



## Hawkins Cookers Limited

July 11, 2020

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

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 60th Annual General Meeting of the Company to be held on Wednesday, August 5, 2020, at 4:00 p.m. through Video Conference/Other Audio Visual Means; and
2. Annual Report for the Financial Year ended on March 31, 2020.

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 60TH AGM OF THE COMPANY

NOTICE is hereby given that the 60th Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 5th day of August, 2020, through Video Conference/Other Audio Visual Means at 4:00 pm (IST) 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, 2020, and the Directors' and Auditors' Reports thereon.

2. To appoint a Director in place of Mrs. Susan M. Vasudeva (DIN:06935629), who retires by rotation, and, being eligible, offers herself for re-appointment as a Director of the Company.

#### Special Business

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

"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and Article 130A of the Articles of Association of the Company, the Company be and is hereby authorised to pay commission not exceeding one percent of the net profits of the Company as computed in the manner prescribed in Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, to Non-Wholtime Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all aspects as may be decided by the Board of Directors ("the Board") whether such amounts or proportions be the same or different for all or any of such Directors."

"RESOLVED FURTHER that the aforesaid commission shall be exclusive of the fees payable to such Directors for professional services rendered and for each meeting of the Board or of a Committee or Sub-Committee of the Board attended by such Directors."

"RESOLVED FURTHER that this resolution shall be effective for a period of five years commencing from April 1, 2020."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as may be necessary, to give effect to this resolution."

4. 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

Hutoxi Bhesania  
Company Secretary

Mumbai  
July 3, 2020

#### NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 20/2020 dated May 5, 2020, read with Circular No.14/2020 dated April 8, 2020, and Circular No. 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (MCA) and Circular dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI), hereinafter collectively referred to as "Circulars", Companies are allowed to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020 and hence physical attendance of the Members at the AGM venue is not required. The 60th AGM of the Company shall be conducted through VC or OAVM in accordance with the aforesaid Circulars.

2. 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

#### 4. Procedure for joining the AGM through VC/OAVM:

4.1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL. For any assistance with using the technology before or during the Meeting you may contact NSDL at the following no. 91 22 24994360 or Mr. Amit Vishal or Mr. Sagar S. Gudhate or Ms. Pallavi Mhatre of NSDL at the following nos.: 91 9920264780; 91 7506682282; 91 7506682281.

4.2. Members are encouraged to join the Meeting through Laptops for better experience.

4.3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4.4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company or their Depository Participants. In addition, physical copies of the said Notice and the Annual Report are being sent by courier to all our Members at their registered mail address.

7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.hawkinscookers.com/download/NoticeOfAGM2020.pdf>. The Notice can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

8. Members holding shares in physical mode and who have not registered their email addresses with the Company are requested to register their email addresses with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., at [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html). Members holding shares in dematerialized mode are requested to register/update their email addresses with their Depository Participants.

9. As mandated by the Securities and Exchange Board of India (SEBI) effective April 1, 2019, requests for effecting transfer of shares (except in case of transmission or transposition of shares) shall not be processed unless the shares are held in a dematerialized form with a depository. Members are advised to dematerialize shares held by them in physical mode.

10. The Register of Members and Transfer Books will remain closed from July 30, 2020, to August 5, 2020, both days inclusive.

11. All documents referred to in the Notice calling the AGM and the Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cosec@hawkinscookers.com](mailto:cosec@hawkinscookers.com).

**12. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Director seeking re-appointment at the 60th Annual General Meeting in respect of Item No. 2. of the Notice and Explanatory Statement of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 3. and 4. of the Notice are given as follows:**

#### **Item No. 2. of the Notice: Re-appointment of Mrs. Susan M. Vasudeva, a Director retiring by rotation.**

Mrs. Susan M. Vasudeva, 71, was appointed as a Director of the Company with effect from August 1, 2014. She graduated from the University of Washington in 1970 with a degree of Bachelor of Arts for which she studied, *inter alia*, Anthropology, Economics and History. She worked as a Flight Attendant in Pan American World Airways from 1970 to 1982. She is the wife of Mr. Brahm Vasudeva, the Chairman of the Board of Directors. She lives in Mumbai and usually travels abroad once a year, largely to assist at the Company's stall at the International Housewares Show in Chicago. She has also contributed significantly for many years in an honorary capacity in the development of Cookbooks and Instruction Manuals and to the testing and development of products in the Hawkins Test Kitchen. Mrs. Vasudeva is not a Director of any other Company. She does not hold any shares of Hawkins Cookers Limited.

Mrs. Susan M. Vasudeva had attended three out of the five Board Meetings held in the year 2019-20.

During the year 2019-20, Mrs. Susan M. Vasudeva was paid sitting fees of Rs.1.50 lakhs and commission of Rs.11.13 lakhs pertaining to the year 2018-19. For the year 2019-20, commission proposed to be paid to Mrs. Susan M. Vasudeva is Rs.11.95 lakhs.

Mrs. Susan M. Vasudeva 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.

Mr. Brahm Vasudeva and Mrs. Susan M. Vasudeva, Directors, are 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. 2. for your approval.

**Item No. 3. of the Notice: Commission to Non-Wholetime Directors.**

It is in your Company's interest to have the ability to retain and attract suitably qualified Non-Wholetime Directors. A special resolution was passed by the Members at the 55th Annual General Meeting held on August 6, 2015, authorising the Board of Directors to pay commission to Non-Wholetime Directors. This resolution was in effect from April 1, 2015, to March 31, 2020. A similar resolution is now proposed for a further period of five years commencing April 1, 2020, and up to March 31, 2025, to authorise the Board of Directors to pay commission to Non-Wholetime Directors, within the limits prescribed in the resolution and the Companies Act, 2013.

Mr. Brahm Vasudeva, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.), Mr. E. A. Kshirsagar, Mrs. Susan M. Vasudeva, Mr. Ravi Kant and Prof. Leena Chatterjee are 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 this resolution.

The Board of Directors recommends the Special Resolution at Item No. 3. for your approval.

**Item No. 4. 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 60th 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.20) held on May 21, 2020, 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 of Directors recommends the Ordinary Resolution at Item No. 4. for your approval.

**13. Procedure for remote e-voting and e-voting during the AGM**

**13.1.** Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, and May 5, 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

**13.2.** The instructions for remote e-voting are as under:

**The remote e-voting period shall commence at 9:00 am on Saturday, August 1, 2020, and will end at 5:00 pm on Tuesday, August 4, 2020. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 4, 2020.**

**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 the '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 a demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID.
  - b) For Members who hold shares in a demat account with CDSL: 16 Digit Beneficiary ID.
  - c) For Members holding shares in Physical Form: EVEN Number followed by the 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 named 'Hawkins Cookers e-Voting.pdf'. The password to open the said PDF file is your 8 digit Client ID for an NSDL account or the last 8 digits of Client ID for a CDSL account or the 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, please follow the following steps:
      1. In case shares are held in the physical mode please register your email address with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., at [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) by providing details such as Folio Number, Name of the Shareholder, Certificate No., PAN, Mobile No. and email address and uploading the required documents.



2. In case shares are held in the demat mode, please update your email address with your Depository Participant.

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) Click on **"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 the aforesaid two options, you can send a request by email to [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 the NSDL e-voting system are given below:**

1. Click on e-voting. Then, click on "Active Voting Cycles".

2. Select the "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 the appropriate option, that is, 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 email 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 the toll free telephone number: 1800-222-990 or send a request by email to Mr. Amit Vishal or Mr. Sagar S. Gudhate or Ms. Pallavi Mhatre from NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **13.3. Procedure for e-voting on the day of the AGM is as under:**

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the AGM through the VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**13.4.** The voting rights of the Members in respect of remote e-voting and voting at the AGM shall be in proportion to the number of equity shares held by them as on the cut-off date of July 29, 2020. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

**13.5.** 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 29, 2020, 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).

**14.** 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 e-voting at the AGM suitably.

**15.** 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.

**16.** During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which Directors are interested shall be available for inspection after logging into the NSDL e-voting system at <https://www.evoting.nsdl.com>.

**17.** Dividends for the financial years ended March 31, 2013, 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, 2013, 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 20, 2020, 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, 2020

Hutoxi Bhesania  
Company Secretary

Hawkins Cookers Limited  
Annual Report 2019-2020



Cook at Home



Over 100 recipes at [www.hawkins.in/recipes](http://www.hawkins.in/recipes)  
Over 700 recipes in Hawkins and Futura Cookbooks



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

(Except Price per Share and Dividend which are in Rupees)

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

	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
<b>Sales</b>	<b>487</b>	<b>512</b>	<b>553</b>	<b>653</b>	<b>674</b>
% Growth Note 2	3.8	5.3	7.9	18.1	3.2
<b>Profit Before Tax</b>	<b>61.09</b>	<b>70.97</b>	<b>73.81</b>	<b>82.34</b>	<b>98.35</b>
% Growth Note 3	25.4	16.2	4.0	11.6	19.4
<b>Profit After Tax</b>	<b>40.90</b>	<b>47.42</b>	<b>48.68</b>	<b>54.22</b>	<b>72.49</b>
% Growth Note 3	23.8	15.9	2.6	11.4	33.7
<b>Shareholders' Funds/Net Worth</b>	<b>93.40</b>	<b>102.97</b>	<b>108.25</b>	<b>114.22</b>	<b>129.13</b>
% Growth Note 4	3.4	10.2	5.1	5.5	13.1
<b>Return on Net Worth</b>	<b>44%</b>	<b>46%</b>	<b>45%</b>	<b>47%</b>	<b>56%</b>
<b>Dividend per share of Rs. 10</b>	<b>60</b>	<b>70</b>	<b>70</b>	<b>80</b>	<b>NIL</b>
<b>Price per share</b>	<b>2525</b>	<b>2932</b>	<b>2807</b>	<b>2949</b>	<b>4090</b>
% Growth Note 6	7.9	16.1	-4.3	5.1	38.7

- Notes:**
1. In view of the uncertainties due to the impact of COVID-19, it was decided by the Board of Directors at its Meeting held on May 21, 2020, that it will not recommend any dividend at the moment for the year 2019-20. Once the situation is more clear, the Board may recommend a suitable dividend.
  2. Sales are shown exclusive of Excise Duty and including Other Operating Income to make them comparable.
  3. The Profit Before Tax and Profit After Tax (PAT) figures are as per Ind AS. The PAT in 2019-20 is higher due to the lower income tax rate opted for by the Company.
  4. Shareholders' Funds are the average of each year's opening and closing balances of the Paid-up Capital plus Reserves & Surplus and include the amount of the dividend proposed and the tax thereon as per Ind AS.
  5. Profit After Tax as a percentage of Net Worth.
  6. The average of the daily closing price per share for the three weeks ended June 30 following each financial year.

# HAWKINS COOKERS LIMITED ANNUAL REPORT 2019-20

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Did you know? Your Hawkins can... • Kill Germs • Save up to 53% Fuel	Inside Back Cover
Hawkins New Products: Tri-Ply Stainless Steel	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      Brahm Vasudeva      Sudeep Yadav  
VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER      CHAIRMAN      EXECUTIVE DIRECTOR – FINANCE & ADMINISTRATION

## 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



## DIRECTORS' REPORT TO SHAREHOLDERS

We have the honour to present our Sixtieth Annual Report and Audited Statement of Accounts for the year ended March 31, 2020.

### 2019-20 Operations: Main Results

We are pleased to report good results despite the impact of Covid-19 in March, 2020. Once again, sales are the highest ever. Revenue from operations in 2019-20 was Rs.673.87 crores (up 3.2% over the previous year).

This year, profits are also the highest ever. Profit before tax was Rs.98.35 crores (19.4% higher than the previous year). Net profit after tax was Rs.72.49 crores (33.7% higher than the previous year). The percentage increase in net profits is higher than the percentage increase in profit before tax due to the Company choosing the lower rate of taxation as allowed by the Government.

### 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.

The Government of India has made the ISI mark compulsory for all pressure cookers sold in India from February, 2021. Your Company is the undisputed leader on the aspect of quality and expects to gain from this development.

In 2019-20, sales grew at 12.8% till the December quarter. Our sales and production in the last quarter were impacted by the lockdown due to Covid-19.

We expect our products to do well once the lockdown is completely opened. We have successfully launched Tri-Ply Stainless Steel Cookware (see the back page of this Annual Report Cover) and a range of Pressure Cooker accessories. We improved our presence in the online segment, while improving the distribution and display amongst dealers and the Canteen Stores Department in the bazaar.

Our permanent employees as on April 1, 2019, were 645 and as on March 31, 2020, were 651 through normal attrition and recruitment. We have paid all employees their salaries during the time that our factories and offices were closed. 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 2019-20 was 10.8% as against 8.3% in 2018-19. The average shareholders' funds/net worth grew to Rs.129.13 crores vs. Rs.114.22 crores in 2018-19. The net return after tax on shareholders' funds/net worth was 56% (in 2018-19: 47%). This is because of the better results and lower corporate tax.

### Key Financial Ratios

The details of significant changes (25% or more) in the key financial ratios for the year 2019-20 as compared to the year 2018-19 are as follows:

Ratio	FY 2019-20	FY 2018-19	Formula used	Reason for change
Inventory Turnover Ratio (days)	63	47	Average of Opening and Closing Inventory/ Average Net Daily Revenue from Operations	The Covid-19 related national lockdown affected sales and production in the second half of March 2020.
Net Profit Margin (%)	10.8	8.3	Profit After Tax/ Net Revenue from Operations	Due to the lower rate of income tax opted for by the Company.

As at March 31, 2020, your Company is ranked 407 amongst the top 500 BSE listed Companies. The Company has taken the required steps of increased governance that is expected of such Companies.

Cash flow during the year was good. Cash and cash equivalents plus balances with banks on deposit accounts as on March 31, 2020, were Rs.42.57 crores (previous year: Rs.30.04 crores). We have plans to utilise these funds appropriately.

