vasudeva: 3,80,032 (7.19%) [March 31, 2018: 3,80,032 (7.19%)] Equity Shares
- Mr. Nikhil Vasudeva: 3,80,032 (7.19%) [March 31, 2018: 3,80,032 (7.19%)] Equity Shares

**NOTE 15**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Equity</b>				
<b>A. Summary of Other Equity</b>				
Securities Premium	<b>2,49.25</b>		2,49.25	
General Reserve	<b>45,52.09</b>		43,52.09	
Retained Earnings	<b>65,31.37</b>	<b>113,32.70</b>	58,51.95	104,53.28

**B. Nature and purpose of reserves**

1. Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium.
2. General Reserve: The Company transfers a portion of the Net Profit before declaring dividend to General Reserve.
3. Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to General Reserve, Dividends or other distributions paid to shareholders.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

**NOTE 16**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Long Term Borrowings (Unsecured)</b>				
Fixed Deposits:				
From Related Parties	<b>2,10.00</b>		3,05.00	
From Others	<b>19,24.41</b>	<b>21,34.41</b>	10,77.42	13,82.42

Note - Tenure of long term fixed deposits ranges from 1 year to 3 years and interest rate ranges from 10.25% to 11.75%.

**NOTE 17**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Long Term Provisions</b>		
Provision for employee benefits (Compensated Absences)	<b>4,00.23</b>	4,32.27

**NOTE 18**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Short Term Borrowings</b>				
Bank Overdraft (Secured)		<b>2,49.20</b>		NIL
Fixed Deposits (Unsecured)				
From Related Parties	<b>3,87.63</b>		3,77.63	
From Others	<b>59.94</b>	<b>4,47.57</b>	46.75	4,24.38
		<b>6,96.77</b>		4,24.38

**NOTE 19**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Trade Payables</b>				
Micro enterprises and small enterprises (refer Notes 19.1 & 19.2 below)	<b>4,80.68</b>		2,16.88	
Other than micro enterprises and small enterprises	<b>47,95.89</b>	<b>52,76.57</b>	49,95.93	52,12.81

**Notes**

**19.1. Dues to micro and small enterprises**

a. Principal and interest amount remaining unpaid	<b>NIL</b>	NIL
b. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	<b>NIL</b>	NIL
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	<b>NIL</b>	NIL
d. Interest accrued and remaining unpaid at the end of the year	<b>NIL</b>	NIL
e. Interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	<b>NIL</b>	NIL

**19.2.** The identification of vendors as a "Supplier" under the Micro, Small and Medium Enterprises Development Act, 2006, has been done on the basis of the information to the extent provided by the vendors to the Company.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

**NOTE 20**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Current Financial Liabilities</b>				
Current maturities of long term debt				
Fixed Deposits:				
From Related Parties	<b>1,05.00</b>		10.00	
From Others	<b>1,41.50</b>	<b>2,46.50</b>	<u>6,92.41</u>	<u>7,02.41</u>
Interest accrued but not due on borrowings		<b>1,83.26</b>		1,74.79
Unclaimed Dividends (refer note below)		<b>2,78.75</b>		<u>2,77.31</u>
Other payables:				
Employee Benefits	<b>21,43.16</b>		17,19.07	
Gratuity Liability	<b>5,45.96</b>		4,86.17	
Trade and Security Deposits	<b>3,48.10</b>	<b>30,37.22</b>	<u>3,39.02</u>	<u>25,44.27</u>
		<b>37,45.73</b>		<u>36,98.78</u>

Note: All amounts due to be transferred to Investor Education and Protection Fund have been duly transferred by the Company.

