



Hawkins Cookers Limited

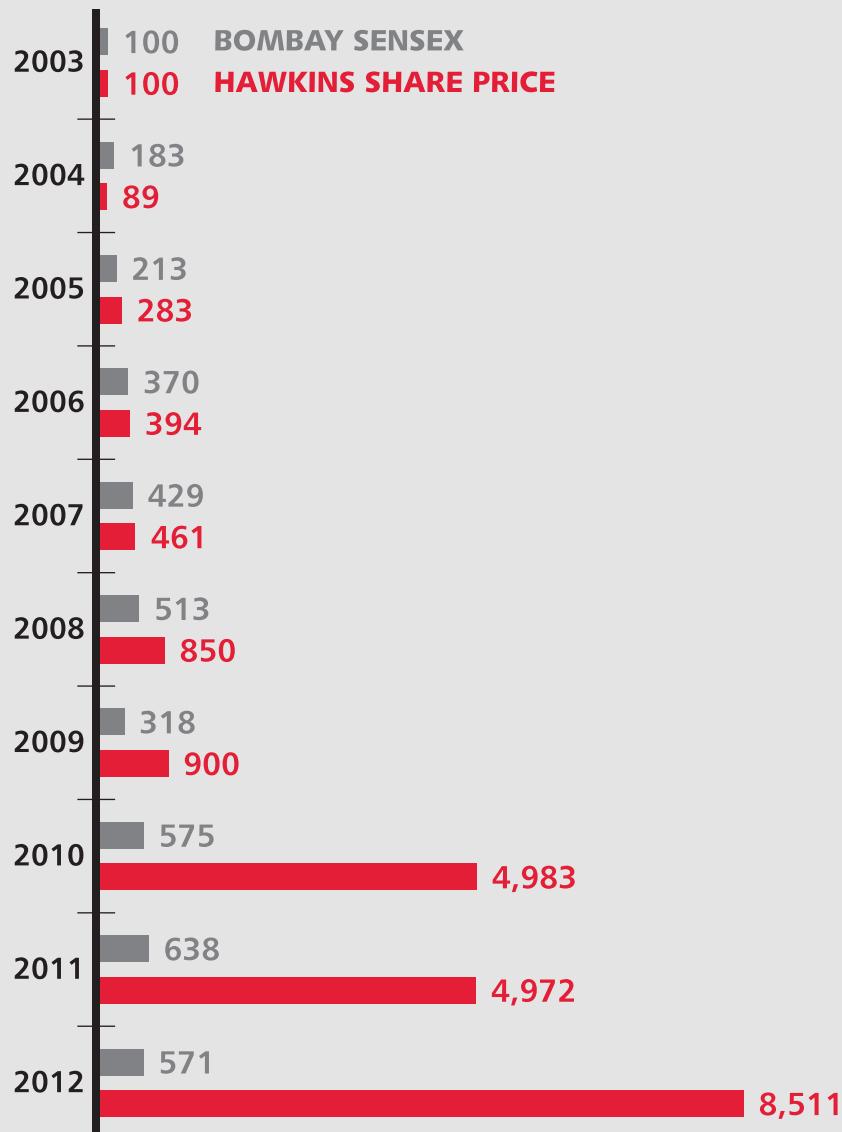
Annual Report 2011-12

TEN YEARS TO END MARCH 2012
INDEXED TO END MARCH 2003=100

HAWKINS PRICE PER SHARE VERSUS BOMBAY SENSEX

AT END MARCH OF EACH YEAR

END MARCH	SENSEX	HAWKINS ₹/SHARE
2003	3049	18
2004	5591	16
2005	6493	51
2006	11280	71
2007	13072	83
2008	15644	153
2009	9709	162
2010	17528	897
2011	19445	895
2012	17404	1532

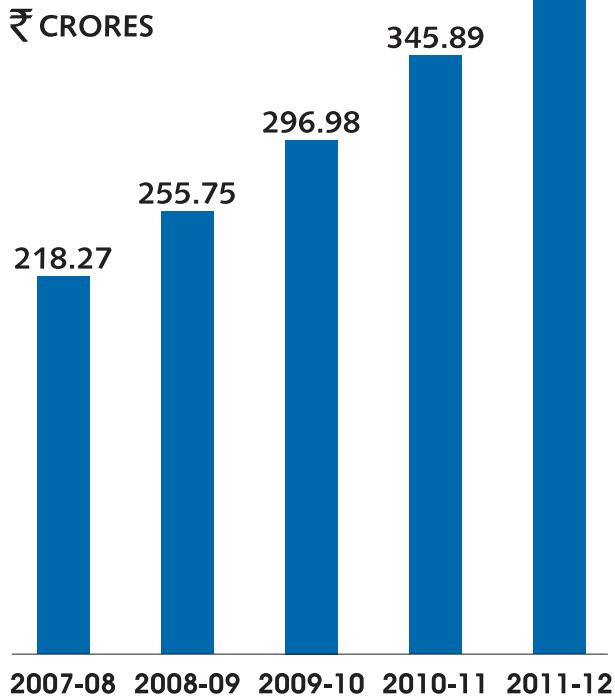


AS AT END APRIL AND END MAY, 2012

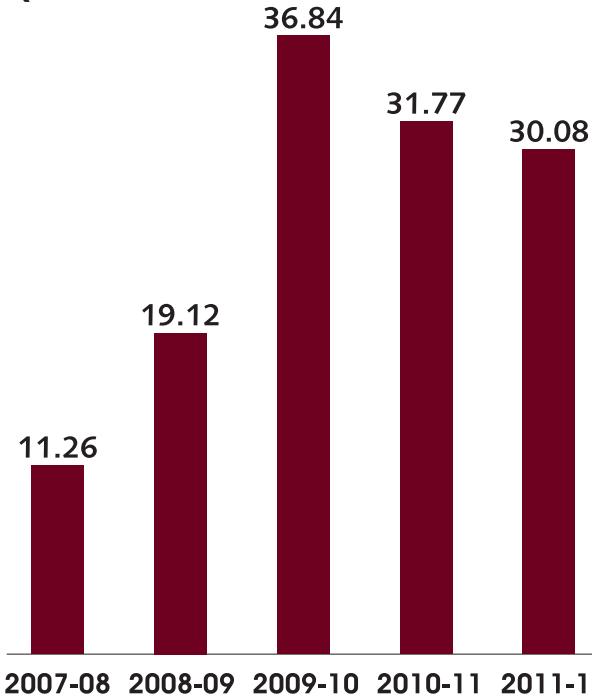
AS AT MONTH END	SENSEX	HAWKINS ₹/SHARE
APRIL 2012	17319	1533
MAY 2012	16219	1588