### 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.

The Board of Directors of the Company at their Meeting held on May 21, 2020, have constituted a Risk Management Committee. The details about the Risk Management Committee have been provided in the Corporate Governance section of the Annual Report.

Covid-19 has affected our operations. While the future impact of Covid-19 is difficult to predict, our capital and financial resources, liquidity position, supply chain and assets are healthy.

### Opportunities and Threats

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

The operations of the Company were impacted due to the lockdown announced by the Government in March, 2020, and most of April, 2020. Both Sales and Production have partially resumed in May, 2020. The Company's factories situated at Hoshiarpur, Punjab, and Satharia, Jaunpur district, Uttar Pradesh, which had suspended operations with effect from March 22, 2020, and March 24, 2020, respectively, consequent to the lockdown announced by the Government, have resumed certain limited operations with effect from May 7, 2020, following the Government's regulations. In addition to the Canteen Stores Department, the Company had resumed supplies to its other customers, including Dealers and Online Retailers, as permitted by the Government's regulations. The Company's factory situated at Thane, Mumbai, which had suspended operations with effect from March 21, 2020, consequent to the lockdown announced by the Government, has resumed certain critical, continuous process operations with effect from June 18, 2020, following the Government's regulations. All our Marketing Office, Technical Office and Head Office employees in the Mumbai Metropolitan Region have continued to work from home during the lockdown. They also attend their respective Office on a need-to basis consequent to the Maharashtra Government allowing restricted resumption of private offices effective June 8, 2020. Various other steps have been taken by the Company to deal with Covid-19.

While the Covid-19 lockdown has adversely affected the demand and supply of our products in the short term, we expect to see an increase in demand due to more eating at home and more cooking at home once the lockdown is lifted fully which is an opportunity for your Company.

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

### **Outlook**

We believe the outlook for our business is good under the circumstances. In this year, we have further strengthened the good reputation we have amongst our consumers and traders, associates and vendors. We believe that the impact of Covid-19, though it has hurt us in the short run, will be beneficial to us in the long run for our industry and our Company. 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.

### **2019-20 Operations: Other Aspects**

The value of exports at Rs. 40.24 crores in 2019-20 was up 6.5% over the previous year. Foreign Exchange used in 2019-20 was Rs. 1.23 crores (Rs. 5.96 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 used to be 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. However, in view of the much lower rate of taxation applicable if we don't take any deduction, we have chosen to forego this benefit. The expenditure on Research & Development in 2019-20 was Rs. 4.20 crores, 10.5% 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) Additional Amount accepted during the year: Rs. 1.39 crores.
- (b) Amounts remained unpaid or unclaimed as at the end of the year are Nil.
- (c) Defaults in repayment of deposits or payment of interest thereon are Nil.

### **Dividend Distribution Policy**

The Board of Directors have adopted the Dividend Distribution Policy in terms of the requirements of Listing Regulations. The Policy is available on the website of the Company at <https://www.hawkinscookers.com/download/DividendDistributionPolicy.pdf>. The Dividend Distribution Policy is annexed as **Appendix II**.

### **Appropriations and Dividend**

Out of the amount available for appropriation of Rs. 86.35 crores (previous year: Rs. 67.31 crores), we propose:

- Rs. 1.00 crore transfer to General Reserve (previous year: Rs. 2.00 crores) and
- Rs. 85.35 crores as surplus carried to the Balance Sheet (previous year: Rs. 65.31 crores).

In view of the uncertainties due to the impact of COVID-19, it was decided by the Board of Directors at its Meeting held on May 21, 2020, that it will not recommend any dividend at the moment for the year 2019-20. Once the situation is clearer, the Board may recommend a suitable dividend.

### **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.

## Directors' Report (Continued)

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 2019-20.

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 Internal Complaints Committees 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 2019-20, no case of sexual harassment of women was filed under the said Act.

### Business Responsibility Report

A separate section on Business Responsibility forms part of our Report describing the initiatives taken by the Company from an environmental, social and governance perspective. The Business Responsibility Policy has also been placed on the Company's website, which can be accessed at <https://www.hawkinscookers.com/download/BusinessResponsibilityPolicy.pdf>.

## 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

Prof. Leena Chatterjee of the Indian Institute of Management, Calcutta, was appointed by the Board as an Additional Director with effect from April 1, 2019, and was appointed by the shareholders on the recommendation of the Board as an Independent Director from August 6, 2019. The Board is pleased to state that her integrity, expertise and experience will assist the Board in its functioning.

Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.) and Mr. E. A. Kshirsagar, were re-appointed by the shareholders at the 59th AGM of the Company on August 6, 2019, for a second term of five years as Independent Directors with effect from September 19, 2019, on the recommendation of the Board.

All the seven Independent Directors, namely, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.), Mr. E. A. Kshirsagar, Mr. Ravi Kant and Prof. Leena Chatterjee 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.

Mrs. Susan M. Vasudeva retires by rotation as a Director at the 60th AGM of the Company and, being eligible, offers herself for re-appointment for which the Board has resolved to recommend to the shareholders a suitable resolution.

At the Board Meeting (Serial No. 20) the Chief Executive Officer made a presentation to the Independent Directors to update them on the Company's operations, products and marketing policies and how the Company is dealing with the Covid-19 crisis. 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 in 2022.

### 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 continue to undertake the secretarial audit of the Company for the year 2019-20. The Secretarial Audit Report is annexed as **Appendix III**.



### 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 IV** 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/download/MGT201920.pdf>.

### 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*. The Company has been running a project partnering with a NGO, Bhagirath Gramvikas Pratishthan (BGP), for implementing the said objective in the Sindhudurg district of Maharashtra. The Company realised that the main problem is that both men and women are unaware of the ill-effects of Indoor Air Pollution. In order to educate them, the Company embarked on an extensive education campaign through public service advertisements in leading newspapers. The Company explained how the rural households could improve their health using the pressure cooker in a series of press releases. Additionally, the Company donated to the Prime Minister's PM CARES Fund. The fund will be used for combating, containment and relief efforts against the Coronavirus outbreak.

Out of the total CSR Budget for 2019-20 of Rs. 146.74 lakhs, the Company has spent Rs.146.14 lakhs (99.6%). The balance amount of Rs.0.60 lakhs could not be spent due to Covid-19 related nationwide lockdown imposed by the Government in March 2020.

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

### Directors' Performance Evaluation

The performance evaluation of each Director of the Board was carried out by the Nomination and Remuneration Committee at its Meeting (Serial No.10) held on May 21, 2020, 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 May 21, 2020.

The Board of Directors at its Meeting (Serial No.20) held on May 21, 2020, 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 VI**.

### 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 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, 2020

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 and introduce new 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.0.10 crores (previous year: Rs. 0.20 crores). Recurring expenditure: Rs.4.11 crores, 0.6% of the total turnover (previous year: Rs.3.60 crores, 0.6%).

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, 2020, there were 54 valid patents and design registrations in force. Benefits derived: as described above.

## Appendix II

### Dividend Distribution Policy of Hawkins Cookers Limited

1. The Board of Directors of the Company has adopted a Dividend Distribution Policy ('Policy') which shall come into force for accounting periods beginning from April 1, 2020, till it is applicable.

2. Dividend would be declared on a per share basis on the Equity Shares of the Company having face value of Rs.10 each to be distributed amongst all shareholders, based on their shareholding as on the record date. The Company currently has no other class of shares.

3. Dividends, including interim dividends, may be recommended by the Board in line with the surplus available after assessment of the needs of the business and as permitted by the Companies Act.

4. The Company's dividend payout will be determined after taking into account the profitability, market conditions, cash flow position and expectations of the future requirements of funds for the business and also the applicable law.

5. The Board shall also take into account the following factors:

- Internal Factors:
  - i. Earnings stability.
  - ii. Past dividend history and sense of shareholders' expectations.
- External Factors:
  - i. Economic environment.
  - ii. Changes in the Government policies, industry specific rulings & regulatory provisions.

6. This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to the shareholders in a timely manner.

7. The policy shall be available on the Company's website and will be disclosed in the Company's Annual Report.

## Appendix III

### Secretarial Auditor's Report

#### To the Members of Hawkins Cookers Limited, Mumbai

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  
Unique Code: S1995MH013400

  
Jayshree S. Joshi

F.C.S.1451; C.P.487

UDIN: F001451B000263196

May 21, 2020

**Form No. MR-3: Secretarial Audit Report for the Financial Year Ended 31st March, 2020**

[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]

**To the Members of Hawkins Cookers Limited, Mumbai**

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 31st March, 2020, 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:

**(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 31st March, 2020 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, as amended.

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. It was seen that the Stock Exchange had queried on a newspaper report regarding the Order passed by the Chief Judicial Magistrate at Hoshiarpur for simple imprisonment of the CEO as well as the Factory Manager of the Company for certain alleged non-compliance of the Factories Act. The Company provided clarification on April 17, 2019, to the Exchange, which was disseminated on the website of the Exchange, that the said Order of Chief Judicial Magistrate at Hoshiarpur was being appealed. No further updates on the event were queried by



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

the Exchange or provided by the Company. However, since then the Appeal has been admitted, the Order of the Chief Judicial Magistrate at Hoshiarpur is suspended and the matter is currently sub-judice.

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 except that, the Board at its Meeting held on 29.01.2019, on recommendation of the Nomination & Remuneration Committee had appointed an Additional Director (Non-Executive Director) w.e.f. 01.04.2019. The tenure of the said Non-Executive Director was till 59th Annual General Meeting i.e. 06.08.2019. The Members at the 59th Annual General Meeting held on 06.08.2019 had approved appointment of the said Non-Executive Director as the Independent Director for a period of 5 years w.e.f. 06.08.2019.

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.

For JAYSHREE DAGLI & ASSOCIATES  
Company Secretaries  
Unique Code: S1995MH013400



Jayshree S. Joshi  
Membership No. F.C.S. 1451  
CP No. : 487  
UDIN: F001451B000263196

#### DISCLAIMER:

*The attached Secretarial Audit Report (pursuant to Section 204 of the Companies Act, 2013) is furnished based on those documents provided by the Secretarial/Compliance Team of the Company i.e. **HAWKINS COOKERS LIMITED** in electronic/digital form i.e. by way of scan copy provided through emails and is also based on the information and clarification provided telephonically. On account of Nationwide Lockdown due to COVID-19 pandemic, we were not able to conduct the verification of the relevant physical documents. We therefore considered that those documents/information provided electronically by the Company are true copy of the original documents maintained by/available with the Company as confirmed accordingly by the Management vide their Representation Letter dated May 19, 2020.*

*Further, certain relevant records/documents like proof of dispatch of Notices, Draft Minutes, Signed Minutes of Meetings of the Board and its Committees; Attendance Register; Statutory Registers etc. could not be provided to us for verification as the same were in physical form and were lying in the Registered Office premises of the Company hence the same could not be accessed on account of Nationwide Lockdown due to COVID-19 pandemic. The Management has assured us to provide the same soon after the Lockdown is completely lifted and normalcy of Company's working is resumed.*

**Form No. MGT-9**

Extract of Annual Return as on the financial year ended on March 31, 2020  
[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	6,67,114	Nil	6,67,114	12.62	7,38,975	Nil	7,38,975	13.98	1.36
b. Banks/Financial Institutions	7,208	247	7,455	0.14	55	247	302	0.01	-0.13
c. Foreign Portfolio Investors	6,718	Nil	6,718	0.13	18,140	Nil	18,140	0.34	0.21
d. Alternate Investment Funds	87,745	Nil	87,745	1.66	38,037	Nil	38,037	0.72	-0.94
Sub Total	7,68,785	247	7,69,032	14.54	7,95,207	247	7,95,454	15.04	0.50
(2) Non-Institutions									
a. Indian Bodies Corporate	36,121	739	36,860	0.70	24,362	679	25,041	0.47	-0.23
b. Individuals									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	9,42,170	1,40,450	10,82,620	20.47	8,76,235	1,22,905	9,99,140	18.90	-1.57
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,20,695	Nil	2,20,695	4.17	2,95,947	Nil	2,95,947	5.60	1.43
c. Clearing Members	6,919	Nil	6,919	0.13	2,405	Nil	2,405	0.05	-0.08
d. NRI	69,377	Nil	69,377	1.31	64,581	Nil	64,581	1.22	-0.09
e. Trusts	658	Nil	658	0.01	329	Nil	329	0.01	0.00
f. HUF	72,725	Nil	72,725	1.38	72,575	Nil	72,575	1.37	-0.01
g. Investor Education and Protection Fund	40,969	Nil	40,969	0.77	44,254	Nil	44,254	0.84	0.07
h. Foreign Portfolio Investor	24	Nil	24	0.00	24	Nil	24	0.00	0.00
i. NBFCs registered with RBI	25,100	Nil	25,100	0.47	25,000	Nil	25,000	0.47	0.00
j. Trust Employee	Nil	Nil	Nil	Nil	34	Nil	34	0.00	0.00
k. Foreign Nationals	Nil	Nil	Nil	Nil	195	Nil	195	0.00	0.00
Sub Total	14,14,758	1,41,189	15,55,947	29.43	14,05,941	1,23,584	15,29,525	28.93	-0.50
Total Public Shareholding	21,83,543	1,41,436	23,24,979	43.97	22,01,148	1,23,831	23,24,979	43.97	0.00
Grand Total (A+B)	51,46,379	1,41,436	52,87,815	100.00	51,63,984	1,23,831	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	18,28,632	34.58	0.00	18,28,532	34.58	0.00	-0.01
2	Neil 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	1,000	0.02	0.00	1,100	0.02	0.00	10.00
	<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	01-04-2019	–	–	2,50,000	4.73
				14-06-2019	-2,50,000	Disposed	0	0.00
				31-03-2020	–	–	0	0.00
2	SBI Small Cap Fund	1,30,000	2.46	01-04-2019	–	–	1,30,000	2.46
				14-06-2019	2,22,000	Acquired	3,52,000	6.66
				31-03-2020	–	–	3,52,000	6.66
3	Kotak Emerging Equity Scheme	1,12,061	2.12	01-04-2019	–	–	1,12,061	2.12
				13-09-2019	526	Acquired	1,12,587	2.13
				01-11-2019	16,000	Acquired	1,28,587	2.43
				08-11-2019	22,988	Acquired	1,51,575	2.87
				22-11-2019	4,957	Acquired	1,56,532	2.96
				29-11-2019	244	Acquired	1,56,776	2.96
				31-03-2020	–	–	1,56,776	2.96
4	SBI Consumption Opportunities Fund	75,000	1.42	01-04-2019	–	–	75,000	1.42
				17-05-2019	25,000	Acquired	1,00,000	1.89
				14-06-2019	20,000	Acquired	1,20,000	2.27
				31-01-2020	-37,000	Disposed	83,000	1.57
				31-03-2020	–	–	83,000	1.57
5	Kotak Small Cap Fund	60,849	1.15	01-04-2019	–	–	60,849	1.15
				05-04-2019	4,293	Acquired	65,142	1.23
				12-04-2019	1,554	Acquired	66,696	1.26
				19-04-2019	316	Acquired	67,012	1.27
				26-04-2019	907	Acquired	67,919	1.28
				03-05-2019	1,836	Acquired	69,755	1.32
				10-05-2019	2,109	Acquired	71,864	1.36
				17-05-2019	4,223	Acquired	76,087	1.44
				24-05-2019	517	Acquired	76,604	1.45
				07-06-2019	3,357	Acquired	79,961	1.51
				21-06-2019	2,000	Acquired	81,961	1.55
				29-06-2019	643	Acquired	82,604	1.56
				30-08-2019	3,064	Acquired	85,668	1.62
				06-09-2019	1,453	Acquired	87,121	1.65
				20-09-2019	768	Acquired	87,889	1.66
				27-09-2019	557	Acquired	88,446	1.67
				18-10-2019	452	Acquired	88,898	1.68