**NOTE 21**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Current Liabilities</b>				
Provision for schemes and discounts to dealers	<b>17,60.83</b>		13,86.80	
Statutory dues	<b>3,05.71</b>		3,30.01	
Advance payments from customers	<b>3,88.92</b>	<b>24,55.47</b>	<u>5,03.68</u>	<u>22,20.50</u>

**NOTE 22**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>		<b>Rs. Lakhs</b>	
<b>Provisions - Current</b>				
Provision for employee benefits (Compensated Absences)		<b>1,07.93</b>		<u>1,33.84</u>

**NOTE 23**

	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	<b>Rs. Lakhs</b>		<b>Rs. Lakhs</b>	
<b>Current Tax Liabilities (net)</b>				
Provision for Tax		<b>45.84</b>		<u>65.21</u>

**NOTE 24**

	<b>For the year ended</b>		<b>For the year ended</b>	
	<b>March 31, 2019</b>		<b>March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Revenue from Operations</b>				
Sale of Products		<b>646,79.94</b>		549,82.30
Other operating revenues:				
Sale of Scrap	<b>5,62.76</b>		4,06.65	
Export Benefits, Incentives etc.	<b>41.43</b>	<b>6,04.19</b>	<u>2,72.29</u>	<u>6,78.94</u>
		<b>652,84.13</b>		<u>556,61.24</u>

Notes:

- 24.1. **Disaggregation of Revenue**
- |                 |                  |                  |
|-----------------|------------------|------------------|
| <b>Domestic</b> | <b>609,00.73</b> | <b>515,05.90</b> |
| <b>Exports</b>  | <b>37,79.21</b>  | <b>34,76.40</b>  |
|                 | <b>646,79.94</b> | <b>549,82.30</b> |
- 24.2. The Revenue from operations has been disaggregated to comply with the Ind AS 115, although it is not reviewed for evaluating financial performance for the purpose of segment reporting. Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period is Rs. 5,03.68 Lakhs.
- 24.3. There is no difference between revenue recognised in the Statement of Profit and Loss and the Contracted Price.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

NOTE 25

	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Income</b>				
Interest Income	3,97.05		6,53.63	
Dividend Income	0.04		0.08	
Other Non Operating Income	17.39	4,14.49	4,55.17	11,08.87

NOTE 26

	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Cost of Materials Consumed</b>				
Aluminium	128,39.61		97,69.82	
Packaging	35,88.09		27,13.31	
Others	82,47.43	246,75.13	58,84.08	183,67.21

NOTE 27

	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress</b>				
Opening Stock				
Work-in-Progress	20,37.61		16,39.13	
Finished Goods	15,71.89		35,28.57	
Stock-In-Trade	8,39.14	44,48.63	8,98.25	60,65.95
Closing Stock				
Work-in-Progress	24,50.94		20,37.61	
Finished Goods	36,22.92		15,71.89	
Stock-In-Trade	11,39.53	72,13.39	8,39.14	44,48.63
Change		—27,64.76		16,17.32

NOTE 28

	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Employee Benefits Expense</b>				
Salaries, Wages and Bonus	80,88.52		67,27.12	
Contribution to Provident Fund and Other Funds	6,52.53		5,89.32	
Staff Welfare Expenses	3,40.95	90,82.00	2,92.22	76,08.66

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

**NOTE 29**

	<b>For the year ended March 31, 2019</b>		<b>For the year ended March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Finance Costs</b>				
Interest Expense	<b>3,93.28</b>		4,08.30	
Other Borrowing costs	<b>4.59</b>	<b>3,97.87</b>	6.10	<b>4,14.39</b>

**NOTE 30**

	<b>For the year ended March 31, 2019</b>		<b>For the year ended March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Other Expenses</b>				
Sub-contracting	<b>51,66.36</b>		36,40.31	
Packing and Forwarding Charges	<b>47,89.57</b>		38,57.66	
Advertising	<b>34,65.73</b>		26,07.94	
Power and Fuel	<b>10,27.98</b>		8,44.67	
Commission	<b>7,13.02</b>		6,19.33	
Consumption of Stores, Spares and Tools	<b>4,02.29</b>		3,31.01	
Dealer Conference expenses	<b>3,86.67</b>		2,06.00	
Repairs and Maintenance- Plant and Machinery	<b>3,50.74</b>		2,98.17	
Repairs and Maintenance- Buildings	<b>2,75.09</b>		3,82.25	
Rent	<b>1,18.41</b>		1,19.35	
Rates and Taxes	<b>26.05</b>		71.87	
Insurance	<b>18.17</b>		18.61	
CSR Expenses	<b>13.30</b>		2.07	
Miscellaneous Expenses	<b>14,90.17</b>	<b>182,43.56</b>	15,45.01	<b>145,44.25</b>