FINANCIAL PERFORMANCE: LAST FIVE YEARS

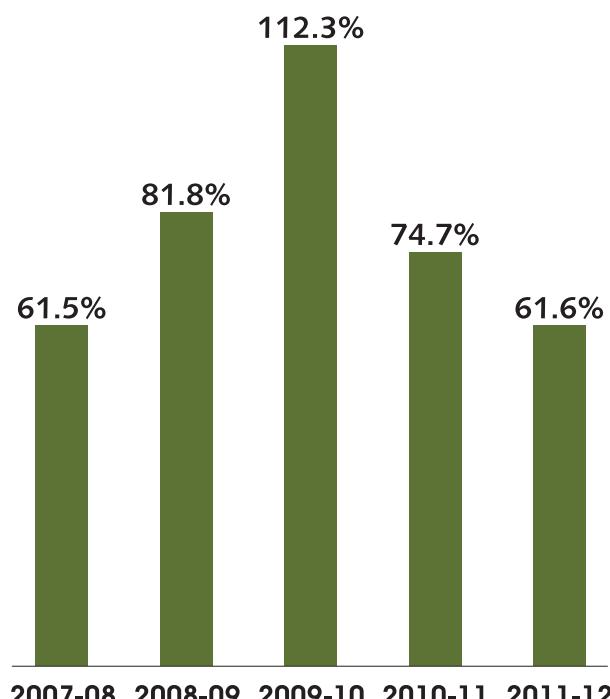
REVENUE FROM OPERATIONS (INCLUDING EXCISE DUTY)



PROFIT AFTER TAX ₹ CRORES



RETURN ON NET WORTH



DIVIDEND RUPEES PER SHARE



1 CRORE = 10 MILLION

HAWKINS COOKERS LIMITED ANNUAL REPORT 2011-12

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BOARD OF DIRECTORS

J. M. Mukhi Shishir K. Diwanji Gerson da Cunha Gen. V. N. Sharma (Retd.) B. K. Khare

S. Dutta Choudhury

VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER

M. A. Teckchandani

EXECUTIVE DIRECTOR – FINANCE & ADMINISTRATION

K. K. Kaul

EXECUTIVE DIRECTOR – OPERATIONS

Brahm Vasudeva
CHAIRMAN

COMPANY SECRETARY

Hutoxi Bhesania

AUDITORS

Deloitte Haskins & Sells

REGISTERED OFFICE

Marker Tower F 101, Cuffe Parade, Mumbai 400 005 India

Tel: 2218 66 07 Fax: 2218 11 90
www.hawkinscookers.com

SOLICITORS

Crawford Bayley & Co.

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound,

L. B. Shastri Marg, Bhandup (West), Mumbai 400 078

Tel: 2596 38 38 / 2594 69 70 Fax: 2596 26 91

[email: rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

BANKERS

Dena Bank

Punjab National Bank

The Saraswat Co-operative Bank Limited

Corporation Bank

DIRECTORS' REPORT TO SHAREHOLDERS

We have the honour to present our fifty-second Annual Report and Audited Statement of Accounts for the year ended March 31, 2012.

2011-12 Operations: Main Results

Sales are the highest ever. Revenue from operations including excise duty in 2011-12 was ₹3,837.2 million (up 10.9% over previous year) and, net of excise duty, it was ₹3,675.4 million (up 10.1% over the previous year).

Profit before tax was ₹445.6 million (6.3% less than the previous year). Net profit after tax was ₹300.8 million (5.3% less than the previous year).

The net return on shareholders funds (net worth) was 62%.

Management Discussion and Analysis

In 2011-12, demand for our products was well in excess of the supply. Supply was hindered by deteriorated labour relations in our Jaunpur factory and an order of the Punjab Pollution Control Board (PPCB), dated October 13, 2011, instructing our Hoshiarpur factory to cease operations in view of their allegation that it was producing effluents with pollutants beyond permissible limits. We explain herein below the events in respect of the said hindrances:

- In our Jaunpur factory, the Wage Settlement became due for renegotiation with effect from April 1, 2011. Around that time, the majority of workers started a campaign of a go-slow of production and then went on a 15-day strike in September 2011. Since then, though there has been some improvement in the rate of production, the situation has not returned fully to normal so far. The Company's stand is that we will not negotiate a Wage Settlement under the pressure of a go-slow. Currently, the matter is under conciliation before the Deputy Labour Commissioner, Varanasi. We are hopeful that the matter will be resolved shortly.
- In regard to our Hoshiarpur factory, the Company denied the allegations of PPCB and took the matter to the Honourable High Court of Punjab and Haryana at Chandigarh. The Honourable High Court stayed the order of PPCB subject to certain

restrictions and heard the matter on numerous occasions. The final judgement of the Honourable High Court was delivered on April 16, 2012, in which it instructed the Company to apply afresh for the required No Objection Certificate and Consents and also instructed PPCB to decide the matter on merit within three weeks of receiving the required information from the Company. The Company has submitted all necessary information to PPCB by May 19, 2012, and now awaits the decision of PPCB. Meanwhile, production of pressure cookers at our Hoshiarpur factory is continuing on a restricted basis. We are hopeful of getting the required No Objection Certificate/Consents from PPCB and resolving the whole matter shortly.

We are pleased to report that labour relations in Thane factory and Mumbai offices and Hoshiarpur factory are normal. In 2011-12, long-term Wage Settlements were signed with Thane factory workers and Hoshiarpur factory workers and staff. The Agreement with staff in Thane factory and Mumbai offices was signed on April 27, 2012. These Settlements shall be in effect up to dates that range from October 15, 2013, to June 30, 2014.

The number of employees as on March 31, 2012, is 854. Except for Jaunpur factory workers at the moment, the morale of our employees is high. We appreciate very much the contribution of the vast majority of our employees to the successful working of your Company.

Owing to supply restrictions, pressure cooker sales value increased only by 7.5% over the previous year. In cookware, sales value increased by 31% over the previous year. Management is working with full vigour to increase supply to match the growth in demand.

Profit before tax as a percentage of net sales in 2011-12 was 12.1% as against 14.2% in the previous year. Profit after tax as a percentage of net sales in 2011-12 was 8.2% as against 9.5% in the previous year. The reduction in margins is because of low sales growth on account of restricted supply and increase in material costs. The total material cost increased by 12% during the year led by an increase in the cost of aluminium of 13%. Consequent to the increase in input costs, we have effected a price increase in our products of about 8% on February 16, 2012.

In 2011-12, we launched a full range of seven sizes of Induction-Compatible Stainless Steel pressure cookers. In addition, we introduced a Hard Anodised Contura (4 litre) and a new model, Hevibase (3 litre) pressure cooker. We also launched two items of cookware – a Hard Anodised Frying Pan (18 cm diameter) and the Nonstick Dosa Tava (33 cm diameter). All the new products have been well-received in the market.

Cash flow during the year, taking into account all activities, was comfortable. The increase in cash and cash equivalents at the end of the year is ₹34.6 million over the opening balance of ₹467.5 million. The cash and cash equivalents as on March 31, 2012, is ₹502.1 million. Additionally, we have ₹10 million in bank deposits with a term in excess of one year. 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.

Threats and Opportunities

The general inflationary trend in the Indian economy is a cause for concern. While the price of aluminium on the London Metal Exchange is 26% down in June 2012 as compared with June 2011, this advantage is nullified by the depreciation by 25% of the Indian Rupee versus the US Dollar in the same period. Management continues to diligently watch cost trends and seeks effective cost controls and necessary adjustment in prices as needed from time to time.

The continuing vitality in the demand for our brands – Hawkins, Contura, Futura and Miss Mary – augur well for the future of your Company.