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
5	Kotak Small Cap Fund (Continued)			25-10-2019	1,240	Acquired	90,138	1.70
				29-11-2019	700	Acquired	90,838	1.72
				07-02-2020	500	Acquired	91,338	1.73
				20-03-2020	32	Acquired	91,370	1.73
				27-03-2020	397	Acquired	91,767	1.74
				31-03-2020	–	–	91,767	1.74
6	SBI Active Select Fund	44,745	0.85	01-04-2019	–	–	44,745	0.85
				07-02-2020	–1,059	Disposed	43,686	0.83
				14-02-2020	–3,500	Disposed	40,186	0.76
				21-02-2020	–2,792	Disposed	37,394	0.71
				31-03-2020	–	–	37,394	0.71
7	EQ India Fund	43,000	0.81	01-04-2019	–	–	43,000	0.81
				18-10-2019	–6,000	Disposed	37,000	0.70
				01-11-2019	–5,000	Disposed	32,000	0.61
				08-11-2019	–9,500	Disposed	22,500	0.43
				20-12-2019	–500	Disposed	22,000	0.42
				27-12-2019	–1,500	Disposed	20,500	0.39
				31-12-2019	–1,500	Disposed	19,000	0.36
				03-01-2020	–1,250	Disposed	17,750	0.34
				10-01-2020	–871	Disposed	16,879	0.32
				17-01-2020	–16,879	Disposed	0	0.00
				31-03-2020	–	–	0	0.00
8	Megh Ishwer Manseta	36,750	0.69	01-04-2019	–	–	36,750	0.69
				05-07-2019	500	Acquired	37,250	0.70
				26-07-2019	800	Acquired	38,050	0.72
				02-08-2019	501	Acquired	38,551	0.73
				09-08-2019	449	Acquired	39,000	0.74
				30-08-2019	74	Acquired	39,074	0.74
				06-09-2019	176	Acquired	39,250	0.74
				13-09-2019	200	Acquired	39,450	0.75
				20-09-2019	2	Acquired	39,452	0.75
				27-09-2019	200	Acquired	39,652	0.75
				31-03-2020	–	–	39,652	0.75
9	Dolly Khanna	36,124	0.68	01-04-2019	–	–	36,124	0.68
				31-03-2020	–	–	36,124	0.68
10	Vikram Venture Capital Pvt. Ltd.	25,000	0.47	01-04-2019	–	–	25,000	0.47
				31-03-2020	–	–	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)	18,28,632	34.58	01-04-2019	–	–	18,28,632	34.58
				12-06-2019	–100	Gift	18,28,532	34.58
				31-03-2020	–	–	18,28,532	34.58
2	J. M. Mukhi (Director)	5,345	0.10	01-04-2019	–	–	5,345	0.10
				21-11-2019	–762	Sale	4,583	0.09
				25-11-2019	–842	Sale	3,741	0.07
				07-02-2020	–1,100	Sale	2,641	0.05
				11-02-2020	–200	Sale	2,441	0.05
				13-02-2020	–441	Sale	2,000	0.04
				25-02-2020	–200	Sale	1,800	0.03
				26-02-2020	–500	Sale	1,300	0.02
				31-03-2020	–	–	1,300	0.02
3	Shishir K. Diwanji (Director)	5,100	0.10	01-04-2019	–	–	5,100	0.10
				31-03-2020	–	–	5,100	0.10
4	S. Dutta Choudhury (Vice-Chairman and Managing Director)	50	0.00	01-04-2019	–	–	50	0.00
				31-03-2020	–	–	50	0.00
5	Sudeep Yadav (Executive Director-Finance & Administration and CFO)	101	0.00	01-04-2019	–	–	101	0.00
				31-03-2020	–	–	101	0.00

Appendix IV of the Directors' Report (Continued)

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	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>
<b>Change in Indebtedness during the financial year</b>				
Addition	1004.33	Nil	345.44	1,349.78
Reduction	-249.20	Nil	-64.42	-313.62
<b>Net Change</b>	<b>755.13</b>	<b>Nil</b>	<b>281.02</b>	<b>1036.16</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1001.63	Nil	2962.74	3964.37
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	2.70	Nil	330.02	332.72
<b>Total (i+ii+iii)</b>	<b>1004.33</b>	<b>Nil</b>	<b>3292.76</b>	<b>4297.09</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	104.38	85.20	189.57
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.66	0.97	1.63
	(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)	349.72	242.11	591.83
<b>Total (A)</b>		<b>454.76</b>	<b>328.28</b>	<b>783.03</b>
Ceiling as per the Companies Act, 2013				<b>1076.05</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	Leena Chatterjee	
Board/Committee meetings attendance fee	Nil	9.00	9.50	3.75	4.00	3.00	1.50	30.75
Commission	11.95	11.95	11.95	11.95	11.95	11.95	11.95	83.65
Total (1)	11.95	20.95	21.45	15.70	15.95	14.95	13.45	114.40
Non Executive Directors	Brahm Vasudeva			Susan M. Vasudeva				
Board/Committee meetings attendance fee	2.25			1.50				3.75
Commission	11.95			11.95				23.90
Other: Fee for Advisory Services	29.23			Nil				29.23
Total (2)	43.43			13.45				56.88
Total (B)=(1 + 2)								171.28

Total Managerial Remuneration (A+B)*	<b>954.31</b>
Overall Ceiling for Directors' Remuneration as per the Companies Act, 2013	<b>1183.66</b>

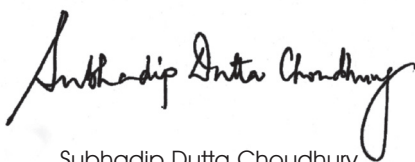
\* Includes Rs. 63.73 lakhs of fees which are not subject to the Overall Ceiling as per the Companies Act, 2013.

**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	33.01
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.73
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	Nil
2	Profit Performance Incentive	41.15
	<b>Total</b>	<b>74.88</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL.****Appendix V****Annual Report on Corporate Social Responsibility**

- 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.
- 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.
- Average net profit of the Company for last three financial years: Rs. 73.37 crores.
- Required CSR Expenditure: Rs. 1.47 crores.
- Details of CSR spend for the financial year: Amount spent for the financial year: Rs. 146.14 lakhs; Amount unspent: Rs.0.60 lakhs; Project identified: 'Improving the Health of Women and Children by Cutting Indoor Air Pollution with Pressure Cooking'. The Company has implemented part of the project in partnership with Bhagirath Gramvikas Pratishthan (BGP), an NGO, in the Sindhudurg district of Maharashtra and has spent Rs.6.03 lakhs. Up to March 31, 2020, BGP has conducted demonstrations in 14 villages and has distributed 413 pressure cookers to villagers. The Company explained how the rural households could improve their health using the pressure cooker through public service advertisements in leading newspapers. Amount spent for the said advertisements is Rs.107.11 lakhs. The Company has also contributed Rs.33 lakhs to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) constituted by the Prime Minister of India to give its support to combat the COVID-19. The Company could not spend the balance Rs.0.60 lakhs due to Covid-19 related nationwide lockdown imposed by the Government in March 2020.
- 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



## Appendix VI

**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)	52	Vice Chairman and Chief Executive Officer	4,54,75,680	B. Tech. Electrical Engineering, IIT, Kharagpur Post Graduate Diploma in Management, IIM, Calcutta	28	18.05.1992	–	–
2	Sudeep Yadav (Notes 2 & 4)	52	Executive Director Finance and Administration	3,28,27,780	B. Tech. Textile Technology, IIT, Delhi Post Graduate Diploma in Management, IIM, Calcutta	28	22.07.2013	Citibank N.A.	Managing Director, Head-India, Citi Transaction Services
3	Tej Paul Sharma (Note 4)	58	Executive Vice President Sales	1,30,84,381	B. Com. St. Xavier's College, Calcutta	38	14.11.1983	Speedo Sales Corporation	Salesman
4	Neil Vasudeva (Notes 3 & 4)	49	Executive Vice President Marketing	1,21,44,026	B. A. St. Stephen's College, Delhi Post Graduate Diploma in Business Management, XLRI, Jamshedpur	27	5.11.1997	Reckitt & Colman of India Limited	Product Manager Pest Control
5	Rahul Pathak (Note 4)	43	Senior Vice President Manufacturing	1,09,45,983	B. E. Bharti Vidyapeeth College of Engineering, Mumbai, M. E. – Production Engineering Veermata Jeejabai Technological Institute, Mumbai	19	28.04.2014	Accusonic Controls	CEO
6	Brahmananda Pani	56	Senior Vice President Finance and Accounts	99,76,803	CA, L L B, ICWA, CS, MBA, Xavier Institute of Management, Bhubaneswar	35	9.01.2012	BEM Limited	Dy. General Manager Finance and Accounts
7	Capt. K. S. Khera	59	Senior Vice President Personnel	98,93,558	B. Sc. Bareilly College	37	17.03.1992	Agro Tech India Limited	Security Officer
8	B. S. Sethi	61	Senior Vice President Research and Development	91,43,298	Diploma in Instrument Technology, Post Diploma in Die and Mould Making, Indo Swiss Training Centre, Chandigarh	39	1.11.1989	Khanna Watches Limited	Assistant Manager R&D
9	Rajesh Sharma	59	Vice President Quality Control	86,17,918	Diploma in Mechanical Engineering, Government Polytechnic, Hoshiarpur	41	23.07.1979	Punjab United Forge Limited	Trainee Diploma Engineer
10	Hutoxi Bhesania	63	Company Secretary	74,87,996	B.Com., FCS	43	6.05.2002	Dai-ichi Karkaria Limited	Company Secretary

**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, Mr. Neil Vasudeva and Mr. Rahul Pathak were in receipt of remuneration during the year 2019-20 which in the aggregate was not less than Rupees one crore two lakhs.

**II. Details of remuneration of each Director/Company Secretary in 2019-20**

Director/Company Secretary	% increase over previous year	Ratio to median remuneration
<b>Directors</b>		
Brahm Vasudeva	8.2%	2.9 : 1
Subhadip Dutta Choudhury, Vice Chairman and Chief Executive Officer	27.1%	92.4 : 1
Sudeep Yadav, Executive Director-Finance & Administration and CFO	27.4%	66.7 : 1
J. M. Mukhi	0.6%	2.4 : 1
Shishir K. Diwanji	22.3%	4.3 : 1
Gerson da Cunha	12.2%	4.4 : 1
General V. N. Sharma (Retd.)	5.5%	3.2 : 1
E. A. Kshirsagar	11.0%	3.2 : 1
Susan M. Vasudeva	6.5%	2.7 : 1
Ravi Kant	11.8%	3.0 : 1
Leena Chatterjee (Note 1)	–	2.7:1
<b>Company Secretary</b>		
Hutoxi Bhesania	12.2%	Not required

**Note: 1.** Prof. Leena Chatterjee was appointed as a Director with effect from April 1, 2019.

**III. Number of permanent employees on the rolls of the Company:** as on 31.3.2020: 651; as on 31.3.2019: 645.

**IV. The median annual remuneration of all permanent employees** at the end of 2019-20 was Rs. 4.92 lakhs which was a 1.1% decrease on the identical figure for 2018-19.

**V.** Taking into account the total remuneration of all employees of the Company (including temporary employees) in the year 2019-20 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 2019-20 with the identical computation for 2018-19, we get the percent increase/decrease in 2019-20 over its previous year.

The said comparison for employees other than the two Executive Directors in 2019-20 was a decrease of 1.1% and for the Executive Directors was an increase of 27.2%.