**NOTE 31**

	<b>For the year ended March 31, 2019</b>		<b>For the year ended March 31, 2018</b>	
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>Income Tax</b>				
<b>a. Components of Income Tax Expense</b>				
Tax expense recognised in the Statement of Profit and Loss				
Current Tax				
Current tax for current year	<b>27,85.00</b>		24,70.00	
Prior Years' tax adjustments	<b>10.16</b>	<b>27,95.16</b>	--5.66	24,64.34
Deferred tax [Refer note 31 (b)]		<b>17.34</b>		48.98
		<b>28,12.50</b>		25,13.33
Tax expense recognised in Other Comprehensive Income				
Deferred tax on actuarial loss on defined benefit plans		<b>--43.00</b>		<b>--52.89</b>
		<b>27,69.50</b>		24,60.44

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

NOTE 31 (continued)	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>b. Reconciliation of Deferred Tax Assets/Liabilities (net)</b>				
Opening balance of Deferred Tax Assets (net)		1,42.08		1,38.18
Credit/—Debit in the Statement of Profit and Loss during the year:				
Deferred Tax Assets:				
On employee separation and retirement	—42.36		—9.68	
On provision for debts considered uncertain of recovery	NIL		—0.02	
On other timing differences	3.61		—10.37	
Deferred Tax Liabilities:				
Difference between book balance and tax balance of fixed asset	21.41		—28.91	
Total Credit/—Debit in the Statement of Profit and Loss		—17.34		—48.98
Credit/—Debit in Other Comprehensive Income during the year:				
Deferred Tax Assets:				
On employee separation and retirement		43.00		52.89
Closing balance of Deferred Tax Assets (net)		1,67.75		1,42.08
<b>c. Reconciliation of Effective Tax Rate</b>				
Profit before tax		82,34.30		73,81.19
Corporate tax rate as per the Income Tax Act, 1961		34.94%		34.61%
Tax on Accounting Profit		28,77.40		25,54.48
Difference due to:				
Weighted average deduction on R&D expenses	—68.23		—63.97	
Prior year tax expenses	10.16		—5.66	
Tax effect due to timing difference of other items	—46.83		—47.97	
Expenses not deductible for Income tax purposes	4.65		0.75	
Others	18.02	—82.24	26.71	—90.14
Total tax expense recognised during the year		27,95.16		24,64.34

NOTE 32	For the year ended March 31, 2019		For the year ended March 31, 2018	
		Rs. Lakhs		Rs. Lakhs
<b>Earnings Per Share</b>				
Profit after taxation attributable to equity shareholders	(a)	54,21.80		48,67.86
Weighted average number of Ordinary Shares outstanding	(b)	52,87,815		52,87,815
Earnings per share (face value Rs. 10)				
– Basic and Diluted - (in Rupees)	(a)/(b)	102.53		92.06

NOTE 33	For the year ended March 31, 2019		For the year ended March 31, 2018	
		Rs. Lakhs		Rs. Lakhs
<b>Auditors' Remuneration (excluding Service Tax/Goods and Service Tax)</b>				
Audit Fees		23.70		23.70
Fees for other services		7.55		9.25
Reimbursement of out-of-pocket expenses		1.72		NIL



## NOTE 34

## OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. The Board has recommended a dividend of Rs. 80 per equity share of paid-up and face value of Rs. 10 each (previous year: Rs. 70 per equity share of paid-up and face value of Rs. 10 each) which, if approved by the shareholders, shall amount to Rs. 42,30.25 Lakhs (previous year: Rs. 37,01.47 Lakhs) with Rs. 8,69.54 Lakhs dividend distribution tax payable thereon (previous year: Rs. 7,60.85 Lakhs).

**2. Contingent Liabilities and Capital Commitments**

- (a) Claims against the Company not acknowledged as debts are Rs. 17,45.27 Lakhs (Previous Year: Rs. 18,37.32 Lakhs). These comprise:
- I. Excise Duty, V.A.T./Sales Tax and other claims disputed by the Company relating to issues of applicability, classification etc. aggregating to Rs. 17,44.73 Lakhs (Previous Year: Rs. 18,36.66 Lakhs).
  - II. Income Tax claims disputed by the Company aggregating to Rs. 0.54 Lakhs (Previous Year: Rs. 0.66 Lakhs).
- (b) Estimated amount of contracts remaining to be executed on capital account not provided for is Rs. 71.36 Lakhs (Previous Year: Rs. 1,02.78 Lakhs).

