



Hawkins Cookers Limited

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

CIN: L99999MH1959PLC011304 Tel: 022-2218 6607, 2218 1605 Fax: 022-2218 1190

Website: www.hawkinscookers.com E-mail: ho@hawkinscookers.com

NOTICE TO SHAREHOLDERS FOR THE 54TH AGM OF THE COMPANY

NOTICE is hereby given that the 54th Annual General Meeting of the shareholders of the Company will be held on Friday, the 19th day of September, 2014, at Jai Hind College, 'A' Road, Churchgate, Mumbai, at 4:00 pm to transact the following business:

Ordinary Business

1. To receive and adopt the audited Statement of Profit and Loss for the year ended March 31, 2014, and the Balance Sheet as at March 31, 2014, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To appoint a Director in place of Mr. J. M. Mukhi who retires by rotation, and, being eligible, offers himself for appointment as Independent Director (see item no. 6 under Special Business).
5. To appoint a Director in place of General V. N. Sharma (Retd.) who retires by rotation, and, being eligible, offers himself for appointment as Independent Director (see item no. 7 under Special Business).

Special Business

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other

applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, Mr. J. M. Mukhi (DIN:00049723), a non-executive Director of the Company under the Companies Act, 1956, and an Independent Director under the existing Clause 49 of the Listing Agreement, who retires by rotation at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 19, 2014, for a period of five years."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, General V. N. Sharma (Retd.) (DIN:00177350), a non-executive Director of the Company under the Companies Act, 1956, and an Independent Director under the existing Clause 49 of the Listing Agreement, who retires by rotation at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 19, 2014, for a period of five years."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, Mr. Gerson da Cunha (DIN:00060055), a non-executive Director of the Company under the Companies Act, 1956, and an Independent Director under the existing Clause 49 of the Listing Agreement, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 19, 2014, for a period of five years.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, Mr. Shishir K. Diwanji (DIN:00087529), a non-executive Director of the Company under the Companies Act, 1956, and an Independent Director under the existing Clause 49 of the Listing Agreement, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 19, 2014, for a period of five years.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,

2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, Mr. Eknath Kshirsagar (DIN:00121824), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 1, 2014, pursuant to the provisions of Section 161 of the Act, and under Article 118 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement with BSE Limited, as amended from time to time, Mrs. Susan Vasudeva (DIN:06935629), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 1, 2014, pursuant to the provisions of Section 161 of the Act, and under Article 118 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 73 and other applicable provisions, if any, of

the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014 ("the Rules"), 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 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 authorized to finalise the scheme for the invitation and acceptance of fixed deposits from Members and to sign and execute deeds, applications, documents and writings 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
August 12, 2014

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies, in order to be valid, must be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

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

(a) bring the attendance slips duly completed to the meeting and sign the same at the meeting in order to obtain entry.

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

3. Members are also requested to:

(a) notify immediately the change of address/change in bank details, if any, to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. Shastri Marg, Bhandup (West), Mumbai 400078, quoting their folio number. Members holding shares in the dematerialised form are advised to inform change of address/bank details to their respective Depository Participants.

(b) submit their National Electronic Clearing Service (NECS) mandates to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., at the aforesaid address in respect of shares held in physical form and to the respective Depository Participants in respect of shares held in dematerialised form.

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

4. The Register of Members and Transfer Books will remain closed from September 12, 2014, to September 19, 2014, both days inclusive.

5. The dividend, if approved at the meeting, will be made payable to those Members whose names appear on the Company's Register of Members on September 19, 2014, in respect of shares held in physical form. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as on

September 11, 2014, as per details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

6. Dividends for the financial years ended March 31, 2007, and thereafter which remain unclaimed for a period of seven years will be transferred to the "INVESTOR EDUCATION AND PROTECTION FUND" of the Central Government. Members who have not encashed their dividend warrant(s) for the financial year ended March 31, 2007, or thereafter are requested to contact the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., with the relevant details as soon as possible.

7. Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

A. In case of a Member receiving an email from NSDL (for Members whose e-mail IDs are registered with the Company/Depository Participants):

- (i) Open the PDF file 'Hawkins Cookers e-Voting.pdf' attached to the e-mail, using your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com>.
- (iii) Click on Shareholder – Login.
- (iv) Insert 'User ID' and 'Initial Password/PIN' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password/PIN with a new Password of your choice. Please keep a note of the new Password.

It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-Voting – Active Voting Cycles.