Outlook

Subject to our being able to overcome the hindrances that are affecting our production of pressure cookers in our Hoshiarpur and Jaunpur factories, we believe the outlook for our business is excellent. We are well-positioned to take advantage of the growth of demand in our markets competitively and to increase our sales and profits handsomely.

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 anticipation.

2011-12 Operations: Other Aspects

As against an 8% increase in the volume of exports, FOB value of exports was up 19% over the previous year at ₹148.3 million in 2011-12. Foreign Exchange used in 2011-12 was ₹8.1 million as against ₹29.4 million in the previous year.

Information as per Section 217(2A) of the Companies Act, 1956, is given in **Appendix I**.

On March 31, 2011, we obtained recognition for our Research & Development Unit from the Department of Scientific and Industrial Research. Therefore, our expenditure on R&D in 2011-12 shall be eligible for the benefit of deductibility of expenses at the rate of 200% for the purpose of the computation of income tax, subject to the necessary approvals by the Department of Scientific and Industrial Research and the Income Tax Department. The expenditure on Research & Development in 2011-12 was ₹10.4 million, up 9% over previous year which was ₹9.5 million. Required details are given in **Appendix II**. Efforts continue in our factories and offices to save energy wherever possible.

None of the fixed deposits maturing for payment prior to March 31, 2012, remained unclaimed as on that date.

Dividend and Appropriations

We are pleased to recommend Rupees Forty per Share as dividend at the rate of 400% (previous year: Rupees Forty per share). Our recommendation takes into account the profitability, circumstances and requirements of the business.

Out of the amount available for appropriation of ₹483.8 million (previous year: ₹478.9 million), we propose

- ₹211.5 million as provision for dividend (previous year: ₹211.5 million)
- tax on proposed dividend ₹34.3 million (previous year: ₹34.3 million)
- ₹50.0 million transfer to General Reserve (previous year: ₹50.0 million) and
- ₹188.0 million as surplus carried to the Balance Sheet (previous year: ₹183.0 million).

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, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

2. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and proper explanation given relating to material departures. 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 at the end of the financial year and of the profit of the Company for that period.

Code of Conduct

The Board has formulated a Code of Conduct for all Directors of the Board and Senior Managers of the Company. This Code has been posted 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.

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 conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange. Both appear elsewhere in the Annual Report.

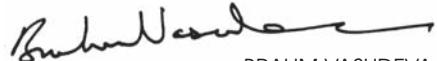
Directors

Mr. Gerson da Cunha, Director, retires by rotation and, being eligible, offers himself for reappointment for which a suitable resolution is proposed for your approval. Mr. B. K. Khare, Director, retires by rotation and, being eligible, offers himself for reappointment for which a suitable resolution is proposed for your approval.

Auditors

Messrs. Deloitte Haskins & Sells retire and, being eligible, offer themselves for reappointment.

ON BEHALF OF THE BOARD OF DIRECTORS



Mumbai
July 2, 2012

BRAHM VASUDEVA
CHAIRMAN

DIRECTORS' REPORT: APPENDIX I

Information as per Section 217 (2A) read with Companies (Particulars of Employees) Rules, 1975, and forming part of the Directors' Report for the year ended March 31, 2012

SR. NO.	NAME	AGE	DESIGNATION NATURE OF DUTIES	GROSS REMUNERATION ₹	QUALIFICATION	EXPERIENCE (YEARS)	DATE OF COMMENCEMENT OF EMPLOYMENT	LAST EMPLOYMENT	
								NAME OF EMPLOYER	POSITION HELD
1.	S. Dutta Choudhury	44	Vice-Chairman & Chief Executive Officer	13,052,725	B. Tech Degree Electrical Engineering, IIT, Kharagpur Post Graduate Diploma in Business Administration, IIM, Calcutta	20	18.05.1992	—	—
2.	M. A. Teckchandani	64	Executive Director - Finance & Administration	8,921,492	B. E. (Electrical), Post Graduate Diploma in Business Administration, IIM, Ahmedabad	40	16.08.1983	Bright Brothers Ltd.	General Manager Finance
3.	K. K. Kaul	57	Executive Director - Operations	8,415,379	B. E. (Hons.) (Mechanical), BITS, Pilani Post Graduate Diploma in Industrial Engineering	32	26.12.1984	Premier Automobiles Ltd.	Assistant Manager - Material Planning and Control

DIRECTORS' REPORT: APPENDIX II

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 users of the products. Benefits derived as a result: launch of new products plus design and quality improvement/cost reduction in existing products. Future plan of action: we intend to support the R&D Centre and the Test Kitchen to meet corporate objectives for quality improvement, cost reduction and introduction of new products and consumer service and

support. Capital expenditure on R&D: ₹0.25 million. Recurring expenditure: ₹10.2 million, 0.3% of total turnover (previous year: ₹9.4 million, 0.3%).

Technology Absorption, Adaptation and Innovation

Efforts made: The Company has relied upon internal generation. No technology has been imported for the last five years. As of 1st April, 2011, the Company had 68 valid patents and design registrations in force in five countries. During the year 2011-12, one design registration was granted and one patent and one design registration application were filed. Benefits derived: as described above.

COMPLIANCE WITH THE CODE OF CONDUCT

The Board has formulated a 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 Code of Conduct framed by the Company and a confirmation to this effect for the year 2011-12 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 CHOWDHURY
VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Hawkins Cookers Limited

We have examined the compliance of the conditions of Corporate Governance by Hawkins Cookers Limited for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited, Mumbai (hereinafter referred to as clause 49).

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in clause 49.

We 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.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 117366W)



Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Mumbai
July 2, 2012

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy

Hawkins Cookers Limited believes in corporate governance that optimises results in the present and the long-term, duly balancing the expectations of all major stakeholders, consumers, employees, associates and shareholders. It achieves the required results by focussing on technology, management and marketing in the area of durable products for consumers' kitchens. The Company is committed to transparency, fair dealings with all stakeholders and the creation of value on competitive merit.

Board of Directors

The Board of Directors comprises of a Non-Executive Chairman, a Vice-Chairman & Chief Executive Officer, two other Executive Directors and five independent, non-executive Directors. During the year, four Board Meetings were held: on May 27, July 29 and October 29, 2011 and January 28, 2012. Directors' attendance record and other details are as follows:

Name	Position	Board Meetings Attended	Whether Attended Last AGM	Director of Other Companies	Other Company's Board Committee
Brahm Vasudeva	Promoter, Non-Executive Chairman	4	Yes	1	None
Subhadip Dutta Choudhury	Vice-Chairman & Chief Executive Officer, Executive Director	4	Yes	None	None
M. A. Teckchandani	Executive Director - Finance & Administration	3	Yes	None	None
K. K. Kaul	Executive Director - Operations	4	Yes	None	None
J. M. Mukhi	Independent Director	4	Yes	None	None
Shishir K. Diwanji	Independent Director	4	No	7	4 (including 2 as Chairman)
Gerson da Cunha	Independent Director	3	Yes	1	None
General V. N. Sharma (Retd.)	Independent Director	4	Yes	None	None
B. K. Khare	Independent Director	4	Yes	6	1 (as Chairman)