**3. Segment Information**

The Company operates in a single segment, manufacture, trading and sale of Kitchenware.

The revenues from customers attributed to the Company's country of domicile amount to Rs. 609,00.73 Lakhs (previous year: Rs. 515,05.90 Lakhs) and revenues attributed to all foreign countries amount to Rs. 37,79.21 Lakhs (previous year: Rs. 34,76.40 Lakhs).

During the year one customer (previous year: one customer) of the Company contributed to more than 10% of the total revenues amounting to Rs. 71,58.43 Lakhs (previous year: Rs. 56,78.27 Lakhs).

**4. Corporate Social Responsibility Expenditure**

The company has incurred revenue expenses of Rs. 13.30 Lakhs (previous year revenue expenses: Rs. 2.07 Lakhs) towards CSR activities, of which NIL amount (previous year: Rs. 2.00 Lakhs) is yet to be paid. The required CSR expenditure of the company is Rs. 1,32.02 Lakhs (previous year: Rs. 1,17.15 Lakhs).

5. The possession of 20 acres of land has been given to the Company by the Government of Punjab, as per an agreement, the conveyance of which has yet to be finalised.

**6. Foreign Exchange Translations**

The net loss on foreign exchange translations debited to the Statement of Profit and Loss is Rs. 92 (previous year: gain credited Rs. 15.26 Lakhs).

**7. Research and Development Costs**

Research and Development costs debited to the Statement of Profit and Loss is Rs. 3,59.89 Lakhs (previous year: Rs. 3,67.60 Lakhs). Research and Development expenditure of capital nature is Rs. 20.43 Lakhs (previous year: Rs. 2.06 Lakhs).

**8. Financial Instruments – Fair Values and Risk Management**

**(a) Accounting Classifications and Fair Values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Rs. Lakhs

	Carrying Values/Fair Values				Fair value Hierarchy			
	Fair Value through Profit and Loss	Fair Value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>March 31, 2019</b>								
Non-Current Investments	0.25	NIL	NIL	<b>0.25</b>	NIL	NIL	0.25	<b>0.25</b>
<b>March 31, 2018</b>								
Non-Current Investments	0.25	NIL	NIL	<b>0.25</b>	NIL	NIL	0.25	<b>0.25</b>

**Note:** Other Non-current Financial Assets (being Security deposits) and Current Financial Assets (being Trade receivables, Cash and cash equivalents, Other bank balances and Other financial assets) are all valued at amortised cost since the business model of the Company is to hold the assets in order to collect contractual cash flows. All Non-current financial liabilities (being Borrowings) and Current Financial Liabilities (being Borrowings, Trade Payables and Other Financial Liabilities) are valued at amortised cost.

NOTE 34 (continued)

**(b) Measurement of Fair Values**

The fair values of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

**Fair Value Hierarchy**

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

**9. Financial Risk Management**

The Company's business activities are exposed to a variety of financial risks, namely Market Risk, Credit Risk and Liquidity Risk. The Company has a well established Risk Management Policy which has been duly approved by the Board of Directors. The Risk Management Policy has been established to identify and analyse the risks faced by the Company as well as controls for mitigation of those risks. A periodical review of the changes in market conditions is also carried out to assess the impact of such changes on the Company and to revise the policies, if required.

**(a) Management of Credit Risk**

Credit risk refers to the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is primarily exposed to credit risk from its trade receivables and investments in the form of term deposits with banks.

The Company's credit risk exposure towards trade receivables is very low as the majority of its sales is on advance payment basis. Customer credit period ranges from 30 days to 60 days. Credit can be extended only to those customers who have been approved by the Company and only upto a predefined approved credit limit. The Credit limit is decided after assessing the credit worthiness of the customers based on the past trends and as per the established policies and procedures of the Company. The Company's customer base is widely distributed and the Company does not have concentration of credit risk in the hands of a few customers. Outstanding customer receivables are regularly monitored by the Company to ensure proper attention and focus on realisation. The historical experience of credit risk in collecting receivables is very low. Trade receivables are considered to be a single class of financial assets.