(vii) Select 'EVEN' of Hawkins Cookers Limited.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

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

(xiii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

B. In case of Members whose e-mail IDs are not registered with the Company/Depository Participants:

(i) User ID and Initial Password is mentioned at the bottom of the Attendance Slip separately provided with this Annual Report.

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

IV. The voting rights of the Members holding shares in physical form or in dematerialized form in respect of e-voting shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of August 15, 2014. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

V. The e-voting period shall commence at 9:00 am on Saturday, September 13, 2014, and will end at 5:00 pm on Monday, September 15, 2014. The e-voting module shall be disabled by NSDL at 5:00 pm on the same day.

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

VII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VIII. The results shall be declared at or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hawkinscookers.com and on the website of NSDL www.evoting.nsdl.com within two days of passing or otherwise of the resolutions at the fifty fourth AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

8. Information required under Clause 49 IV (G) of the Listing Agreement with BSE Limited (relating to Corporate Governance) with respect to the Directors seeking appointment at the 54th Annual General Meeting in respect of item Nos. 6 to 11 of the Notice and Explanatory Statement of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 6 to 12 of the Notice are given below:

Item No. 6 to 9 of the Notice - Appointment of Independent Directors

Mr. J. M. Mukhi, General V. N. Sharma, Mr. Gerson Da Cunha and Mr. Shishir K. Diwanji are

Non-Executive Directors of the Company. Further, they are also Independent Directors of the Company in terms of Clause 49 of the Listing Agreement. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on July 31, 2014, has proposed the appointment of Mr. J. M. Mukhi, General V. N. Sharma, Mr. Gerson Da Cunha and Mr. Shishir K. Diwanji as Independent Directors under Section 149 of the Companies Act, 2013, to hold office on the Board of the Company for a period of five years.

The Company has received declarations from each of the Directors mentioned above that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Further, the above Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent in writing to act as Directors of the Company.

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

Mr. Jai Mangharam Mukhi

Mr. Jai Mangharam Mukhi, 86, received his education from the Universities of Bombay and Cambridge and the London School of Economics. He is a Barrister of Lincoln's Inn and the Middle Temple and an Advocate in the Supreme Court of India. He was at one time Legal Adviser to the Ministry of External Affairs in charge of India's case against Portugal in the World Court at The Hague, Chairman of the Legal Committee of the International Commission for Supervision and Control in Vietnam and Senior Counsel to the Monopolies Commission in India. He has advised on the Sino-Indian Boundary Question, the Kutch Arbitration, Constitution-making in Ghana and international commercial arbitrations. He was for many years Chairman of SAE India Ltd. Mr. Mukhi is now not a director of any other Company. He holds 5,345 shares of Hawkins Cookers Limited.

General V. N. Sharma (Retd.)

General V. N. Sharma, 84, retired in 1990 from the Indian Army as Chief of Army Staff after a most distinguished service of 40 years. He has been awarded the Ati-Vishisht Seva Medal (AVSM) by the President of India in 1977 and in 1986 the Param-Vishisht Seva Medal (PVSM) which is the highest award for distinguished service of a most exceptional order. He is a member of the India International Centre and The Institute of Defence Studies and Analysis. He has served on the Local Advisory Board of ABN Amro Bank for seven years. General Sharma is now not a director of any other Company. He does not hold any shares of Hawkins Cookers Limited.

Mr. Gerson da Cunha

Mr. Gerson da Cunha, 85, graduated from St. Xavier's College, Mumbai. His professional career started with Press Trust of India and moved on to Lintas Limited of which he became the Chief Executive. He worked with the United Nations Children Fund (UNICEF) in Latin America and New York for nine years from 1980 and pioneered the use of advertising and marketing concepts with UNICEF on issues like Maternal and Child Health, Immunisation and Aids Prevention and Control. He has served as Advisor, Communications, in the Ministries of the Government of India of Civil Aviation and Tourism, Information and Broadcasting and Health and Family Welfare at various times. Mr. Gerson da Cunha is a director of Medius India Services Private Limited and the Subhas Ghosal Foundation. He does not hold membership of any Committees of the Board of Directors of other companies. He does not hold any shares of Hawkins Cookers Limited.

Mr. Shishir K. Diwanji

Mr. Shishir K. Diwanji, 74, is an Advocate, Solicitor, Notary and a Senior Partner of Messrs. Desai & Diwanji. He is a Director on the Boards of ABC Bearings Ltd., HDFC Trustee Company Ltd., Protos Engineering Co. Pvt. Ltd., Windmere Hospitality (India) Pvt. Ltd., Gems Photographic (India) Pvt. Ltd. and Kaira Can Company Ltd. He is a Member of the Audit Committee of ABC Bearings Limited, and HDFC

Trustee Company Limited. He holds 2,475 shares of Hawkins Cookers Limited.