Audit Committee

The Audit Committee is charged with the responsibility to oversee the Company's financial reporting process and disclosures; to recommend the appointment of Statutory Auditors and Cost Auditor and the fixation of their fees; to review and discuss with the Auditors regarding the scope of audit including the observations of the Auditors; to review the internal control system, the adequacy of the internal audit system, major accounting policies, practices and entries, compliances with accounting standards and the Listing Agreement entered into with the Stock Exchange and other legal requirements concerning financial statements and related party transactions, if any; to discuss with the internal Auditors any significant findings for follow-up thereon; to review the Company's financial and risk management policies; and to review the Quarterly, Half Yearly and Annual financial statements before they are submitted to the Board of Directors. 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 consists of four independent, non-executive Directors. The Audit Committee met four times during the year and the attendance of Members at the Meetings was as follows:

Name of Director	Number of Meetings Attended
B. K. Khare, Chairman	4
Shishir K. Diwanji	4
Gerson da Cunha	3
General V. N. Sharma (Retd.)	4

Cost Audit

A new requirement for Cost Audit has been imposed on a number of industries by an Order dated June 30, 2011, with reference to a Notification dated June 3, 2011, issued under Section 642(1)(b) read with Section 233B(4) and Section 227(1) of the Companies Act, 1956. Since it was not completely clear as to which industries were covered by the said Order, the Central Government issued a General Circular dated November 30, 2011 in an attempt to clarify the matter. However, our initial understanding of the clarification was that our industry was not covered by the said Order. On examining the matter further and after suitable consultations, we have come to the conclusion that our Industry is covered by the said Order. Therefore, we have initiated the process required to appoint a Cost Auditor under Section 233B of the Companies Act, 1956. Accordingly, the necessary Report of the Cost Auditor in respect of the financial year ended March 31, 2012 shall be filed on or before September 27, 2012, as required under law.

Remuneration Committee

The Remuneration Committee consists of four independent non-executive Directors: Mr. J. M. Mukhi, Chairman, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha and Mr. B. K. Khare. The role of the Remuneration Committee is to approve the remuneration of Wholetime Directors under Section II of Part II of Schedule XIII of the Companies Act, 1956, in the event of no profits or inadequate profits. No meeting of the Remuneration Committee was required or held during the year 2011-2012.

Directors' Remuneration

The remuneration of executive directors for the year 2011-12 is as per the table below:

Director	Salary	Provident Fund, Superannuation & Gratuity	Perquisites & Allowances	Commission	Total	Contract Period
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	
S. Dutta Choudhury	25.00	7.95	1.21	96.37	130.53	1.8.2010 to 31.7.2013
M. A. Teckchandani	21.00	6.68	1.31	60.22	89.21	12.11.2010 to 11.11.2013
K. K. Kaul	18.00	5.72	12.25	48.18	84.15	1.6.2010 to 31.5.2013

Note: One Lakh = 100,000

Benefits extended to Mr. Brahm Vasudeva, Chairman of the Board, for his Advisory Services for the year 2011-12 were ₹0.99 lakhs (as per contracts approved by the Members at the 45th Annual General Meeting of the Company held on 29th July, 2005 and at the 50th Annual General Meeting of the Company held on 29th July, 2010). In addition, an office has been provided to the non-executive Chairman at the registered office of the Company.

The Board, at its meeting held on May 25, 2012, resolved to pay commissions to the non-executive Directors for the year 2011-12 amounting to ₹48.18 lakhs in the aggregate which is 1% of the applicable net profit of the Company as per Section 309(5) of the Companies Act, 1956. The Board further resolved to distribute the said amount amongst the non-executive Directors as noted in the table below which also shows the sitting fees paid:

Director	Commission Payable For The Year 2011-12 ₹ in lakhs	Board Meeting Fees ₹ in lakhs	Committee Meeting Fees ₹ in lakhs	Total ₹ in lakhs
Brahm Vasudeva	8.03	0.80	0.15	8.98
J. M. Mukhi	8.03	0.80	—	8.83
Shishir K. Diwanji	8.03	0.80	2.55	11.38
Gerson da Cunha	8.03	0.60	1.95	10.58
General V. N. Sharma (Retd.)	8.03	0.80	0.60	9.43
B. K. Khare	8.03	0.80	0.60	9.43
Total	48.18	4.60	5.85	58.63

Shareholding of Non-executive Directors as at 31.3.2012

Director	Number of Shares Held
Brahm Vasudeva	1,831,732
J. M. Mukhi	5,345
Shishir K. Diwanji	2,475

Shareholders' Grievance Committee

The Shareholders' Grievance Committee looks into the redressal of shareholders' complaints. The Committee also approves requests for issue of new certificates on loss/consolidation/split/defacement/transmission/rematerialisation, etc. The Committee consists of two non-executive Directors, Mr. Shishir K. Diwanji, Chairman and Mr. Gerson da Cunha and two Executive Directors, Mr. Subhadip Dutta Choudhury and Mr. M. A. Teckchandani. Mrs. Hutoxi Bhesania, Company Secretary, is the Compliance Officer. The Committee met thirteen times in 2011-12. The number of shareholders' complaints received during the year 2011-12 are 9 (previous year: 44) and all have been satisfactorily resolved within the year.

General Body Meetings

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location	Special Resolutions Passed
2008-2009	31.7.2009	4:00 pm	Jai Hind College 'A' Road, Churchgate, Mumbai	None
2009-2010	29.7.2010	4:00 pm	Jai Hind College 'A' Road, Churchgate, Mumbai	1. Agreement with Mr. Brahm Vasudeva for the Company availing his advisory services. 2. The approval for holding an office of profit and revised remuneration payable to Mr. Neil Vasudeva, son of Mr. Brahm Vasudeva, Chairman. 3. Commission payable to Non-Wholetime Directors. 4. Authority given to the Board of Directors to borrow moneys up to the aggregate of the paid-up capital and free reserves of the Company.
2010-2011	29.7.2011	4:00 pm	Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai	None

No special resolutions were required to be put through postal ballot in the year 2011-12. No special resolutions on matters requiring postal ballot are placed for shareholders' approval at the ensuing Annual General Meeting.

Disclosures

There were no transactions of a material nature with the Promoters, the Directors or the Management or relatives that may have any potential conflict with the interest of the Company at large during the year 2011-12. Transactions with related parties as per requirements of Accounting Standard 18 are disclosed in Point 15 in Note 24 forming part of the accounts and are not in conflict with the interest of the Company at large.

There were no instances of non-compliance nor have any penalties or strictures been imposed by the Stock Exchange 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.

Means of Communication

During the year, quarterly results were approved by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Clause 41 of the Listing Agreement. Quarterly results are published as required in prominent local daily newspapers, namely, *The Economic Times* and *Maharashtra Times*. The results are displayed on the Company's website www.hawkinscookers.com. No presentations have been made to institutional investors or to analysts. Management Discussion and Analysis is stated in the Directors' Report.