The Company invests surplus funds in fixed interest bearing term deposits with the nationalised banks.

The Company's maximum exposure towards the credit risk is the carrying value of each class of financial assets amounting to Rs. 116,11.55 Lakhs and Rs. 137,74.75 Lakhs as at March 31, 2019, and March 31, 2018, respectively, being the carrying amount of current account balances with the scheduled banks, term deposits with scheduled banks, trade receivables and other financial assets.

**(b) Management of Liquidity Risk**

The liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with the financial liabilities that are settled by delivering cash or other financial assets. Management of liquidity risk ensures that it has sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents in the form of fixed interest rate bearing term deposits with the scheduled banks and also through an adequate amount of committed credit and overdraft facilities from a consortium of banks. The Company generates sufficient cash flows from operations which are used to service the financial liabilities occurring on a day to day basis. Shortfall, if any, is supported by the said committed credit facilities available to the Company from the banks.

**Liquidity risk exposure**

The following are the remaining contractual maturities of financial liabilities at the reporting date.

**Rs. Lakhs**

Non-derivative financial Liabilities	March 31, 2019			March 31, 2018		
	< 1 Year	> 1 Year	Total	< 1 Year	> 1 Year	Total
Borrowings	9,43.27	21,34.41	30,77.68	11,26.79	13,82.42	25,09.21
Trade Payables	52,76.57		52,76.57	52,12.81		52,12.81
Interest accrued but not due on borrowings	1,83.26		1,83.26	1,74.79		1,74.79
Unclaimed Dividends	2,78.75		2,78.75	2,77.31		2,77.31
Employee Benefits	21,43.16		21,43.16	17,19.07		17,19.07
Gratuity Liability	5,45.96		5,45.96	4,86.17		4,86.17
Trade and Security Deposits received	3,48.10		3,48.10	3,39.02		3,39.02
<b>Total</b>	<b>97,19.07</b>	<b>21,34.41</b>	<b>118,53.48</b>	<b>93,35.97</b>	<b>13,82.42</b>	<b>107,18.39</b>

The Company has not entered into any Forward Exchange Contracts (or other derivative instruments) as at the end of the year.

## NOTE 34 (continued)

**(c) Management of Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market conditions. These changes may result from changes in the Foreign Currency exchange rates and in interest rates.

**I. Currency Risk**

Currency risk is the risk that the fair value of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Company has very minimal exposure towards foreign currency fluctuation on account of advances received from the foreign customers before the shipment of the goods. Production/delivery of goods is closely monitored to mitigate the said foreign currency risk.

Foreign currency exposures in respect of Export receivables/payables are tabulated below:

	March 31, 2019				March 31, 2018		
	INR (Lakhs)	USD	EURO	GBP	INR (Lakhs)	USD	EURO
Export payables (advances from customers)	0.81	972	32	115	19.17	29,320	126
Export receivables	0.13	187	NIL	NIL	19.08	29,590	NIL

The Company has not entered into any Forward Exchange Contracts (or other derivative instruments) as at the end of the year.

**Sensitivity analysis**

This analysis assumes that all the other variables remain constant and ignores any impact of forecast sales and purchases. An analysis of strengthening or weakening of the INR against the foreign currencies which the company is exposed to as at the balance sheet date is as follows:

An 8% weakening of INR against the currencies to which Company is exposed would have led to an approximately additional Rs. 1,024 gain in the Statement of Profit and Loss for the year 2018-19 (previous year: Rs. 587 gain). An 8% strengthening in INR against these currencies would have led to an equal but opposite impact in the Statement of Profit and Loss.

**II. Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in Market interest rates. The Company does not have any exposure to interest rate risks since all its borrowing and investments are fixed interest bearing.

**III. Price Risk**

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market value of investments. The Company does not have any material investments in the form of shares, mutual funds, etc.