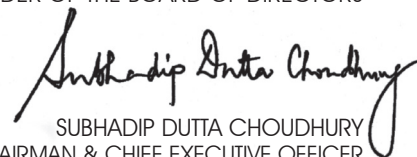
The decrease of 1.1% in the earnings of the employees other than Executive Directors is because of the retirement of old workers with higher salaries and recruitment of new workers. Also, the impact of higher corporate profits in the other management's remuneration comes in the following year while the impact on the Executive Directors' remuneration is shown in the year under report.

The increase in the remuneration of the Executive Directors is due to a significant portion of their remuneration being connected with the profits of the Company – the Profit before Tax is up 19.4% and Profit after Tax is up by 33.7% in the year under report.

## 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 2019-20 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 14, 2020

# HAWKINS COOKERS LIMITED BUSINESS RESPONSIBILITY REPORT 2019-20

(As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is the first Business Responsibility Report published by your Company.

## Section A: General information about the Company

1.	Corporate Identity Number (CIN)	L28997MH1959PLC011304						
2.	Name of the Company	Hawkins Cookers Limited						
3.	Registered address	F 101, Maker Tower, Cuffe Parade Mumbai (Bombay) 400 005. India						
4.	Website	www.hawkinscookers.com						
5.	Email ID	ho@hawkinscookers.com						
6.	Financial year reported	April 1, 2019 to March 31, 2020						
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	<table><tr><td><u>NIC Code</u></td><td><u>Description</u></td></tr><tr><td>28997</td><td>Manufacture of Pressure Cookers and Cookware</td></tr><tr><td>51392</td><td>Wholesale of Cookware</td></tr></table>	<u>NIC Code</u>	<u>Description</u>	28997	Manufacture of Pressure Cookers and Cookware	51392	Wholesale of Cookware
<u>NIC Code</u>	<u>Description</u>							
28997	Manufacture of Pressure Cookers and Cookware							
51392	Wholesale of Cookware							
8.	List three key products/services that the Company manufactures/provides (as in Balance Sheet)	Manufacture, trading and sale of Kitchenware						
9.	Total number of locations where business activity is undertaken by the Company							
	i. Number of international locations (Provide details of major five)	Nil						
	ii. Number of national locations	Registered Office: 1 Sales Office: 1 Factories: 3						
10.	Markets served by the Company – Local/State/National/International	Local, State, National & International Markets						

## Section B: Financial details of the Company

1.	Paid-up capital (Rs.)	Rs. 5.29 crores
2.	Total turnover (Rs.)	Rs. 673.87 crores
3.	Total profit after taxes (Rs.)	Rs. 72.49 crores
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.02 %
5.	List of activities in which expenditure in 4 above has been incurred	<ol style="list-style-type: none"> <li>Live Cooking demonstrations to villagers in rural Maharashtra of the role of Pressure Cooking in reducing exposure to Indoor Air Pollution (IAP) and improving health outcomes. Provided Pressure Cookers at a subsidised price to the villagers in Rural Maharashtra who attended these demonstrations.</li> <li>Public Service campaign in newspapers about the dangers of IAP and how to use the Pressure Cooker to avoid it.</li> <li>Contributed to the PM-CARES fund to help fight Covid-19.</li> </ol> <p>Please see the <b>CSR Report</b> that forms a part of the Annual Report for more details.</p>

## Section C: BR Information

1.	<b>Details of Director/Directors responsible for BR</b>	
a)	Details of the Director/Directors responsible for implementation of the BR policy/policies:	<ol style="list-style-type: none"> <li>DIN Number: 00141545 Name: Subhadip Dutta Choudhury Designation: Vice-Chairman &amp; Chief Executive Officer</li> <li>DIN Number: 02909892 Name: Sudeep Yadav Designation: Executive Director – Finance &amp; Administration</li> </ol>
b)	Details of the BR Head	<p>Name: Neil Vasudeva Designation: Executive Vice President – Marketing Telephone Number: +91-22-24440807 Email ID: hbr@hawkinscookers.com</p>

**2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)**

1. *Do you have a policy/policies for Principles 1 to 9? (See Section D for an explanation of these 9 Principles).*  
Yes
2. *Has the policy being formulated in consultation with the relevant stakeholders?*  
Yes
3. *Does the policy conform to any national/international standards? If yes, specify?*  
Yes. The BRR Policy of your Company is in consonance with SEBI guidelines for the same issued in its circular CIR/CFD/CMD/10/2015 dated November 4, 2015.
4. *Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?*  
Yes
5. *Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?*  
Yes
6. *Indicate the link for the policy to be viewed online?*  
The link for the Policy to be viewed online is: <https://www.hawkinscookers.com/download/BusinessResponsibilityPolicy.pdf>
7. *Has the policy been formally communicated to all relevant internal and external stakeholders?*  
Yes
8. *Does the company have in-house structure to implement the policy/policies?*  
Yes
9. *Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?*  
Yes, the Company has a well-established Vigil Mechanism/Whistle Blower Policy for Employees and Directors.
10. *Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?*  
No. Since this policy is recently adopted, the independent audit/evaluation of the working of this policy shall be done prospectively.

<b>3.</b>	<b>Governance related to BR</b>	
	<ul style="list-style-type: none"> <li>Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year</li> </ul>	The CEO shall assess the BR performance of the Company at least once annually.
	<ul style="list-style-type: none"> <li>Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?</li> </ul>	<p>The BR Report is published once a year as part of the Annual Report of the Company.</p> <p>The hyperlink for the Annual Report with the BR Report contained therein is given hereinbelow:</p> <p><a href="https://www.hawkinscookers.com/download/annual-report%202019-20.pdf">https://www.hawkinscookers.com/download/annual-report%202019-20.pdf</a></p>

**Section D: Principle-Wise Performance****PRINCIPLE 1: To conduct and govern the business with Ethics, Transparency and Accountability.****1. Does the policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The **Corporate Governance Code** of your Company states "The long term business success of Hawkins requires considerate and ethical treatment of customers, suppliers, employees, governmental and regulatory authorities and shareholders. All to whom The Code applies shall always act in accordance with this requirement." Each person to whom The Code is applicable affirms compliance with the Code on an annual basis.

Your Company's **Business Responsibility Policy** states that the Company shall avoid complicity with the actions of any third party that violates any of the principles contained therein, including violation of the Policy concerning Ethics and Transparency.

Your Company has a **Vigil Mechanism/Whistle Blower Policy** wherein Employees and Directors are encouraged to raise genuine concerns about any malpractice (such as unethical behaviour, fraud or violation of the Corporate Governance Code of Conduct) in the workplace without fear of reprisals.

**2. Were any stakeholder complaints received in the past financial year and what percentage were satisfactorily resolved by the management?**

Your Company received 10 complaints from Shareholders in the financial year 2019-20, all of which were satisfactorily resolved.



**PRINCIPLE 2: To provide goods and services that are safe and contribute to sustainability throughout their life cycle.**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

**(a) Pressure Cooker:** Your Company's largest-selling product category, the Pressure Cooker, cooks 53% faster compared to open pot cooking. This reduces exposure to poisonous *chulha* smoke by around 75%, requires 29% less water, saves trees and forest cover, and reduces the consumer's fuel bill (and consequently the LPG cylinder subsidy burden on the Government exchequer). Food pressure-cooked in steam at 121 degrees centigrade is more nutritious and healthier, because certain germs that may survive boiling water at 100 degrees centigrade cannot survive pressure cooking.

**(b) Hard Anodised Cookware:** Marketed under the Futura brand, virgin-grade, commercially pure aluminium is hard anodised to produce a durable, tough surface layer that is non-toxic, non-staining and non-reactive with foods, and hence better resists pitting and corrosion. This technology combines a highly thermal-efficient core with an even more hygienic cooking surface to better meet evolving consumer needs.

**(c) Stainless Steel Tri-Ply Cookware:** In response to evolving consumer preferences for higher standards of hygiene and performance in cookware, in 2019-20 your Company launched the Hawkins Tri-Ply Stainless Steel Cookware range. The cooking surface is made from 18% Cr/8% Ni, food-grade (AISI 304) stainless steel of superior quality that is extremely hygienic, durable, does not react with most foods, and does not pit or corrode.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

**(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?**

**(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

Your Company has undertaken several initiatives in the recent past to improve sustainability in its processes, the most important of which are given hereinbelow:

**Measures to Conserve Resources and Reduce Waste**

**1. Reducing Plastic footprint:**

- a. Fully recyclable plastic material has been implemented across the supply chain, compliant with all statutory requirements.
- b. Packaging Development continued to further reduce plastic content in our packaging.

**2. Improving Safety and/or Reducing Pollution/Environmental Impact:**

- a. Sewage Treatment Plants are installed at all factories. The entire treated water output from these Plants is recycled for use in gardening and toilets.
- b. High capacity effluent processing systems are installed at all factories. The treated output water is reused in various processes.
- c. Air Pollution Control Device Systems installed in compliance with pollution control requirements.
- d. A special organic consumable developed for the production operation for Stainless Steel products: Environment-friendly, and safer to use.

**3. Improving Energy Efficiency/Conservation:**

- a. Reduced in-process electricity consumption by 80% in certain metal finishing operations.
- b. Use of energy-efficient devices in plants and offices.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

A significant part of our inputs is sourced sustainably. Our largest supplier, Hindalco, made its entry on the 2019 edition of the Dow Jones Sustainability Index, the global standard for measuring and advancing corporate Environmental, Social and Governance (ESG) practices. A large number of our vendors, particularly of bulky items, have also been developed in areas near our factories, reducing the transport footprint. Stainless Steel used by your Company is sourced from ISO 14001 compliant suppliers.

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes. Hawkins across all factory locations has sourced some important components and/or operations from local and small producers. Some of these vendors have completed their first full year of operations in 2019-20. A large number of steps have been taken to improve the capacity and capability of these producers, including technology development.

**5. Does the company have a mechanism to recycle products and waste? Provide details thereof, in about 50 words or so.**

**Recycling Products:** The majority of the materials used in our products are recyclable (such as aluminium, steel and brass). Your Company pioneered the 'Cashback Scheme' in India, whereby consumers could return old and used pots and pans to dealers in exchange for a price rebate on purchase of new pots and pans.

**Recycling Waste:** See **Measures to Conserve Resources and Reduce Waste** in this Report. All computer and electronic waste is recycled through authorised e-waste vendors.

**PRINCIPLE 3: Promote the well-being of all its employees.**

1. **Total number of employees:** 651
2. **Number of permanent women employees:** 33
3. **Do you have employee associations that are recognized by management?** Yes
4. **What percentage of your permanent employees are members of this recognized employee association?**  
60% of our permanent employees, which includes 100% of our workers.
5. **The number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:**

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

**6. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

- |  |                |
|--|----------------|
| (a) Permanent Employees                    | 80%            |
| (b) Permanent Women Employees              | 64%            |
| (c) Casual/Temporary/Contractual Employees | 90%            |
| (d) Employees with Disabilities            | Not applicable |

**PRINCIPLE 4: To respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

1. **Has the company mapped its internal and external stakeholders?**  
Yes.
2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**  
Yes.
3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

Your Company has made special efforts to contact shareholders who have not claimed their dividends for the past seven years, through its salesforce operating in the areas where such shareholders reside. The Secretarial department then guided all shareholders/legal heirs so met who shared their contact details on the procedure for claiming their dividends and/or transmission of shares.

**PRINCIPLE 5: To respect and promote human rights.****1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

In each product sold to any consumer anywhere in the world, Hawkins has provided contact details for any feedback, suggestion or complaint. Hence, each individual impacted by the business has access to your Company for any grievance at any time.

Your Company has also in place a **Vigil Mechanism/Whistle Blower Policy** wherein Employees and Directors are encouraged to raise genuine concerns about any malpractice in the workplace (such as unethical behaviour, fraud or violation of the Corporate Governance Code of Conduct) without fear of reprisals.

**2. How many stakeholder complaints have been received in the past financial year under Human Rights and what percent were satisfactorily resolved by the management?**

There have been no complaints associated with this Principle in the financial year 2019-20.

## Business Responsibility Report (Continued)

### **PRINCIPLE 6: To respect, protect and make efforts to restore the environment.**

**1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

The policy related to Principle 6 applies to the Company and its Suppliers.

**2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N.**

Your Company's primary product, the Pressure Cooker, is a useful innovation to reduce fuel consumption, which in turn reduces Indoor Air Pollution, use of fossil fuels, and saves trees. Your Company also ensures compliance at all levels with prevailing Pollution Control norms and incentivises its Suppliers to be environmentally compliant.

**3. Does the company identify and assess potential environmental risks? Y/N**

Yes.

**4. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N.**

Yes. Several such initiatives have been undertaken.

**5. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes.

### **PRINCIPLE 7: When engaged in influencing public and regulatory policy, the Company shall do so in a responsible manner.**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

- (a) Bombay Chamber of Commerce
- (b) All India Pressure Cooker Industries Association
- (c) Advertising Standards Council of India
- (d) Indian Society of Advertisers

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas**

We have placed our views on economic reforms/others through these associations from time to time.

### **PRINCIPLE 8: To support inclusive growth and equitable development.**

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8 of supporting inclusive growth and equitable development? If yes, details thereof.**

- 1. Your Company has helped through its CSR program as outlined hereinabove.
- 2. Your Company has taken steps to supply our products in smaller and smaller towns where it is more expensive to reach.

**2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

- 1. The pressure cooker demonstration and subsidised sale is undertaken by your Company under its CSR program in partnership with a local NGO.
- 2. The expansion to smaller towns is undertaken by your Company's employees.

**3. Have you done any impact assessment of your initiative?**

Yes. Your Company has conducted field visits to the affected communities in Rural Maharashtra, and interacted with its partner NGO to assess the impact of the demonstration program. It has had an excellent impact.

**4. What is your company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken.**

Your Company has contributed Rs. 1.46 Lakhs in the financial year 2019-20 towards its CSR program as outlined hereinabove.