SHAREHOLDER INFORMATION

The Annual General Meeting is to be held on Monday, August 6, 2012, at 4:00 pm at Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

The Financial Calendar in the year 2012-13 is as follows:

May 25 : Approval of Annual Results of 2011-12	September 5 : Payment of Dividend of ₹40 per share (Subject to approval of the shareholders at the AGM).
July 13 : Mailing of Annual Report	October end : Approval of Second Quarter Results
July 30 to August 6 : Dates of Book Closure	January end 2013 : Approval of Third Quarter Results
August 6 : Approval of First Quarter Results	
August 6 : Annual General Meeting	

Stock Market Price data for the year 2011-2012

The equity shares of the Company are listed on the Bombay Stock Exchange. Stock Code: 508486

Month	Company Stock Prices ₹		Sensex Index	
	High	Low	High	Low
April	1199	873	19811	18976
May	1345	1008	19254	17786
June	1730	1246	18873	17314
July	2118	1512	19132	18132
August	1750	1531	18440	15766
September	1730	1483	17212	15801
October	1680	1480	17908	15745
November	1625	1460	17702	15479
December	1550	1215	17004	15136
January	1550	1220	17259	15358
February	1439	1280	18524	17062
March	1595	1341	18041	16921

Registrar and Share Transfer Agent: The Company's Registrar and Share Transfer Agent (RTA) is Link Intime India Pvt. Ltd. (registered office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078). 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.

Share Transfer System: The Company's shares are traded in the Stock Exchange in dematerialised mode. Shares in physical mode which are lodged for transfer are processed and returned to the shareholders within the stipulated 30 days.

Dematerialisation of Shares: As on March 31, 2012, 93.80% of the Company's total shares representing 4,959,783 shares were held in dematerialised mode and the balance 328,032 shares were held in physical mode.

Distribution of Shareholding as on March 31, 2012

Category	Number of Shares	Shareholding
Banks/Financial Institutions	63,187	1.19%
Mutual Funds	322,165	6.09%
Bodies Corporate	72,376	1.37%
Foreign Institutional Investors	26,300	0.50%
Promoters	2,962,836	56.03%
Others	1,840,951	34.82%
Total	5,287,815	100.00%

Plant Locations

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

Address for Communication

The Company's registered office is situated at Maker Tower F101, Cuffe Parade, Mumbai 400005, Maharashtra. Shareholders holding shares in dematerialised mode should address their correspondence to their respective Depository Participant.

AUDITORS' REPORT TO THE MEMBERS OF HAWKINS COOKERS LIMITED

1. We have audited the attached Balance Sheet of **HAWKINS COOKERS LIMITED** ("the Company") as at 31st March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we report as follows:

- (a) we have 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 and

the Cash Flow Statement dealt with by this report are in agreement with the books of account;

- (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
- (e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

5. On the basis of written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117366W)


Rajesh K. Hirandani
Partner
(Membership No. 36920)

Mumbai: May 25, 2012

ANNEXURE TO THE AUDITORS' REPORT (Referred to in paragraph 3 of our report of even date)

(i) Having regard to the nature of the company's business/activities, clause (xii), (xiii), (xiv), (xv), (xvi), (xviii), (xix), and (xx) of CARO are not applicable.

(ii) In respect of its fixed assets:

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

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

(iii) In respect of its inventory:

(a) As explained to us, the inventories were physically

verified during the year by the Management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iv) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.

(b) In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:

(i) The Company has taken loans by way of fixed deposits aggregating Rs. 63.00 lacs from three parties during the year. At the year-end, the outstanding balance of such loans taken aggregated Rs. 644.63 lacs (number of parties: eleven) and the maximum amount involved during the year was Rs. 644.63 lacs (number of parties: eleven).

(ii) The rate of interest and other terms and conditions of such loans are, in our opinion, *prima facie* not prejudicial to the interests of the Company.

(iii) The payments of principal amounts and interest in respect of such loans are regular/as per stipulations.

(v) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods. There are no sales of services. During the course of our audit, we have not observed any major weakness in such internal control system.

(vi) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:

(a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.

(b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time.

(vii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 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.

(viii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(ix) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 in respect of the products manufactured by the Company and are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

(x) According to the information and explanations given to us in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.

(c) Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on 31st March, 2012 except on account of disputes are given below:

Statute	Nature of dues	Forum where Dispute is pending	Period to which the amount relates	Amount Involved (Rs. In lacs)
Sales Tax/ Value Added Tax Laws	Sales Tax/ Value Added Tax	Appellate Authority - up to Commissioner's level	1987-2011	41.13
		Appellate Authority - Tribunal level	1999-2009	33.62
Central Excise Act, 1944	Excise duty and Penalties thereon	Commissioner Appeals	2009-2011	72.14
		Central Excise and Service Tax Appellate Tribunal	2002-2011	121.03
Income Tax Act, 1961	Income tax, Penalties and Interest thereon	Appellate Authority - Tribunal level	AY 2007-08 and AY 2008-09	2.43
	Tax deducted at source and Interest thereon	Commissioner Appeals	AY 2004-05, AY 2007-08, AY 2009-10	18.68
		Commissioner of Income Tax - Appeals	AY 2009-10 to AY 2011-12	118.43

(xi) The Company does not have any accumulated losses at the end of the financial year. Also, the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(xii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to any banks. The Company has not obtained any borrowings from financial institutions and has also not issued any debentures.

(xiii) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long-term investment.

(xiv) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117366W)


Rajesh K. Hiranandani
Partner
(Membership No. 36920)

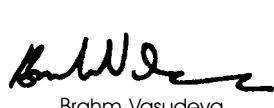
Mumbai: May 25, 2012

BALANCE SHEET

	Note No.	As at Mar. 31, 2012		As at Mar. 31, 2011	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Equity and Liabilities					
SHAREHOLDERS' FUNDS					
Share capital	2	528.78		528.78	
Reserves and surplus	3	4629.52	5158.30	4079.94	4608.72
NON-CURRENT LIABILITIES					
Long-term borrowings	4	1219.50		911.84	
Deferred tax liabilities (Net)	5	94.84		85.43	
Long term provisions	6	204.14	1518.48	199.27	1196.54
CURRENT LIABILITIES					
Short-term borrowings	7	NIL		261.12	
Trade payables	8	3857.36		4014.88	
Other current liabilities	9	2598.70		2284.01	
Short-term provisions	10	2502.39	8958.45	2496.73	9056.74
TOTAL			15635.23		14862.00
Assets					
NON-CURRENT ASSETS					
Fixed assets	11				
Tangible assets		1983.13		1736.54	
Intangible assets		NIL		NIL	
Capital work-in-progress		105.57		90.55	
		2088.70		1827.09	
Non-current investments	12	10.25		10.25	
Long term loans and advances	13	270.50	2369.45	214.16	2051.50
CURRENT ASSETS					
Inventories	14	4760.71		3877.85	
Trade receivables	15	3119.28		3906.53	
Cash and cash equivalents	16	5120.72		4675.18	
Short-term loans and advances	17	265.07	13265.78	350.94	12810.50
TOTAL			15635.23		14862.00

See accompanying notes 1 to 24 to the financial statements.