**10. Capital Management**

The Company manages its capital structure so as to ensure that all strategic as well as day to day capital requirements are met with the maximum focus on increasing the shareholders' wealth. The Management and the Board of Directors of the Company monitor the return on capital and the level of dividends to shareholders taking into account the Company's profitability, circumstances and requirements of the business. The Management of the Company ensures there is sufficient liquidity to meet the Company's short term and long term financial liabilities without any shortfalls or delays. The Company maintains sufficient levels of investments in the form of term deposits with scheduled banks. The Company also raises funds from the public and its shareholders in the form of fixed deposits of upto three years tenure as per the applicable laws, as an alternative source to bank borrowings, in order to meet its working capital needs.

**11. Employee Benefits****(a) Defined contribution plan**

The Company's defined contribution plans include Provident Fund, Superannuation Fund, Deposit-linked and Employee State Insurance. Contribution to these funds are recognised as an expense in the Statement of Profit and Loss under the line item employee benefit expenses. The Company has recognised an expense of Rs. 5,29.05 Lakhs during the year (previous year: Rs. 4,77.79 Lakhs) towards contribution to defined contribution plans.

**(b) Defined benefit plan - Gratuity****I. Plan characteristics**

**Nature of Benefits:** The Company operates a defined benefit final salary gratuity plan. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving.

**Regulatory Framework:** There are no minimum funding requirements for a gratuity plan in India. The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Besides this

NOTE 34 (continued)

If the Company is covered by the Payment of Gratuity Act, 1972, then the Company is bound to pay the statutory minimum gratuity as prescribed under this Act.

**Governance of the Plan:** The Company has setup Irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan.

**Inherent Risks:** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

	<b>Gratuity (Funded)</b>	
	<b>March 31, 2019</b>	<b>March 31, 2018</b>
	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
<b>II. Net Asset/—Liability recognised in the Balance Sheet</b>		
1. Present Value of Defined Benefit Obligation as at year end	<b>21,12.47</b>	20,52.53
2. Fair value of plan assets as at year end	<b>15,66.51</b>	15,66.35
3. Net funded obligation	<b>—5,45.96</b>	—4,86.17
4. Net defined benefit Liability recognised in the balance sheet at the year end	<b>—5,45.96</b>	—4,86.17
<b>III. Expense recognised in the Statement of Profit and Loss for the year ended</b>		
1. Current Service Cost	<b>91.32</b>	83.42
2. Interest on net defined benefit liability	<b>27.81</b>	19.60
3. Total expense	<b>1,19.13</b>	1,03.02
<b>IV. Amount recognised in other comprehensive income for the year ended</b>		
1. Actuarial Loss arising from change in financial assumptions	<b>55.94</b>	27.15
2. Actuarial —gain/Loss arising from change in demographic assumptions	<b>—0.25</b>	10.46
3. Actuarial Loss arising from change in experience changes	<b>78.92</b>	1,34.81
4. Expected Return on plan assets	<b>—11.53</b>	—21.08
5. Total expense	<b>1,23.07</b>	1,51.35
<b>V. Change in the present value of obligation during the year ended</b>		
1. Present Value of Defined Benefit Obligation at the beginning of the year	<b>20,52.53</b>	19,81.39
2. Current Service Cost	<b>91.32</b>	83.42
3. Interest on defined benefit obligation	<b>1,28.84</b>	1,14.56
4. Actuarial Loss arising from change in financial assumptions	<b>55.94</b>	27.15
5. Actuarial —gain/Loss arising from change in demographic assumptions	<b>—0.25</b>	10.46
6. Actuarial Loss arising from change in experience changes	<b>78.92</b>	1,34.81
7. Benefit payments	<b>—2,94.81</b>	—2,99.27
8. Present Value of Defined Benefit Obligation at the end of the year	<b>21,12.47</b>	20,52.53
<b>VI. Change in Fair Value of Assets during the year ended</b>		
1. Fair value of plan assets at the beginning of the year	<b>15,66.35</b>	15,31.97
2. Contributions by employer	<b>1,82.41</b>	1,73.17
3. Interest on plan assets	<b>1,01.03</b>	94.97
4. Actual return on plan assets less interest on plan assets	<b>11.53</b>	21.08
5. Actual benefits paid	<b>—2,94.81</b>	—2,54.83
6. Fair value of plan assets at the end of the year	<b>15,66.51</b>	15,66.35
<b>VII. The major categories of plan assets as a percentage of total plan and risk thereof</b>		
Funded with Life Insurance Corporation of India (LIC)	<b>100%</b>	100%
Risk exposure of plan assets can not be determined as Company's investment is in traditional plan of LIC for which the underlying assets are not known to the policy holders.		
<b>VIII. Actuarial assumptions</b>		
1. Discount Rate	<b>7.10%</b>	7.70%
2. Salary Escalation	<b>6.00%</b>	6.00%
3. In-service mortality	<b>IALM (2012-14) ultimate</b>	IALM (2006-08) ultimate
4. Turnover rate	<b>1% to 11% as per age</b>	1% to 11% as per age