### **PRINCIPLE 9: To engage with and provide value to its customers and consumers in a responsible manner.**

**1. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

Yes. The product label, carton and cookbook has all relevant information. The website has additional information.

**2. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

There are no such cases against your Company that were filed during the last five years and were pending as on the end of the financial year 2019-20.

# 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 certificate is issued with regard to compliance of conditions of Corporate Governance by Hawkins Cookers Limited ("the Company") for the year ended March 31, 2020, 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"), pursuant to the Listing Agreement of the Company with the Stock Exchange.

### 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. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. 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.
6. 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.
7. 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.

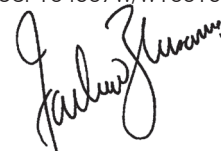
### Opinion

8. 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, as applicable during the year ended March 31, 2020.
9. 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

10. 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 KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Registration Number 104607W/W100166



FARHAD M. BHESANIA  
PARTNER

Membership Number 127355  
UDIN No. : 20127355AAAAACV7704

Place : Mumbai  
Date : June 28, 2020



## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy

Hawkins Cookers Limited believes in corporate governance that optimizes 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, seven Independent Directors and one Non-Executive Director. During the year under report, five Board Meetings were held: on May 29 (Serial No.16), June 4 (Adjourned Meeting Serial No. 16), August 6 (Serial No. 17), November 1 (Serial No. 18) 2019, and February 3, 2020 (Serial No. 19). 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	None	None	None
Subhadip Dutta Choudhury 00141545	Vice-Chairman & Chief Executive Officer, Executive Director	5	Yes	1	None	None
Sudeep Yadav (Note 2) 02909892	Executive Director– Finance & Administration	5	Yes	None	None	None
J. M. Mukhi 00152618	Independent Director	–	No	None	None	None
Shishir K. Diwanji 00087529	Independent Director	5	Yes	4 (Including one as Chairman)	Kaira Can Company Ltd. Independent Director	1
Gerson da Cunha 00060055	Independent Director	5	Yes	1	None	None
General V. N. Sharma (Retd.) 00177350	Independent Director	4	Yes	None	None	None
E. A. Kshirsagar 00121824	Independent Director	5	Yes	4	1. Batliboi Limited, Independent Director 2. J M Financial Limited, Independent Director	3 (as Chairman)
Susan M. Vasudeva (Note 3) 06935629	Promoter Group, Non-Executive Director	3	Yes	None	None	None
Ravi Kant 00016184	Independent Director	5	Yes	1	None	None
Leena Chatterjee 08379794	Independent Director	3	Yes	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.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are independent of the management.

The core skills/expertise/competencies identified by the Board for the effective functioning of the Company and the names of the Directors having the said skills/expertise/competencies in the context of the Company's business are given below:

Director	Area of expertise			
	Marketing	General Management	Financial Competency	Legal Expertise
Brahm Vasudeva	✓	✓	✓	✓
Subhadip Dutta Choudhury	✓	✓	✓	
Sudeep Yadav		✓	✓	✓
J. M. Mukhi		✓	✓	✓
Shishir K. Diwanji		✓	✓	✓
Gerson da Cunha	✓	✓	✓	
General V. N. Sharma (Retd.)		✓	✓	
E. A. Kshirsagar		✓	✓	✓
Susan M. Vasudeva	✓	✓	✓	
Ravi Kant	✓	✓	✓	
Leena Chatterjee	✓	✓	✓	

### 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	4
Gerson da Cunha	4
General V. N. Sharma (Retd.)	4
J. M. Mukhi	—

## Corporate Governance Report (Continued)

### 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 three times during the year under report and the attendance of the Members at the Meetings was as follows:

Name of Director	Number of Meetings Attended
Shishir K. Diwanji, Chairman	3
Gerson da Cunha	3
General V. N. Sharma (Retd.)	2
Brahm Vasudeva	3

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.

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 2019-20 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. Dutta Choudhury	54.00	17.18	33.86	349.72	454.76	1.10.2019 to 30.9.2022
Sudeep Yadav	44.00	14.00	28.17	242.11	328.28	1.10.2019 to 30.9.2022

**Notes:** **1.** One Lakh is 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 2019-20 were Rs.29.23 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 2019-20, 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 2019-20, the Board has resolved to distribute the said amount of Rs.107.55 lakhs of Commission equally within the said ceiling amongst the 9 Non-Executive Directors.

Details of the remuneration to the Non-Executive Directors for the year 2019-20 are given below:

Director	Commission Payable for the Year 2019-20 Rs. lakhs	Board Meeting Fees Paid Rs. lakhs	Committee Meeting Fees Paid Rs. lakhs	Total Rs. lakhs
Brahm Vasudeva	11.95	1.50	0.75	14.20
J. M. Mukhi	11.95	-	-	11.95
Shishir K. Diwanji	11.95	2.50	6.50	20.95
Gerson da Cunha	11.95	2.50	7.00	21.45
General V.N. Sharma (Retd.)	11.95	2.00	1.75	15.70
E. A. Kshirsagar	11.95	2.50	1.50	15.95
Susan M. Vasudeva	11.95	1.50	-	13.45
Ravi Kant	11.95	2.50	0.50	14.95
Leena Chatterjee	11.95	1.50	-	13.45
<b>Total</b>	<b>107.55</b>	<b>16.50</b>	<b>18.00</b>	<b>142.05</b>

#### Shareholding of Non-Executive Directors as at 31.3.2020

Director	Number of Shares Held
Brahm Vasudeva	18,28,532
Shishir K. Diwanji	5,100
J. M. Mukhi	1,300

#### 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 17 times in 2019-20. The number of shareholders' complaints received during the year 2019-20 are 10 (previous year: 16) and all have been satisfactorily resolved within the year.

#### Risk Management Committee

The Risk Management Committee has been constituted by the Board at its Meeting held on May 21, 2020, which consists of two Independent Directors, Mr. Ravi Kant and Gen. V. N. Sharma (Retd.), two Executive Directors, Mr. Subhadip Dutta Choudhury and Mr. Sudeep Yadav and three Senior Executives, Mr. Brahmananda Pani, Senior Vice President-Finance & Accounts, Mr. Rahul Pathak, Senior Vice President - Manufacturing and Mr. Abhijeet Bhende, Vice President - Information Technology. The Risk Management Committee will be responsible for the oversight of the risk management framework, policies and practices of the Company. It shall oversee *inter alia* the Company's methods for identifying and managing risks, frauds, regulatory enforcement actions, litigations, investment portfolio, and technology. The Risk Management Committee shall document and maintain records of its proceedings, including risk management decisions. The Committee shall report its activities to the Board of Directors on a regular basis and make such recommendations as it deems necessary or appropriate. The Risk Management Committee shall have the following Specific Responsibilities and Duties: Approve and periodically review the Company's risk management policy; Oversee the operation of the Company's risk management framework – credit, liquidity, reputational, operational, fraud, strategic, technology (data-security, information, business-continuity) – commensurate with the structure, complexity, activities, and size of the Company; Oversee processes and systems for implementing and monitoring risk compliance, including identifying and reporting emerging risks and their management; Review reports and significant findings with the Internal Audit Department.



## Corporate Governance Report (Continued)

### General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location	Special Resolutions Passed
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.
2018-19	6.8.2019	4.00 pm	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020	Five Special Resolutions for re-appointment of the following Non-Executive Independent Directors for a second term of five consecutive years from September 19, 2019, to September 18, 2024: 1. Mr. J. M. Mukhi 2. Mr. Shishir K. Diwanji 3. Mr. Gerson da Cunha 4. Gen. V. N. Sharma (Retd.) 5. Mr. E. A. Kshirsagar

No special resolutions were required to be put through postal ballot in the year 2019-20. No special resolutions on matters requiring postal ballot are placed for shareholders' approval at the 60th 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 [https://www.hawkinscookers.com/3.2.financial\\_result.aspx](https://www.hawkinscookers.com/3.2.financial_result.aspx). 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 2019-20 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.

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 2019 was US \$ 1,849 per tonne and in March 2020 was US \$ 1,611 per tonne, that is, 14.8% 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 and the same forms part of this Report as **Annexure 1**.

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 2019-20 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/idfp/>.

### Shareholder Information

The 60th Annual General Meeting is to be held on Wednesday, August 5, 2020, at 4:00 pm through Video Conference/ Other Audio Visual Means.

The Financial Calendar in the year 2020-21 is as follows:

- May 21: Approval of the Annual Results of 2019-20
- July 11: Mailing of the Annual Report
- July 30 to August 5: Dates of Book Closure
- August 5: Approval of the First Quarter Results
- August 5: Annual General Meeting
- By November 14: Approval of the Second Quarter Results
- By February 13: Approval of the Third Quarter Results

### Stock Market Price data for the year 2019-20

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 2020-21 have been paid to BSE Ltd.

Month	Company Stock Prices Rs.		BSE Sensex	
	High	Low	High	Low
April	3,148	2,927	39,487	38,460
May	3,100	2,912	40,125	36,956
June	3,072	2,861	40,312	38,871
July	3,035	2,665	40,032	37,128
August	2,980	2,606	37,808	36,102
September	3,390	2,853	39,441	35,988
October	3,629	3,181	40,392	37,416
November	4,051	3,455	41,164	40,014
December	3,894	3,607	41,810	40,135
January	4,540	3,541	42,274	40,477
February	5,540	4,151	41,709	38,220
March	5,030	3,111	39,083	25,639

## Corporate Governance Report (Continued)

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. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities.

As on March 31, 2020, 51,63,984 shares were held in a dematerialised mode representing 97.66% of the Company's total shares and the balance 1,23,831 shares (2.34%) were held in physical mode.

### Distribution of shares as on March 31, 2020

#### By Size of Holding of the Shareholders.

Holding	Shareholders		Shares	
	Number	%	Number	%
1 to 1,000	15,296	99.01	8,65,299	16.36
1,001 to 5,000	112	0.72	2,35,643	4.46
5,001 to 10,000	10	0.06	72,301	1.37
Above 10,000	31	0.20	41,14,572	77.81
<b>Total</b>	<b>15,449</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	15,42,521	29.17%
Mutual Funds	7,38,975	13.98%
Bodies Corporate	25,041	0.47%
Foreign Portfolio Investors	18,140	0.34%
Banks/Financial Institutions	302	0.01%
<b>Total</b>	<b>52,87,815</b>	<b>100%</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 2019-20, 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, 2020, 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 herein above or to the Company.

**Certificate of Non-Disqualification of Directors**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To The Members of Hawkins Cookers Limited, Mumbai**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of HAWKINS COOKERS LIMITED having CIN: L28997MH1959PLC011304 and having registered office at Maker Tower F, 101 Cuffe Parade, Mumbai – 400005 (hereinafter referred to as 'the Company'), provided to us by the Company in digital/electronic form for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the following Directors on the Board of the Company (as detailed herein below) for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Brahm Vasudeva	00177451	01/06/1968
2	Subhadip Dutta Choudhury	00141545	01/08/2004
3	Sudeep Yadav	02909892	17/07/2013
4	Jai Mangharam Mukhi	00152618	06/12/1976
5	Shishir Kisonlal Diwanji	00087529	26/11/1991
6	Gerson Da Cunha	00060055	27/06/1992
7	Vishwa Nath Sharma	00177350	27/10/1998
8	Eknath Atmaram Kshirsagar	00121824	01/06/2014
9	Susan Mc Kely Vasudeva	06935629	01/08/2014
10	Ravi Kant	00016184	01/06/2016
11	Leena Chatterjee	08379794	01/04/2019

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For JAYSHREE DAGLI & ASSOCIATES  
Company Secretaries  
Unique Code: S1995MH013400



Jayshree S. Joshi  
Membership No. F.C.S. 1451  
CP No. : 487  
UDIN: F001451B000263339

Place: Mumbai  
May 21, 2020



# 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, 2020, 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, 2020, 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 1.7 (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
<b>2. Inventory Valuation and Provisioning</b>	
<p>Refer to Note 1.7 (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 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.</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 during the year, to the valuation sheets to ensure completeness of all items considered for the valuation purpose. The Management has not conducted the planned physical verification of all classes of inventory as at the year-end on account of closure of all factories and offices due to nationwide lockdown declared by the Government of India. However, the Management has subsequently conducted the physical verification of all its classes of inventory at the factories of the Company and at some of its sales depots on various dates. Further, our attendance at the physical inventory verification done by the management was impracticable under the current lock-down restrictions imposed by the government and we have therefore, relied on the related alternative audit procedures to obtain comfort over the existence and condition of inventory at year end.</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 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.

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

### **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.

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 Cash Flow Statement 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, 2020 and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

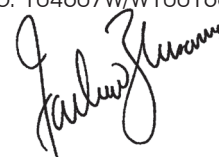
(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(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, 2020, 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 KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No. 104607W/W100166



Farhad M. Bhesania  
Partner

Membership No. 127355  
UDIN: 20127355AAAABU9124

**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, 2020.

**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. During the year, the Company was not able to conduct the planned physical verification of the fixed assets. Hence, the question of commenting on the discrepancies and its treatment in the books of account does not arise.

(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:

Particulars of the Land	Gross Block (as at March 31, 2020)	Net Block (as at March 31, 2020)	Remarks
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:

Particulars of the Land	Gross Block (as at March 31, 2020)	Net Block (as at March 31, 2020)	Remarks
Leasehold Land located at Jaunpur (Satharia) Plot no. A1, A2, A14, A15 admeasuring 24,282 square metres.	Rs.0.83 Lakh	Rs.0.55 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 during the year, except as at the year-end on account of closure of all factories and offices due to nationwide lockdown declared by the Government of India. The management has subsequently conducted physical verification of all classes of its inventory located at the factories of the Company and at some of its sales depots on various dates. 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, 2020, for a period of more than six months from the date they became payable.