In terms of our Report attached
For DELOITTE HASKINS & SELLS
Chartered Accountants



Brahm Vasudeva
Chairman



S. Dutta Choudhury
Vice-Chairman &
Chief Executive Officer



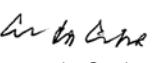
B. K. Khare
Director



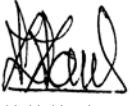
S. K. Diwanji
Director

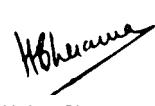

Rajesh K. Hiranandani
Partner


Gen. V. N. Sharma (Retd.)
Director


Gerson da Cunha
Director


M. A. Teckchandani
Director


K. K. Kaul
Director


Hutoxi Bhesania
Company Secretary

STATEMENT OF PROFIT & LOSS

	Note No.	For the year ended Mar. 31, 2012 ₹ Lakhs	For the year ended Mar. 31, 2011 ₹ Lakhs
Revenue from operations – Gross	18	38372.20	34588.57
Less: Excise duty		1618.52	1205.12
Revenue from operations – Net		36753.68	33383.45
Other Income	19	376.07	325.77
Total Revenue		37129.75	33709.22
Expenses:			
Cost of materials consumed	20	12921.50	11562.34
Purchases of Stock-in-Trade		3573.44	2611.45
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	—715.52	—500.25
Employee benefits expense	21	4475.76	3783.79
Finance costs	22	287.81	214.81
Depreciation and amortization expense		219.10	191.83
Other expenses	23	11912.04	11090.24
Total Expenses		32674.13	28954.21
Profit before tax		4455.62	4755.01
Tax Expense:			
Current tax – for the year		1437.00	1584.75
for earlier years		3.38	NIL
Fringe Benefit tax – written back		—2.01	NIL
Deferred tax		9.41	—6.26
		1447.78	1578.49
Profit for the year		3007.84	3176.52
Earnings per share (face value ₹10) – Basic and Diluted – Note 24(11) (in Rupees)		56.88	60.07

See accompanying notes 1 to 24 to the financial statements.

S. K. Diwanji
Director

B. K. Khare
Director

S. Dutta Choudhury
Vice-Chairman &
Chief Executive Officer

Brahm Vasudeva
Chairman

In terms of our Report attached
For DELOITTE HASKINS & SELLS
Chartered Accountants

Hutoxi Bhesania
Company Secretary

K. K. Kaul
Director

M. A. Teckchandani
Director

Gerson da Cunha
Director

Gen. V. N. Sharma (Retd.)
Director

Rajesh K. Hiranandani
Partner

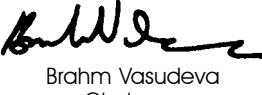
Mumbai: May 25, 2012

CASH FLOW STATEMENT

	For the year ended Mar. 31, 2012	For the year ended Mar. 31, 2011
	₹ Lakhs	₹ Lakhs
A. Cash Flow from Operating Activities:		
Profit before tax	4455.62	4755.01
Adjustments for :		
Depreciation and amortization expense	219.10	191.83
—Profit/Loss on sale of fixed assets (net)	3.55	—5.07
Interest income	—376.02	—320.26
Dividend income	—0.05	—0.05
Finance Costs	287.81	214.81
Provision for compensated absences	10.53	24.14
Operating profit before working capital changes	4600.54	4860.41
Changes in working capital		
Adjustments for —increase/decrease in operating assets :		
Inventories	—882.86	—762.46
Trade receivables	787.25	—1105.81
Short term loans and advances	85.87	—87.83
Long term loans and advances	—14.63	—3.13
Adjustments for increase/—decrease in operating liabilities :		
Trade payables	—157.52	705.11
Other payables	344.85	472.69
Cash generated from operations	4763.50	4078.98
Income taxes paid (net)	—1498.71	—1640.24
Net Cash Flow from Operating Activities	A	3264.79
		2438.74
B. Cash Flow from Investing Activities:		
Purchase of fixed assets (including capital advances)	—478.41	—359.19
Sale of fixed assets	12.78	8.05
Interest received	376.02	320.26
Dividend received	0.05	0.05
Fixed Deposit placed with banks (greater than one year maturity)	—100.00	NIL
Net Cash From/(Used in) Investing Activities	B	—189.56
		—30.83
C. Cash Flow from Financing Activities:		
Finance costs paid	—307.87	—169.43
Dividend paid (including tax on dividend)	—2432.45	—2433.35
Increase/—Decrease in short term borrowings	—261.12	261.12
Decrease in fixed deposits (current liabilities)	—35.91	270.23
Increase in fixed deposits (long term borrowings)	307.66	267.42
Net Cash Used in Financing Activities	C	—2729.69
		—1804.01
Net Increase in Cash and Cash Equivalents	A + B + C	345.54
		603.90
Cash and cash equivalents at the commencement of the year	(i)	4675.18
Cash and cash equivalents as at the end of the year (Note 16)	(ii)	5020.72
Net Increase in Cash and Cash Equivalents	(ii) - (i)	345.54
		603.90

Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

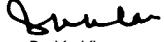
Signatures to
Cash Flow Statement



Brahm Vasudeva
Chairman



S. Dutta Choudhury
Vice-Chairman &
Chief Executive Officer



B. K. Khare
Director



S. K. Diwanji
Director



Gen. V. N. Sharma (Retd.)
Director



Gerson da Cunha
Director



M.A. Teckchandani
Director



K. K. Kaul
Director



Hutoxi Bhesania
Company Secretary

Mumbai: May 25, 2012

AUDITORS' REPORT

In terms of our report attached

For DELOITTE HASKINS & SELLS
Chartered Accountants



Rajesh K. Hiranandani
Partner

Mumbai: May 25, 2012

NOTES TO FINANCIAL STATEMENTS

NOTE 1

Significant Accounting Policies

a. Basis of preparation of accounts

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the Accounting Standards referred to in sub-section (3C) of Section 211 and the relevant provisions of the Companies Act, 1956.

b. Use of estimates

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

c. Sales

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the despatch of goods to customers.

d. Research and Development

Research and development costs (other than cost of fixed assets acquired) are charged as an expense in the year in which they are incurred.

e. Employee Benefits

Defined Contribution Plan:

Contributions to Provident Fund and Superannuation Fund are charged to the Statement of Profit and Loss as incurred.

Defined Benefit Plan/Long Term compensated absences:

Liability towards Gratuity and Long term compensated absences are determined by independent actuaries, 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.