The estimate of future salary increase considered in the actuarial valuation takes into account historical trends, future expectations, inflation, seniority, promotion and other relevant factors.



NOTE 34 (continued)

**IX. Sensitivity analysis:** The sensitivity of the overall plan obligations to changes in the key assumptions are as follows:

	March 31, 2019		March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate 0.50 %	—2.22%	2.35%	—2.05%	2.16%
Salary escalation rate 0.50 %	2.34%	—2.25%	2.18%	—2.10%

These sensitivities have been calculated to show the movement in the defined benefit obligation in isolation and assuming there are no other changes in the market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

**X. Funding arrangements and funding policy:** The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds and the asset allocation which is within the permissible limits prescribed in the Insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively. There is no compulsion on the part of the Company to fully pre-fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

**XI.** Expected contribution for the next year is Rs. 2,00 Lakhs.

**XII. Projected plan cash flow:** The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on the past service of the employees as at the valuation date:

	Gratuity (Funded)	
	March 31, 2019	March 31, 2018
	Rs. Lakhs	Rs. Lakhs
<b>Maturity Profile</b>		
Expected Benefits for year 1	6,83.08	7,58.55
Expected Benefits for year 2	2,85.89	3,10.69
Expected Benefits for year 3	2,15.78	2,13.27
Expected Benefits for year 4	2,44.33	1,94.06
Expected Benefits for year 5	2,23.43	1,77.13
Expected Benefits for year 6	1,39.15	1,40.58
Expected Benefits for year 7	1,99.74	1,25.37
Expected Benefits for year 8	96.81	1,88.93
Expected Benefits for year 9	1,57.74	86.64
Expected Benefits for year 10 and above	9,50.70	9,30.59
<b>XIII. The weighted average duration for payment of above cash flows</b>	<b>4.55 Years</b>	<b>4.21 Years</b>

**12. Related Party Disclosures**

**1. Related Parties**

(a) Individual having control and relatives: Mr. Brahm Vasudeva (DIN: 001 77451) and relatives: Mr. Neil Vasudeva Mr. Nikhil Vasudeva Mrs. Anuradha S. Khandelwal Ms. Gitanjali V. Nevatia Mrs. Gayatri S. Yadav* Mrs. Susan M. Vasudeva (DIN: 06935629)	Chairman, Non-Executive Director
	Non-Executive Director
(b) Key Management Personnel and their relatives: (i) Executive Directors and their relatives Mr. S. Dutta Choudhury (DIN: 00141545) Mr. Sudeep Yadav (DIN: 02909892) and relatives: Mrs. Sonya Dutta Choudhury Mrs. Gayatri S. Yadav*	Vice-Chairman & Chief Executive Officer Executive Director-Finance & Administration
(ii) Independent Directors and their relatives: Mr. J. M. Mukhi (DIN: 00152618) Mr. Shishir K. Diwanji (DIN: 00087529) Mr. Gerson da Cunha (DIN: 00060055) Gen.V. N. Sharma (Retd.) (DIN: 001 77350) Mr. E. A. Kshirsagar (DIN: 00121824) Mr. Ravi Kant (DIN: 00016184) and relatives: Mr. Jal Diwanji Mr. Apurva Diwanji K.M. Diwanji (HUF)	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)**

NOTE 34 (continued)

(c) Employees' post-employment benefit plan

Hawkins Cookers Limited Employees Provident Fund Trust

\* Related Party Transactions and Outstanding balances are disclosed under the heading 'Individual having control and relatives' and not under the heading of 'Key Management Personnel and relatives'.