(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.	2008-2009	0.54	–	0.54	Commissioner of Income Tax (Appeals)
Sales Tax, VAT, CST, Entry Tax and Goods & Service Tax Acts	Sales Tax, VAT, CST, Entry Tax and Goods & Service Tax Acts	2005-2006	26.69	6.68	20.01	Patna High Court
Sales Tax, VAT, CST, Entry Tax and Goods & Service Tax Acts	Sales Tax, VAT, CST, Entry Tax and Goods & Service Tax Acts	2005-2006	13.40	–	13.40	Commissioner of Commercial Taxes
		2008-2009 and 2017-2018	13.57	–	13.57	Tribunal
		2019-2020	5.30	–	5.30	Assistant Commissioner
		2009-2011, 2012-2013 and 2017-2018	123.28	8.08	115.20	Joint Commissioner
		2012-2013, 2013-2014 and 2015-2016	43.11	2.52	40.59	Deputy Commissioner
Central Excise Act, 1944 and Finance Act, 1994	Excise Duty, Service Tax and Penalties	2006-2017	731.21	28.86	702.35	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 Indian Accounting Standards.

## Independent Auditor's Report (Continued)

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.

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 him.

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  
UDIN: 20127355AAAABU9124

Mumbai  
May 21, 2020

## 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, 2020.**

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) 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, 2020, 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.

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 with reference to Financial Statements**

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 with reference to Financial Statements**

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, 2020, 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  
UDIN: 20127355AAAAABU9124

Mumbai  
May 21, 2020

# BALANCE SHEET AS AT MARCH 31, 2020

	Note No.	As at March 31, 2020		As at March 31, 2019	
		Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Property, Plant and Equipment	2	32,19.25		26,43.12	
Capital Work-in-Progress		1,99.42		1,77.54	
Intangible assets	2	10.19		6.47	
Financial Assets					
Investments	3	0.25		0.25	
Other non-current financial assets	4	1,07.08		1,08.40	
Non-current tax assets (net)	5	2,07.26		30.22	
Deferred tax assets (net)	6	1,31.29		1,67.75	
Other non-current assets	7	2,85.02	41,59.76	3,11.06	34,44.82
<b>CURRENT ASSETS</b>					
Inventories	8	133,01.27		100,06.36	
Financial Assets					
Trade receivables	9	50,21.31		78,54.52	
Cash and cash equivalents	10	1,95.95		61.00	
Other bank balances	11	46,52.09		34,58.61	
Other current financial assets	12	2,03.74		1,28.78	
Other current assets	13	22,99.66	256,74.03	17,70.34	232,79.61
<b>TOTAL ASSETS</b>			<b>298,33.79</b>		<b>267,24.43</b>
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Equity Share Capital	14	5,28.78		5,28.78	
Other Equity	15	134,36.68	139,65.46	113,32.70	118,61.48
<b>LIABILITIES</b>					
<b>NON-CURRENT LIABILITIES</b>					
Financial Liabilities					
Borrowings	16	13,12.39		21,34.41	
Provisions	17	3,97.64	17,10.03	4,00.23	25,34.64
<b>CURRENT LIABILITIES</b>					
Financial Liabilities					
Borrowings	18	14,94.91		6,96.77	
Trade payables	19				
Total outstanding dues of micro enterprises and small enterprises		3,12.78		4,80.68	
Total outstanding dues of creditors other than micro enterprises and small enterprises		46,18.08		47,95.89	
Other current financial liabilities	20	50,38.99		37,45.73	
Other current liabilities	21	24,75.17		24,55.47	
Provisions	22	1,67.34		1,07.93	
Current Tax Liabilities (Net)	23	51.03	141,58.30	45.84	123,28.30
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>298,33.79</b>		<b>267,24.43</b>

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.:  
104607WW/100166


  
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

  
J. M. Mukhi  
Director  
DIN:00152618

  
Farhad M. Bhesania  
Partner  
M. No.: 127355  
Mumbai: May 21, 2020

  
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

  
Ravi Kant  
Director  
DIN:00016184

  
Hutoxi Bhesania  
Company Secretary

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

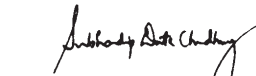
	Note No.	For the year ended March 31, 2020		For the year ended March 31, 2019	
		Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
Income:					
Revenue from operations (net)	24	<b>673,87.33</b>		652,84.13	
Other Income	25	<b>3,17.58</b>		4,14.49	
Total Income			<b>677,04.91</b>		656,98.61
Expenses:					
Cost of materials consumed	26	<b>237,12.49</b>		246,75.13	
Purchases of Stock-in-Trade		<b>78,60.94</b>		74,29.23	
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	} 27	<b>—25,65.95</b>		—27,64.76	
Employee benefits expense	28	<b>93,72.88</b>		90,82.00	
Finance costs	29	<b>3,99.35</b>		3,97.87	
Depreciation and amortization expense	2	<b>4,71.10</b>		4,01.28	
Other expenses	30	<b>186,18.68</b>		182,43.56	
Total Expenses			<b>578,69.49</b>		574,64.31
Profit before tax			<b>98,35.42</b>		82,34.30
Tax expense:					
Current tax	31(a)	<b>25,34.49</b>		27,95.16	
Deferred tax	31(b)	<b>52.01</b>	<b>25,86.51</b>	17.34	28,12.50
Profit for the year (A)			<b>72,48.91</b>		54,21.80
Other Comprehensive Income					
Items that will not be reclassified to Profit or Loss					
Actuarial Loss on Defined Benefit Plans		<b>—60.70</b>		—1,23.07	
Tax Effect on the above	31(b)	<b>15.55</b>	<b>—45.14</b>	43.00	—80.06
Items that will be reclassified to Profit or Loss			<b>NIL</b>		NIL
Total Other Comprehensive Income for the year (B)			<b>—45.14</b>		—80.06
Total Comprehensive Income for the year (A+B)			<b>72,03.77</b>		53,41.74
Earning Per Share (face value Rs. 10 each) Basic and Diluted - (in Rupees)	} 32		<b>137.09</b>		102.53

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

  
J. M. Mukhi  
Director  
DIN:00152618

  
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

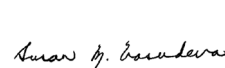
  
Hutoxi Bhesania  
Company Secretary


  
Ravi Kant  
Director  
DIN:00016184

  
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  
M. No.: 127355  
Mumbai: May 21, 2020



# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

## A. Equity Share Capital

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>

Particulars	Balance Rs. Lakhs
<b>As at April 1, 2019</b>	<b>5,28.78</b>
Changes in the equity share capital during the year	NIL
<b>As at March 31, 2020</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, 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	54,21.80
Actuarial Loss on Defined Benefit Plans net of tax			—80.06	—80.06
Dividend on equity shares for the year 2017-18			—44,62.32	—44,62.32
Transfer to General Reserve			—2,00.00	—2,00.00
Transfer from Retained Earnings		2,00.00		2,00.00
<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>

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, 2019</b>	<b>2,49.25</b>	<b>45,52.09</b>	<b>65,31.37</b>	<b>113,32.70</b>
Current year profits			72,48.91	72,48.91
Actuarial Loss on Defined Benefit Plans net of tax			—45.14	—45.14
Dividend on equity shares for the year 2018-19			—50,99.79	—50,99.79
Transfer to General Reserve			—1,00.00	—1,00.00
Transfer from Retained Earnings		1,00.00		1,00.00
<b>Balances as at March 31, 2020</b>	<b>2,49.25</b>	<b>46,52.09</b>	<b>85,35.35</b>	<b>134,36.68</b>

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


  
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

  
J. M. Mukhi  
Director  
DIN:00152618

  
Farhad M. Bhesania  
Partner  
M. No.: 127355  
Mumbai: May 21, 2020

  
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

  
Ravi Kant  
Director  
DIN:00016184

  
Hutoxi Bhesania  
Company Secretary

# STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

	For the Year Ended March 31, 2020 Rs. Lakhs	For the Year Ended March 31, 2019 Rs. Lakhs
<b>A. Cash Flow from Operating Activities:</b>		
Profit before tax	98,35.42	82,34.30
Adjustments for :		
Depreciation and amortization expense	4,71.10	4,01.28
Loss/— Profit on sale of property plant and equipment (net)	—4.17	5.75
Interest income	—3,09.36	—3,97.05
Dividend income	—0.04	—0.04
Finance costs	3,99.35	3,97.87
Operating profit before working capital changes	103,92.30	86,42.10
Changes in working capital		
Adjustments for — increase/decrease in operating assets		
Inventories	—32,94.91	—33,13.88
Trade receivables	28,33.21	—31,40.25
Other current financial assets	—55.12	—2.09
Other current assets	—5,29.32	—5,86.12
Other non-current financial assets	1.32	2.20
Other non-current assets	23.99	2.48
Adjustments for increase/— decrease in operating liabilities		
Trade payables	—3,45.71	63.75
Non-current provision for compensated absences	—2.59	—32.05
Current provision for compensated absences	59.41	—25.91
Other current financial liabilities	1,72.34	3,69.88
Other current liabilities	19.70	2,34.97
Cash generated from operations	92,74.63	22,15.09
Income taxes paid (net)	—27,06.34	—28,30.00
<b>Net Cash from/— used in Operating Activities</b>	<b>A</b> <b>65,68.30</b>	<b>—6,14.91</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of property, plant and equipment (including capital advances)	—10,75.32	—8,38.07
Sale of property, plant and equipment	8.72	34.34
—Increase/Decrease in fixed deposits with banks	—11,93.49	44,51.43
Interest received	2,89.51	5,06.84
Dividend received	0.04	0.04
<b>Net Cash from/— used in Investing Activities</b>	<b>B</b> <b>—19,70.54</b>	<b>41,54.59</b>
<b>C. Cash Flow from Financing Activities:</b>		
Finance costs paid	—2,49.89	—3,89.40
Dividend paid (including tax on dividend)	—50,99.60	—44,60.87
Proceeds from fixed deposits	1,98.68	5,84.46
Repayment of fixed deposits	—64.42	—2,65.19
<b>Net Cash used in Financing Activities</b>	<b>C</b> <b>—52,15.24</b>	<b>—45,31.00</b>
<b>Net Increase/— Decrease in Cash and Cash Equivalents</b>	<b>A + B + C</b> <b>—6,17.48</b>	<b>—9,91.32</b>
Cash and cash equivalents at the commencement of the year (Note 10)	<b>D</b> <b>—1,88.20</b>	<b>8,03.12</b>
Cash and cash equivalents as at the end of the year (Note 10)	<b>E</b> <b>—8,05.68</b>	<b>—1,88.20</b>
<b>Net Increase/— Decrease in Cash and Cash Equivalents</b>	<b>E - D</b> <b>—6,17.48</b>	<b>—9,91.32</b>

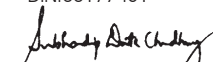
Cash and cash equivalents as at March 31, 2020, and March 31, 2019, are net of Bank overdrafts of Rs. 10,01.63 Lakhs and Rs.2,49.20 Lakhs respectively. (refer note 18)

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

Signatures to  
Cash Flow Statement



Brahm Vasudeva  
Chairman  
DIN:00177451



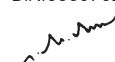
S. Dutta Choudhury  
Vice-Chairman & Chief Executive Officer  
DIN:00141545



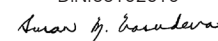
E. A. Kshirsagar  
Director  
DIN:00121824



S. K. Diwanji  
Director  
DIN:00087529



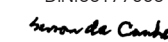
J. M. Mukhi  
Director  
DIN:00152618



Susan M. Vasudeva  
Director  
DIN:06935629



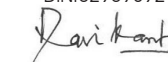
Gen. V. N. Sharma (Retd.)  
Director  
DIN:00177350



Gerson da Cunha  
Director  
DIN:00060055



Sudeep Yadav  
Executive Director  
Finance & Administration  
DIN:02909892



Ravi Kant  
Director  
DIN:00016184



Hutoxi Bhesania  
Company Secretary

Mumbai: May 21, 2020

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



Farhad M. Bhesania  
Partner  
M. No.: 127355

Mumbai: May 21, 2020

## 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, 2020, were approved by the Board of Directors and authorised for issue on May 21, 2020.

#### **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 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 1.7(a)).
- b. Impairment of property, plant and equipment (refer accounting policy 1.7(c)).
- c. Recognition and measurement of defined benefit obligations (refer accounting policy 1.7(l)).
- d. Recognition of deferred tax assets (refer accounting policy 1.7(p)).
- e. Fair Value measurement of Financial Instruments (refer note 1.6).
- f. Provisions and contingent liabilities (refer accounting policy 1.7(h)).
- g. Allowances for Inventory (refer accounting policy 1.7(d)).
- h. Allowances for doubtful debts (refer accounting policy 1.7(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 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 exceed 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**

Ind AS 116 requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The company made an assessment of all leases and found that the underlying asset is of low value. The company accounts for these lease payments as an expense for the relevant period.