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 exemption stipulate that the employer shall make good deficiency, if any, in the interest rate declared by the Trust as compared to the statutory limit.

f. Operating Lease

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

g. Fixed Assets

The gross block of fixed assets is stated at cost of acquisition or construction including any attributable cost of bringing the asset to its working condition for its intended use.

h. Depreciation and Amortization

Depreciation on Fixed Assets for the year has been provided on all assets on Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956 except Product Display Stands on which depreciation has been provided at the rate of 15%.

i. Inventories

Raw Materials are valued at lower of weighted average cost and estimated net realisable value. Materials other than Raw Materials are valued at on the basis of First-In, First-Out. Work in progress and Finished Goods include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

j. Investments

Investments, all of which are long term, are stated at cost less provision, if any, for decline other than temporary in value of such investments.

k. Export Benefits

Duty benefits against exports are accounted for on accrual basis.

l. Foreign Currency Translations

Foreign currency monetary current assets and current liabilities are translated at rates ruling at the year end and exchange differences are recognised in the Statement of Profit and Loss. The Company has not entered into any foreign exchange forward contracts during the year.

m. Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

n. Contingent Liabilities

Contingent Liabilities are disclosed in the notes on accounts. Provision is made in the accounts if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 2

	As at Mar. 31, 2012	As at Mar. 31, 2011
	₹ Lakhs	₹ Lakhs
Share Capital		
AUTHORISED		
10,000,000 (previous year: 10,000,000) Equity Shares of ₹10 each	1000.00	1000.00
ISSUED AND SUBSCRIBED		
5,287,815 (previous year: 5,287,815) Equity Shares of ₹10 each, fully paid-up. No change in the year and previous year.		
The Company has only one class of shares which have rights, preferences and restrictions in accordance with the provisions of law including the Companies Act, 1956.	528.78	528.78
Shareholders holding more than 5 percent Equity Shares		
– Mr. Brahm Vasudeva: 1,831,732 (previous year 1,832,032) Equity Shares		
– Mr. Neil Vasudeva: 380,032 (previous year 380,032) Equity Shares		
– Mr. Nikhil Vasudeva: 380,032 (previous year 380,032) Equity Shares		

NOTE 3

	As at Mar. 31, 2012	As at Mar. 31, 2011
	₹ Lakhs	₹ Lakhs
Reserves and Surplus		
SECURITIES PREMIUM ACCOUNT	249.25	249.25
GENERAL RESERVE		
As per last Balance Sheet	2000.31	1500.31
Add: Transfer from Surplus in the Statement of Profit and Loss	500.00	500.00
	2500.31	2000.31
SURPLUS IN THE STATEMENT OF PROFIT & LOSS		
As per last Balance Sheet	1830.38	1612.12
Add: Profit for the year	3007.84	3176.52
Amount available for appropriation	4838.22	4788.64
Less: Appropriations		
Proposed dividend	2115.13	2115.13
Tax on proposed dividend	343.13	343.13
Transfer to General Reserve	500.00	500.00
	1879.96	1830.38
	4629.52	4079.94

NOTE 4

	As at Mar. 31, 2012	As at Mar. 31, 2011
	₹ Lakhs	₹ Lakhs
Long Term Borrowings (Unsecured)		
FIXED DEPOSITS		
From Related parties	161.50	107.50
From Others	1058.00	804.34
	1219.50	911.84

NOTE 5

	As at Mar. 31, 2012 ₹ Lakhs	As at Mar. 31, 2011 ₹ Lakhs
Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
On fiscal allowances on fixed assets	232.89	213.69
Less: Deferred Tax Assets		
On employee separation and retirement	110.29	102.37
On provision for debts considered uncertain of recovery	0.31	0.31
On other timing differences	27.45	25.58
Net Liability	94.84	85.43

NOTE 6

	As at Mar. 31, 2012 ₹ Lakhs	As at Mar. 31, 2011 ₹ Lakhs
Long Term Provisions		
Provision for employee benefits	204.14	199.27

NOTE 7

	As at Mar. 31, 2012 ₹ Lakhs	As at Mar. 31, 2011 ₹ Lakhs
Short Term Borrowings		
Bank Overdraft		
Secured against Fixed Deposits with Bank of ₹NIL (previous year ₹305.00 Lakhs)	NIL	261.12

NOTE 8

	As at Mar. 31, 2012 ₹ Lakhs	As at Mar. 31, 2011 ₹ Lakhs
Trade Payables		
Total outstanding dues of Micro Enterprises and Small Enterprises {Note 24(8)}	35.76	5.55
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	3821.60	4009.33
	3857.36	4014.88

NOTE 9

	As at Mar. 31, 2012 ₹ Lakhs	As at Mar. 31, 2011 ₹ Lakhs
Other Current Liabilities		
Fixed Deposits (Unsecured – current maturities of long term debt)		
From Related parties	403.13	414.13
From Others	413.82	438.73
	816.95	852.86
Interest accrued but not due on borrowings	128.45	148.51
Unclaimed Dividends (There is no amount due and outstanding as at Balance Sheet date to be credited to Investor Education and Protection Fund)	100.64	74.83
Other payables:		
Advance payments from customers	864.88	497.92
Trade and Security Deposits received	251.37	241.34
Statutory dues	344.77	390.79
Gratuity Liability	91.64	77.76
	1552.66	1207.81
	2598.70	2284.01

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 10

Short Term Provisions	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Provision for employee benefits	44.13			38.47
Others:				
Provision for dividend	2115.13		2115.13	
Provision for tax on Proposed Dividend	343.13		343.13	
	2458.26	2502.39	2458.26	2496.73

NOTE 11 **Fixed Assets** AT PAGE 20

NOTE 12

Non Current Investments	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Investments in equity instruments (at cost):				
Unquoted and Non-Trade				
2,500 Shares of ₹10 each in Saraswat Co-op. Bank Ltd.	0.25		0.25	
100,000 Shares of ₹10 each in Janakalyan Sahakari Bank Ltd.	10.00	10.25	10.00	10.25

NOTE 13

Long Term Loans & Advances (Unsecured and considered good)	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Capital Advances	8.91		27.54	
Security deposits	100.93		91.23	
Other loans & advances:				
Taxation payments (net of provision)	152.58		92.24	
Others	8.08	270.50	3.15	214.16

NOTE 14

Inventories (at lower of cost and net realisable value)	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Raw Materials:				
Aluminium	940.52		973.02	
Others	807.32	1747.84	641.79	1614.81
Work in progress (Pressure Cookers)		2474.90		1685.62
Finished Goods:				
Pressure Cookers	73.24		221.85	
Others	163.53	236.77	153.31	375.16
Stock in trade (Cookware)		143.31		89.89
Stores & Spares		58.88		46.25
Packing Materials		99.01		66.12
		4760.71		3877.85

As at March 31, 2010 the value of Work in progress (Pressure Cookers) was ₹1174.05 Lakhs, Finished Goods ₹381.68 Lakhs and Stock in trade (Cookware) ₹94.69 Lakhs.

NOTE 15

Trade Receivables (Unsecured)	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Receivables outstanding for a period exceeding six months from due date:				
Considered good	23.95		20.64	
Considered uncertain of recovery	0.96		0.96	
	24.91		21.60	
Less: Provision for receivables considered uncertain of recovery	0.96		0.96	
	23.95		20.64	
Others – Considered good	3095.33	3119.28	3885.89	3906.53

NOTE 16

Cash and Cash Equivalents	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Balances with banks – on current accounts	17.34		195.77	
Cash on hand	5.77		7.42	
Balances with banks – on deposit accounts	4896.97		4397.16	
Earmarked balances with banks	100.64	5020.72	74.83	4675.18
Balances with banks – on deposit accounts – with more than twelve months maturity		100.00		NIL
		5120.72		4675.18

NOTE 17

Short Term Loans & Advances (Unsecured and considered good)	As at Mar. 31, 2012		As at Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Other loans & advances:				
Prepaid expenses	62.11		34.44	
Cenvat/Service Tax/VAT etc. recoverable	88.03		150.94	
Others	114.93		165.56	
	265.07		350.94	