**2. Disclosure of transactions between the Company and Related Parties and the Status of outstanding balances as at March 31, 2019 (Previous year's figures given in brackets)**

	Individual having control and relatives Rs. Lakhs	Key Management Personnel and their relatives Executive Directors and their relatives Rs. Lakhs	Independent Directors and their relatives Rs. Lakhs
(i) Remuneration			
Short term employee benefits	<b>96.78</b> (88.22)	<b>5,87.55</b> (5,12.71)	<b>NIL</b> (NIL)
Post employment benefits	<b>7.44</b> (6.10)	<b>27.99</b> (27.99)	<b>NIL</b> (NIL)
Total Remuneration	<b>1,04.21</b> (94.32)	<b>6,15.54</b> (5,40.71)	<b>NIL</b> (NIL)
(ii) Non Executive Directors' Fees and Commission	<b>25.75</b> (23.25)	<b>NIL</b> (NIL)	<b>90.75</b> (79.75)
(iii) Benefits provided to the Non-Executive Chairman, as Advisor	<b>30.57</b> (8.80)	<b>NIL</b> (NIL)	<b>NIL</b> (NIL)
(iv) Dividend paid	<b>20,67.60</b> (20,67.81)	<b>0.18</b> (0.18)	<b>28.94</b> (28.94)
(v) Fixed deposits accepted	<b>NIL</b> (NIL)	<b>NIL</b> (NIL)	<b>10.00</b> (90.00)
(vi) Interest paid on Fixed deposits	<b>44.55</b> (67.85)	<b>NIL</b> (10.08)	<b>32.16</b> (28.07)
(vii) Fixed deposits repaid	<b>NIL</b> (1,10.00)	<b>NIL</b> (1,95.00)	<b>NIL</b> (NIL)
(viii) Sale of fixed assets	<b>NIL</b> (NIL)	<b>NIL</b> (4,25.00)	<b>NIL</b> (NIL)
Balances as at year end			
Fixed Deposits (Unsecured)			
March 31, 2019	<b>4,07.63</b>	<b>NIL</b>	<b>2,95.00</b>
March 31, 2018	(4,07.63)	(NIL)	(2,85.00)

**Transactions between the Company and Hawkins Cookers Limited Employees Provident Fund Trust and the Status of outstanding balances as at March 31, 2019 (Previous year's figures given in brackets)**

During the year company has paid Rs. 4,50.78 Lakhs (previous year: Rs. 4,14.36 Lakhs) to Hawkins Cookers Limited Employees Provident Fund Trust towards the Company's and the employees' contribution. Balance payable to the said Trust as at March 31, 2019: Rs. 46.83 Lakhs (Previous Year: Rs. 43.03 Lakhs).

13. Previous year's figures have been regrouped wherever necessary to conform to this year's classification. All the values have been stated in Rs. Lakhs unless otherwise indicated.

Signatures to Notes 1 to 34 forming part of the financial statements.

Brahm Vasudeva  
Chairman  
DIN:00177451

S. Dutta Choudhury  
Vice-Chairman &  
Chief Executive Officer  
DIN:00141545

E. A. Kshirsagar  
Director  
DIN:00121824

S. K. Diwanji  
Director  
DIN:00087529

Ravi Kant  
Director  
DIN:00016184

Susan M. Vasudeva  
Director  
DIN:06935629

Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350

Gerson da Cunha  
Director  
DIN:00060055

Sudeep Yadav  
Executive Director-  
Finance & Administration  
DIN:02909892

Hutoxi Bhesania  
Company Secretary

Mumbai: May 29, 2019

## A New TV Commercial for the Futura Pressure Cooker



1. "Wow! The food is tasty and, also, healthy!"
2. "And it does not whistle – because it is an advanced pressure cooker."



---

Futura Pressure Cooker sales in the second half of 2018-19 were 24.1% higher than the second half of 2017-18 as against the sales without Futura Pressure Cooker in the same period which were 17.9% higher.



With a Desirable Product,  
A Well-Designed Package  
Adds to its Saleability