**j. Revenue Recognition**

The Company has adopted Ind AS 115 - Revenue from contracts with customers wef 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 & Equipment and Intangible Assets

(Figures in Rs. Lakhs)	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at April 1, 2019	Additions	Disposals	As at April 1, 2019	Depreciation/ Amortization	Disposals	As at March 31, 2020	As at March 31, 2019
Property, Plant and Equipment								
Land Leasehold	1.94 (1.94)	NIL (NIL)	NIL (NIL)	0.10 (0.06)	0.03 (0.03)	NIL (NIL)	1.81	1.84
Land Freehold	2.00 (2.00)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	2.00	2.00
Buildings *	4,70.04 (4,04.22)	57.13 (65.81)	NIL (NIL)	53.16 (34.73)	19.80 (18.44)	NIL (NIL)	4,54.20	4,16.87
Plant & Equipment	27,76.29 (22,37.82)	8,69.56 (5,67.08)	0.63 (28.62)	8,50.71 (5,50.20)	3,68.38 (3,07.51)	NIL (6.99)	24,26.13	19,25.58
Furniture & Fixtures	50.62 (38.26)	19.48 (13.16)	NIL (0.78)	10.56 (6.39)	6.50 (4.32)	NIL (0.14)	53.03	40.05
Vehicles	1,82.53 (1,49.58)	28.48 (67.18)	9.39 (34.24)	36.84 (30.43)	24.24 (23.49)	6.66 (17.07)	1,47.20	1,45.69
Office Equipment	2,30.58 (1,78.08)	74.64 (54.15)	1.45 (1.63)	1,19.50 (73.38)	49.64 (47.07)	0.27 (0.96)	1,34.89	1,11.08
<b>TOTAL</b>	<b>37,13.98 (30,11.89)</b>	<b>10,49.28 (7,67.38)</b>	<b>11.48 (65.27)</b>	<b>10,70.87 (6,95.19)</b>	<b>4,68.60 (4,00.86)</b>	<b>6.93 (25.18)</b>	<b>32,19.25</b>	<b>26,43.12</b>
Intangible Assets								
Software	6.89 (NIL)	6.21 (6.89)	NIL (NIL)	0.42 (NIL)	2.50 (0.42)	NIL (NIL)	10.19	6.47

\* Include shares in Co-operative Societies.  
Previous year figures are given in brackets.

## NOTE 3

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Non-Current Investments</b>		
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)	<u>0.25</u>	<u>0.25</u>

## NOTE 4

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Other Non-Current Financial Assets (Unsecured and considered good)</b>		
Security Deposits	<u>1,07.08</u>	<u>1,08.40</u>

## NOTE 5

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Non-Current Tax Assets (net)</b>		
Excess taxation payments	<u>2,07.26</u>	<u>30.22</u>

## NOTE 6

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Deferred Tax Assets (net)</b>				
Deferred Tax Assets				
On employee separation and retirement	<u>2,82.34</u>		3,68.35	
On provision for debts considered uncertain of recovery	<u>0.87</u>		1.21	
On other timing differences	<u>13.11</u>	<u>2,96.32</u>	<u>46.11</u>	4,15.67
Less: Deferred Tax Liabilities				
Difference between book balance and tax balance of fixed asset		<u>1,65.03</u>		<u>2,47.93</u>
Deferred Tax Asset (net)		<u>1,31.29</u>		<u>1,67.75</u>

## NOTE 7

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Other Non-Current Assets</b>				
Capital advances	<u>41.35</u>		43.40	
Deposits	<u>2,42.93</u>		2,65.84	
Others	<u>0.74</u>	<u>2,85.02</u>	<u>1.82</u>	<u>3,11.06</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

NOTE 8

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Inventories</b> <b>(at lower of cost and net realisable value)</b>				
Raw Materials :				
Aluminium	19,98.93		16,41.00	
Others	12,32.54	32,31.47	8,75.20	25,16.19
Work-in-Progress :				
Pressure Cookers	25,42.49		24,23.76	
Others	1,36.92	26,79.42	27.18	24,50.94
Finished Goods :				
Pressure Cookers	48,38.64		34,62.86	
Others	3,17.04	51,55.68	1,60.06	36,22.92
Stock-in-Trade		19,44.24		11,39.53
Stores & Spares		1,33.10		1,13.28
Packing Materials		1,57.37		1,63.50
		<u>133,01.27</u>		<u>100,06.36</u>

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

NOTE 9

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Trade Receivables</b> <b>(Unsecured)</b>				
Considered good	50,21.31		78,54.52	
Credit impaired	0.86		0.86	
	<u>50,22.17</u>		<u>78,55.38</u>	
Less: Allowance for credit impaired	0.86	50,21.31	0.86	78,54.52

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

NOTE 10

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Cash and Cash Equivalents</b>				
Balances with banks - on current accounts	1,95.38		60.43	
Cash on hand	0.57	1,95.95	0.57	61.00

NOTE 11

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other bank balances</b>				
Balances with banks - on deposit accounts		40,61.17		29,43.17
Earmarked balances with banks				
For unclaimed dividends	2,78.94		2,78.75	
For public deposits	2,50.00		2,00.00	
Margin money deposits	61.98	5,90.92	36.68	5,15.43
		<u>46,52.09</u>		<u>34,58.61</u>

## NOTE 12

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Current Financial Assets (Unsecured and considered good)</b>				
Interest receivable	1,13.34		93.49	
Export benefits receivable	59.76		11.35	
Other receivables	30.64	2,03.74	23.94	1,28.78

## NOTE 13

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Current Assets (Unsecured and considered good)</b>				
GST recoverable	17,82.71		12,17.41	
Prepaid expenses	9.53		35.28	
Other advances	5,07.42	22,99.66	5,17.65	17,70.34

## NOTE 14

	As at March 31, 2020 Rs. Lakhs	As at March 31, 2019 Rs. Lakhs
<b>Equity Share Capital</b>		
AUTHORISED		
1,00,00,000 (March 31, 2019: 1,00,00,000)	10,00.00	10,00.00
Equity Shares of Rs. 10 each		
ISSUED, SUBSCRIBED AND PAID UP		
52,87,815 (March 31, 2019: 52,87,815) Equity Shares of Rs. 10 each, fully paid up. No change in the current year and previous year.	5,28.78	5,28.78
<p>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.</p> <p>Shareholders holding more than 5 percent Equity Shares</p> <ul style="list-style-type: none"> <li>– Mr. Brahm Vasudeva: 18,28,532 (34.58%) [March 31, 2019 18,28,632 (34.58%)] Equity Shares</li> <li>– Mr. Neil Vasudeva: 3,80,032 (7.19%) [March 31, 2019 3,80,032 (7.19%)] Equity Shares</li> <li>– Mr. Nikhil Vasudeva: 3,80,032 (7.19%) [March 31, 2019 3,80,032 (7.19%)] Equity Shares</li> <li>– SBI Small Cap Fund: 3,52,000 (6.66%) [March 31, 2019 1,30,000 (2.46%)] Equity Shares</li> </ul>		

## NOTE 15

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Equity</b>				
A. Summary of Other Equity				
Securities Premium	2,49.25		2,49.25	
General Reserve	46,52.09		45,52.09	
Retained Earnings	85,35.35	134,36.68	65,31.37	113,32.70
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, 2020</b>		<b>As at March 31, 2019</b>	
<b>Long Term Borrowings (Unsecured)</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
Fixed Deposits:				
From Related Parties	<b>1,00.00</b>		2,10.00	
From Others	<b>12,12.39</b>	<b>13,12.39</b>	19,24.41	21,34.41

Note - Tenure of long term fixed deposits ranges from 1 year to 3 years and interest rate ranges from 10% to 11.5% (previous year 10.25% to 11.75%).

**NOTE 17**

	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>Long Term Provisions</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
Provision for employee benefits (Compensated Absences)	<b>3,97.64</b>	4,00.23

**NOTE 18**

	<b>As at March 31, 2020</b>		<b>As at March 31, 2019</b>	
<b>Short Term Borrowings</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
Bank Overdraft (Secured)		<b>10,01.63</b>		2,49.20
Fixed Deposits (Unsecured)				
From Related Parties	<b>4,67.63</b>		3,87.63	
From Others	<b>25.65</b>	<b>4,93.28</b>	59.94	4,47.57
		<b>14,94.91</b>		6,96.77

**NOTE 19**

	<b>As at March 31, 2020</b>		<b>As at March 31, 2019</b>	
<b>Trade Payables</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>	<b>Rs. Lakhs</b>
Micro enterprises and small enterprises (refer Notes 19.1 & 19.2 below)	<b>3,12.78</b>		4,80.68	
Other than micro enterprises and small enterprises	<b>46,18.08</b>	<b>49,30.86</b>	47,95.89	52,76.57

**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 Enterprise 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.

## NOTE 20

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Current Financial Liabilities</b>				
Current maturities of long term debt				
Fixed Deposits:				
From Related Parties	2,00.00		1,05.00	
From Others	9,57.07	11,57.07	1,41.50	2,46.50
Interest accrued but not due on borrowings		3,32.72		1,83.26
Unclaimed Dividends (refer note below)		2,78.94		2,78.75
Other payables:				
Employee payables	23,42.80		21,43.16	
Gratuity Liability	5,56.83		5,45.96	
Trade and Security Deposits	3,70.63	32,70.26	3,48.10	30,37.22
		50,38.99		37,45.73

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

## NOTE 21

	As at March 31, 2020		As at March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Current Liabilities</b>				
Provision for schemes and discounts to dealers	10,43.48		17,60.83	
Statutory dues	2,46.74		3,05.71	
Advance payments from customers	11,84.95	24,75.17	3,88.92	24,55.47

## NOTE 22

	As at March 31, 2020	As at March 31, 2019
	Rs. Lakhs	Rs. Lakhs
<b>Provisions - Current</b>		
Provision for employee benefits (Compensated Absences)	1,67.34	1,07.93

## NOTE 23

	As at March 31, 2020	As at March 31, 2019
	Rs. Lakhs	Rs. Lakhs
<b>Current Tax Liabilities (net)</b>		
Provision for Tax	51.03	45.84

## NOTE 24

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Revenue from Operations</b>				
Sale of Products		665,63.61		646,79.94
Other operating revenues:				
Sale of Scrap	5,64.51		5,62.76	
Export Benefits, Incentives etc.	2,59.21	8,23.72	41.43	6,04.19
		673,87.33		652,84.13
Notes-				
24.1. Disaggregation of Revenue				
Domestic	625,39.41		609,00.73	
Exports	40,24.20	665,63.61	37,79.21	646,79.94

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. 3,88.92 Lakhs (previous year 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, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Income</b>				
Interest Income	3,09.36		3,97.05	
Dividend Income	0.04		0.04	
Other Non Operating Income	<u>8.18</u>	<u>3,17.58</u>	<u>17.39</u>	<u>4,14.49</u>

NOTE 26

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Cost of Materials Consumed</b>				
Aluminium	115,10.95		126,60.52	
Packaging	34,56.91		35,29.35	
Others	<u>87,44.63</u>	<u>237,12.49</u>	<u>84,85.26</u>	<u>246,75.13</u>

NOTE 27

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	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	24,50.94		20,37.61	
Finished Goods	36,22.92		15,71.89	
Stock-in-Trade	<u>11,39.53</u>	<u>72,13.39</u>	<u>8,39.14</u>	44,48.63
Closing Stock				
Work-in-Progress	26,79.42		24,50.94	
Finished Goods	51,55.68		36,22.92	
Stock-in-Trade	<u>19,44.24</u>	<u>97,79.34</u>	<u>11,39.53</u>	<u>72,13.39</u>
Change		<u>—25,65.95</u>		<u>—27,64.76</u>

NOTE 28

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Employee Benefits Expenses</b>				
Salaries, Wages and Bonus	83,41.12		80,88.52	
Contribution to Provident Fund and Other Funds	6,97.82		6,52.53	
Staff Welfare Expenses	<u>3,33.94</u>	<u>93,72.88</u>	<u>3,40.95</u>	<u>90,82.00</u>

## NOTE 29

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Finance Costs</b>				
Interest Expense	3,94.77		3,93.28	
Other Borrowing costs	4.59	3,99.35	4.59	3,97.87

## NOTE 30

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<b>Other Expenses</b>				
Sub-contracting	55,60.09		51,66.36	
Packing and Forwarding Charges	46,00.02		47,89.57	
Advertising	36,29.88		34,65.73	
Power and Fuel	10,38.87		10,27.98	
Commission	4,27.41		7,13.02	
Consumption of Stores, Spares and Tools	4,55.26		4,02.29	
Dealer Conference expenses	2,62.31		3,86.67	
Repairs and Maintenance- Plant and Machinery	3,93.15		3,50.74	
Repairs and Maintenance- Buildings	2,36.01		2,75.09	
Rent	1,26.69		1,18.41	
Rates and Taxes	63.75		26.05	
Insurance	21.49		18.17	
CSR Expenses	1,46.14		13.30	
Miscellaneous Expenses	16,57.61	186,18.68	14,90.17	182,43.56

## NOTE 31

	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
<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	25,30.00		27,85.00	
Prior Years' tax adjustments	4.49	25,34.49	10.16	27,95.16
Deferred tax (Refer note 31(b))		52.01		17.34
		25,86.51		28,12.50
Tax expense recognised in Other Comprehensive Income				
Deferred tax on actuarial loss on defined benefit plans		—15.55		—43.00
		25,70.95		27,69.50

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

NOTE 31 (continued)	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
	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)		1,67.75		1,42.08
Credit/(-)Debit in the Statement of Profit and Loss during the year:				
Deferred Tax Assets:				
On employee separation and retirement	—1,01.57		—42.36	
On provision for debts considered uncertain of recovery	—0.34		NIL	
On other timing differences	—33.00		3.61	
Deferred Tax Liabilities:				
Difference between book balance and tax balance of fixed asset	82.89		21.41	
Total Credit/(-)Debit in the Statement of Profit and Loss		—52.01		—17.34
Credit/(-)Debit in Other Comprehensive Income during the year:				
Deferred Tax Assets:				
On employee separation and retirement		15.55		43.00
Closing balance of Deferred Tax Assets (net)		1,31.29		1,67.75
<b>c. Reconciliation of Effective Tax Rate</b>				
Profit before tax		98,35.42		82,34.30
Corporate tax rate as per the Income Tax Act, 1961		25.17%		34.94%
Tax on Accounting Profit		24,75.38		28,77.40
Difference due to:				
Weighted average deduction on R&D expenses	NIL		—68.23	
Prior year tax expenses	4.49		10.16	
Tax effect due to timing difference of other items	16.79		—46.83	
Expenses not deductible for income tax purposes	28.47		4.65	
Others	9.36	59.11	18.02	—82.24
Total tax expense recognised during the year		25,34.49		27,95.16