The above Directors, for their respective appointments, are concerned or interested in the Resolutions as set out at Item Nos. 6 to 9 of the Notice and their respective relatives are deemed to be concerned or interested in the said resolutions. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in these Resolutions.

Keeping in view the vast experience and wisdom which these Directors possess, the Board considers that their continued association would be of great benefit to the Company and that it is desirable to continue to avail of their services as Independent Directors.

The Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 6 to 9 of the Notice for your approval.

Item No. 10 of the Notice - Appointment of Mr. Eknath Kshirsagar

Mr. Eknath Kshirsagar, 72, is a Fellow of the Institute of Chartered Accountants in England and Wales. He has had a distinguished career of over 37 years with A. F. Ferguson and Co. Mumbai, in Audit and in Management Consultancy. He retired from Fergusons in 2004 as the Senior Partner in charge of the Management Consultancy Division. Mr. Kshirsagar is a Director on the Board and a Member of the Audit Committee of the following Companies: Batliboi Ltd., JM Financial Ltd., JM Financial Products Ltd., Merck Ltd., Tata Chemicals Ltd. and Mannapuram Finance Ltd. He is a Director on the Board and a Member of the Audit and Stakeholders' Relationship Committees of Rallis India Ltd. He is a Director on the Board of the following Companies: Manipal Global Education Services Pvt. Ltd., Tata Chemicals Europe Holdings Ltd., UK, Tata Chemicals Magadi Ltd., UK, and Vama Sundari Investment Pvt. Ltd., Mauritius. Mr. Kshirsagar does not hold any shares of Hawkins Cookers Limited.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 27, 2014,

appointed Mr. Eknath Kshirsagar as an Additional Director of the Company with effect from June 1, 2014. He holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Article 118 of the Articles of Association of the Company. Mr. Kshirsagar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

The Company has received a Notice under Section 160 of the Companies Act, 2013, from a Member proposing his candidature as a Director of the Company. The Company has received a declaration from Mr. Kshirsagar that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Kshirsagar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Rules framed thereunder and he is independent of the management.

Mr. Kshirsagar is interested in the resolution. The relatives of Mr. Kshirsagar may be deemed to be 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 for your approval.

Item No. 11 of the Notice - Appointment of Mrs. Susan Vasudeva

Mrs. Susan Vasudeva, 65, 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 has been married for the last 32 years to 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.

As per the provisions of Section 149(1) of the Act and the amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on July 31, 2014, appointed Mrs. Susan Vasudeva as an Additional Director of the Company with effect from August 1, 2014. She holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and Article 118 of the Articles of Association of the Company. Mrs. Vasudeva is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as a Director of the Company. The Company has received a Notice under Section 160 of the Companies Act, 2013, from a Member, proposing her candidature as a Director of the Company.

Mrs. Susan Vasudeva, Mr. Brahm Vasudeva and Mr. Sudeep Yadav are interested in the resolution. The other relatives of Mrs. Vasudeva may be deemed to be 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 for your approval.

Item No. 12 of the Notice - Acceptance of Fixed Deposits

The Company had a Fixed Deposit Scheme, pursuant to the provisions of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975, wherein it accepted/renewed unsecured deposits from the Members of the Company and from the public. Vide Notification dated March 26, 2014, the Ministry of Corporate Affairs ("MCA") notified Sections 73, 74(1) and 76 of the Companies Act, 2013

("the Act") relating to the acceptance of Deposits by companies from its Members and from the public, to take effect from April 1, 2014. The Companies (Acceptance of Deposits) Rules, 2014 ("the Rules") also came into force on April 1, 2014.

Approval of the shareholders is required for accepting deposits from Members after complying with all the conditions stated in Section 73(2) of the Act and within the limits prescribed under the said Rules.

The Board of Directors at their meeting held on July 31, 2014, have resolved to recommend the acceptance of Fixed Deposits from the members pursuant to Section 73 of the Act and the Rules. The Fixed Deposit Scheme would be credit-rated on an annual basis and the Company may provide deposit insurance cover, if required under the 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 or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

By Order of the Board



Mumbai
August 12, 2014

Hutoxi Bhesania
Company Secretary