NOTE 32	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
		Rs. Lakhs		Rs. Lakhs
<b>Earnings Per Share</b>				
Profit after taxation attributable to equity shareholders	(a)	72,48.91		54,21.80
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)	137.09		102.53

NOTE 33	For the Year Ended March 31, 2020		For the Year Ended March 31, 2019	
		Rs. Lakhs		Rs. Lakhs
<b>Auditors' Remuneration (excluding Service Tax/Goods and Service Tax)</b>				
Audit Fees		22.00		20.00
Fees for other services		12.25		11.25
Reimbursement of out-of-pocket expenses		3.04		1.72
		37.29		32.97



## NOTE 34

**OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

1. In view of the uncertainties due to the impact of Covid-19, it was decided by the board that it will not recommend any dividend at the moment. Once the situation is more clear, the board may recommend a suitable dividend.
2. **Contingent Liabilities and Capital Commitments**
  - (a) Claims against the Company not acknowledged as debts are Rs. 11,57.59 Lakhs (Previous Year: Rs. 17,45.27 Lakhs). These comprise:
    - I. Excise Duty, Service Tax, VAT/Sales Tax, GST and other claims disputed by the Company relating to issues of applicability, classification etc. aggregating to Rs. 11,57.05 Lakhs (Previous Year: Rs. 17,44.73 Lakhs).
    - II. Income Tax claims disputed by the Company aggregating to Rs. 0.54 Lakhs (Previous Year: Rs. 0.54 Lakhs).
  - (b) Estimated amount of contracts remaining to be executed on capital account not provided for is Rs. 63.81 Lakhs (Previous Year: Rs. 71.36 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. 625,39.41 Lakhs (previous year: Rs. 609,00.73 Lakhs) and revenues attributed to all foreign countries amount to Rs. 40,24.20 Lakhs (previous year: Rs. 37,79.21 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. 74,53.20 Lakhs (previous year: Rs. 71,58.43 Lakhs).
4. **Corporate Social Responsibility Expenditure**  
The company has incurred revenue expenses of Rs. 1,46.14 Lakhs (previous year revenue expenses: Rs. 13.30 Lakhs) towards CSR activities, of which Rs. 69.20 Lakhs (previous year: NIL) is yet to be paid. The required CSR expenditure of the company is Rs. 1,46.74 Lakhs (previous year: Rs. 1,32.02 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. 0.14 Lakhs (previous year: loss debited Rs. 92).
7. **Research and Development Cost**  
Research and Development costs debited to the Statement of Profit and Loss is Rs. 4,10.66 Lakhs (previous year: Rs. 3,59.89 Lakhs). Research and Development expenditure of capital nature is Rs. 9.73 Lakhs (previous year: Rs. 20.43 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, 2020</b>								
Non-Current Investments	0.25	NIL	NIL	<b>0.25</b>	NIL	NIL	0.25	<b>0.25</b>
<b>March 31, 2019</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.

**(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.

NOTE 34 (continued)

## 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. 101,80.43 Lakhs and Rs. 116,11.55 Lakhs as at March 31, 2020, and March 31, 2019, 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 another 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, 2020			March 31, 2019		
	< 1 Year	> 1 Year	Total	< 1 Year	> 1 Year	Total
Borrowings	26,51.98	13,12.39	39,64.37	9,43.27	21,34.41	30,77.68
Trade Payables	49,30.86		49,30.86	52,76.57		52,76.57
Interest accrued but not due on borrowings	3,32.72		3,32.72	1,83.26		1,83.26
Unclaimed Dividends	2,78.94		2,78.94	2,78.75		2,78.75
Employee Benefits	23,42.80		23,42.80	21,43.16		21,43.16
Gratuity Liability	5,56.83		5,56.83	5,45.96		5,45.96
Trade and Security Deposits received	3,70.63		3,70.63	3,48.10		3,48.10
Total	114,64.76	13,12.39	127,77.15	97,19.07	21,34.41	118,53.48

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

### (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.

## NOTE 34 (continued)

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

	March 31, 2020				March 31, 2019			
	INR (Lakhs)	USD	EURO	GBP	INR (Lakhs)	USD	EURO	GBP
Export payables (advances from customers)	141.45	1,65,850	NIL	21,453	0.81	972	32	115
Export receivables	8.68	NIL	10,543	NIL	0.13	187	NIL	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 5% weakening of INR against the currencies to which Company is exposed would have led to an approximately additional Rs. 0.43 Lakhs gain in the Statement of Profit and Loss for the year 2019-20 (previous year: Rs. 640 gain). An 5% 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. 5,54.76 Lakhs during the year (previous year Rs. 5,29.05 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 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.

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

NOTE 34 (continued)

		<b>Gratuity (Funded)</b>	
		<b>March 31, 2020</b>	<b>March 31, 2019</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>22,42.61</b>	21,12.47
2. Fair value of plan assets as at year end		<b>16,85.78</b>	15,66.51
3. Net funded obligation		<b>—5,56.83</b>	—5,45.96
4. Net defined benefit Liability recognised in the balance sheet at the year end		<b>—5,56.83</b>	—5,45.96
<b>III. Expense recognised in the Statement of Profit and Loss for the year ended</b>			
1. Current Service Cost		<b>97.04</b>	91.32
2. Interest on net defined benefit liability		<b>31.66</b>	27.81
3. Total expense		<b>1,28.71</b>	1,19.13
<b>IV. Amount recognised in other comprehensive income for the year ended</b>			
1. Actuarial Loss arising from change in financial assumptions		<b>56.97</b>	55.94
2. Actuarial — gain/Loss arising from change in demographic assumptions		<b>NIL</b>	—0.25
3. Actuarial Loss arising from change in experience changes		<b>19.92</b>	78.92
4. Expected Return on plan assets		<b>—16.19</b>	—11.53
5. Total expense		<b>60.70</b>	1,23.07
<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>21,12.47</b>	20,52.53
2. Current Service Cost		<b>97.04</b>	91.32
3. Interest on defined benefit obligation		<b>1,25.74</b>	1,28.84
4. Actuarial Loss arising from change in financial assumptions		<b>56.97</b>	55.94
5. Actuarial — gain/Loss arising from change in demographic assumptions		<b>NIL</b>	—0.25
6. Actuarial Loss arising from change in experience changes		<b>19.92</b>	78.92
7. Benefit payments		<b>—1,69.54</b>	—2,94.81
8. Present Value of Defined Benefit Obligation at the end of the year		<b>22,42.61</b>	21,12.47
<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>15,66.51</b>	15,66.35
2. Contributions by employer		<b>1,78.54</b>	1,82.41
3. Interest on plan assets		<b>94.07</b>	1,01.03
4. Actual return on plan assets less interest on plan assets		<b>16.19</b>	11.53
5. Actual benefits paid		<b>—1,69.54</b>	—2,94.81
6. Fair value of plan assets at the end of the year		<b>16,85.78</b>	15,66.51
<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>6.55%</b>	7.10%
2. Salary Escalation		<b>6.00%</b>	6.00%
3. In-service mortality		<b>IALM (2012-14) ultimate</b>	IALM (2012-14) 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.

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

	<b>March 31, 2020</b>		<b>March 31, 2019</b>	
	<b>Increase</b>	<b>Decrease</b>	<b>Increase</b>	<b>Decrease</b>
Discount rate 0.50 %	<b>—2.32%</b>	<b>2.44%</b>	—2.22%	2.35%
Salary escalation rate 0.50 %	<b>2.45%</b>	<b>—2.34%</b>	2.34%	—2.25%

## NOTE 34 (continued)

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, 2020 Rs. Lakhs	March 31, 2019 Rs. Lakhs
<b>Maturity Profile</b>		
Expected Benefits for year 1	<b>6,60.46</b>	6,83.08
Expected Benefits for year 2	<b>2,76.40</b>	2,85.89
Expected Benefits for year 3	<b>2,68.05</b>	2,15.78
Expected Benefits for year 4	<b>2,94.15</b>	2,44.33
Expected Benefits for year 5	<b>2,05.31</b>	2,23.43
Expected Benefits for year 6	<b>2,33.32</b>	1,39.15
Expected Benefits for year 7	<b>1,04.82</b>	1,99.74
Expected Benefits for year 8	<b>1,73.19</b>	96.81
Expected Benefits for year 9	<b>1,41.34</b>	1,57.74
Expected Benefits for year 10 and above	<b>9,57.18</b>	9,50.70
<b>XIII. The weighted average duration for payment of above cash flows</b>	<b>4.82 Years</b>	4.55 Years

**12. Related Party Disclosures****1. Related Parties**

- (a) Individual having control and relatives:  
 Mr. Brahm Vasudeva (DIN: 00177451) Chairman, Non-Executive Director  
 and relatives:  
 Mr. Neil Vasudeva  
 Mr. Nikhil Vasudeva  
 Mrs. Anuradha S. Khandelwal  
 Mrs. Gitanjali V. Nevatia  
 Mrs. Gayatri S. Yadav\*  
 Mrs. Susan M. Vasudeva (DIN: 06935629) Non-Executive Director
- (b) Key Management Personnel and their relatives:  
 (i) Executive Directors and their relatives  
 Mr. S. Dutta Choudhury (DIN: 00141545) Vice-Chairman & Chief Executive Officer  
 Mr. Sudeep Yadav (DIN: 02909892) Executive Director - Finance & Administration  
 and relatives:  
 Mrs. Sonya Dutta Choudhury  
 Mrs. Gayatri S. Yadav\*
- (ii) Independent Directors and their relatives:  
 Mr. J. M. Mukhi (DIN: 00152618) Non-Executive Independent Director  
 Mr. Shishir K. Diwanji (DIN: 00087529) Non-Executive Independent Director  
 Mr. Gerson da Cunha (DIN: 00060055) Non-Executive Independent Director  
 Gen. V. N. Sharma (Retd.) (DIN: 00177350) Non-Executive Independent Director  
 Mr. E. A. Kshirsagar (DIN: 00121824) Non-Executive Independent Director  
 Mr. Ravi Kant (DIN: 00016184) Non-Executive Independent Director  
 Prof. Leena Chatterjee (DIN: 08379794) Non-Executive Independent Director  
 and relatives:  
 Mr. Jai Diwanji  
 Mr. Apurva Diwanji



**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, 2020 (Previous year's figures given in brackets)**

	Individuals 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	1,12.75 (96.78)	7,51.86 (5,87.55)	NIL (NIL)
Post employment benefits	8.69 (7.44)	31.17 (27.99)	NIL (NIL)
Total Remuneration	1,21.44 (1,04.21)	7,83.03 (6,15.54)	NIL (NIL)
(ii) Non Executive Directors' Fees and Commission	27.65 (25.75)	NIL (NIL)	1,14.40 (90.75)
(iii) Benefits provided to the Non-Executive Chairman, as Advisor	29.23 (30.57)	NIL (NIL)	NIL (NIL)
(iv) Dividend paid	23,62.90 (20,67.60)	0.20 (0.18)	33.08 (28.94)
(v) Fixed deposits accepted	5.00 (NIL)	NIL (NIL)	60.00 (10.00)
(vi) Interest paid on Fixed deposits	46.00 (44.55)	NIL (NIL)	33.61 (32.16)
Balances as at year end			
Fixed Deposits (Unsecured)			
March 31, 2020	4,12.63	NIL	3,55.00
March 31, 2019	(4,07.63)	(NIL)	(2,95.00)

**Transactions between the Company and Hawkins Cookers Limited Employees Provident Fund Trust and the Status of outstanding balances as at March 31, 2020 (Previous year's figures given in brackets)**

During the year company has paid Rs. 5,00.29 Lakhs (previous year: Rs. 4,50.78 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, 2020: Rs. 44.27 Lakhs (Previous Year: Rs. 46.83 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

J. M. Mukhi  
Director  
DIN:00152618

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

Ravi Kant  
Director  
DIN:00016184

Hutoxi Bhesania  
Company Secretary

Mumbai: May 21, 2020

# Did you know? Your Hawkins can...



**Works  
at 121°C  
even better  
than boiling**

- **Kill Germs**

The Hawkins Pressure Cooker is designed to operate at 121°C which kills bacteria and viruses that are not killed even by boiling at 100°C.

- **Save up to 53% Fuel**

Follow 3 simple steps to maximise your fuel saving

1. Put whistle once steam starts coming out.
2. After the first whistle, reduce heat.
3. Follow recipe timing, turn off heat, allow to cook-n-cool.



**New Products**

## Tri-Ply Stainless Steel

Deep-Fry Pan

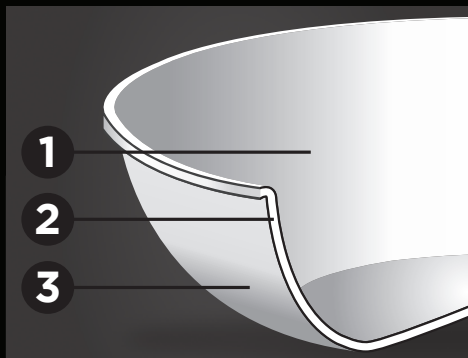


Frying Pan



Tava

### Hawkins 3 mm Extra-Thick Tri-Ply



- 1 Cooking Surface**  
AISI 304, 18/8 food grade Stainless Steel  
Healthy and low-oil cooking
- 2 Core**  
Heavy Gauge Aluminium  
Spreads heat evenly
- 3 Base & Outer Surface**  
AISI 430 Magnetic Stainless Steel  
Works on Gas and Induction

**Hawkins Cookers Limited**

**REGISTERED OFFICE:** F 101, Maker Tower, Cuffe Parade, Mumbai 400 005, India.  
[www.hawkinscookers.com](http://www.hawkinscookers.com)