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 11	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at April 1, 2011	Additions	Disposals	As at March 31, 2012	As at April 1, 2011	Depreciation/ Amortization	Disposals	As at March 31, 2012
FIXED ASSETS (Figures in ₹ Lakhs)								
TANGIBLE ASSETS								
Land Leasehold	3.42	Nil	Nil	3.42	1.31	0.04	Nil	1.35
Land Freehold	2.00	Nil	Nil	2.00	Nil	Nil	Nil	2.00
Buildings *	873.54	Nil	Nil	873.54	403.42	20.00	Nil	423.42
Plant & Equipment	2653.91	411.03	59.96	3004.98	1579.35	160.24	52.06	1687.53
Furniture & Fixtures	135.00	2.28	0.87	136.41	107.69	4.60	0.64	111.65
Vehicles	85.73	37.64	19.08	104.29	36.57	9.29	12.42	33.44
Office Equipment	337.95	31.08	18.47	350.56	226.67	24.93	16.92	234.68
TOTAL TANGIBLE ASSETS	4091.55	482.03	98.38	4475.20	2355.01	219.10	82.04	2492.07
INTANGIBLE ASSETS								
Trade Mark	5.47	Nil	Nil	5.47	5.47	Nil	Nil	5.47
TOTAL	4097.02	482.03	98.38	4480.67	2360.48	219.10	82.04	2497.54
Previous year	3766.78	359.08	28.84	4097.02	2194.52	191.83	25.87	2360.48
Capital Work-in-Progress								105.57
TOTAL								2088.70
								1827.09

* Include shares in Co-operative Societies.

NOTE 18

Revenue from Operations	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Sale of products:				
Pressure Cookers	30396.40		28264.63	
Cookware	5551.08		4224.95	
Others	1592.44	37539.92	1388.87	33878.45
Other operating revenues:				
Sale of scrap	616.92		481.63	
Cash discounts, Export benefits etc.	215.36	832.28	228.49	710.12
		38372.20		34588.57

NOTE 19

Other Income	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Interest income	376.02		320.26	
Dividend income	0.05		0.05	
Other non operating Income	NIL	376.07	5.46	325.77

NOTE 20

Cost of Materials Consumed	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Aluminium	7929.90		6723.07	
Others	4991.60	12921.50	4839.27	11562.34

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 21

Employee Benefits Expense	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Salaries, Wages and Bonus	3816.68		3237.68	
Contribution to Provident Fund and Other Funds	453.25		365.97	
Staff Welfare Expenses	205.83	4475.76	180.14	3783.79

NOTE 22

Finance Costs	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Interest Expense	280.33		208.80	
Other Borrowing costs	7.48	287.81	6.01	214.81

NOTE 23

Other Expenses	For the year ended Mar. 31, 2012		For the year ended Mar. 31, 2011	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Sub-contracting	2533.54		2098.66	
Consumption of Stores, Spares and Tools	284.37		243.35	
Power and Fuel	564.96		477.43	
Packing and Forwarding Charges	2447.14		2079.43	
Rent	33.99		32.30	
Insurance	5.26		5.74	
Repairs and Maintenance – Buildings	95.58		70.67	
Repairs and Maintenance – Plant and Machinery	194.10		155.74	
Advertising	1177.54		1139.53	
Discount	3234.54		3026.68	
Rates and Taxes	47.27		41.26	
Miscellaneous Expenses	1293.75	11912.04	1719.45	11090.24

NOTE 24

Other Notes Forming Part of the Accounts

1. The Punjab Pollution Control Board (PPCB) instructed our pressure cooker factory in Hoshiarpur to cease discharging trade effluents and to cease operations which were alleged to be producing effluents with pollutants beyond permissible limits. The Company took the matter to the Hon'ble High Court of Punjab and Haryana and obtained a stay of the said Order on October 21, 2011. The matter was heard in the said High Court from time to time. The Hon'ble High Court of Punjab and Haryana at Chandigarh has delivered its judgment dated April 16, 2012, whereby it has disposed of the petition by giving directions to the Company and to the PPCB. In order to comply with the directions of the Hon'ble High Court, the Company has applied to the PPCB on April 30, 2012, for the required No Objection Certificate/Consents/Authorization. The direction given by the Hon'ble High Court to the PPCB is that the PPCB shall inspect the premises of the Company and give its decision within three weeks from the date of receipt of the required information by it. The Company now awaits the response of the PPCB to the Applications submitted to it. Meanwhile, awaiting the PPCB's decision, the Company is continuing operations in its Hoshiarpur factory at the same restricted level as it has been producing for the last six months.
2. Estimated amount of contracts remaining to be executed on capital account not provided for is ₹15.47 Lakhs (previous year: ₹29.19 Lakhs).
3. The possession of 20 acres of land has been given to the Company by the Government of Punjab, as per the agreement, the conveyance of which has yet to be finalised.
4. Claims against the Company not acknowledged as debts are gross ₹407.86 Lakhs (previous year: ₹371.50 Lakhs), net of tax ₹347.12 Lakhs (previous year: ₹324.07 Lakhs). These comprise:
 - (a) Excise Duty, V.A.T./Sales Tax and other claims disputed by the Company relating to issues of applicability, classification etc. aggregating gross ₹268.32 Lakhs (previous year: ₹201.31 Lakhs), net of tax ₹207.58 Lakhs (previous year: ₹153.88 Lakhs).
 - (b) Income Tax claims disputed by the Company relating to allowability of certain expenses, payment of taxes deducted at source etc. aggregating gross ₹139.54 Lakhs (previous year: ₹170.19 Lakhs), net of tax ₹139.54 Lakhs (previous year: ₹170.19 Lakhs).
5. Contingent liability in respect of wage settlements at one location, where the wage agreements have expired and negotiations for fresh settlements are ongoing, is not currently ascertainable.
6. The net loss on foreign exchange translations debited to the Statement of Profit and Loss is ₹11.35 Lakhs (previous year: profit credited ₹6.38 Lakhs).
7. The Company operates in a single segment, manufacture, trading and sale of Kitchenware.
8. The identification of vendors as a "Supplier" under the Micro, Small and Medium Enterprises Development Act, 2006 has been done on the basis of information to the extent provided by the vendors to the Company. This has been relied upon by the auditors.
9. Research and development costs debited to the Statement of Profit and Loss is ₹101.51 Lakhs (previous year: ₹93.94 Lakhs).
10. Auditors' Remuneration (excluding service tax)

	For the year ended Mar. 31, 2012 ₹ Lakhs	For the year ended Mar. 31, 2011 ₹ Lakhs
Audit Fees	13.00	13.00
Fees for other services	9.80	7.50
Reimbursement of out of pocket expenses	1.08	0.78

11. Earnings per share

	For the year ended Mar. 31, 2012 ₹ Lakhs	For the year ended Mar. 31, 2011 ₹ Lakhs
Profit after taxation	(a) 3007.84	3176.52
Number of Ordinary Shares outstanding	(b) 5,287,815	5,287,815
Earnings per share (face value ₹10) - Basic and Diluted - (in Rupees)	(a)/(b) 56.88	60.07

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 24 (continued)

12. As at the year end, the Company has not entered into any Forward Exchange Contracts (or other derivative instruments). The year end foreign currency exposures, which are only in respect of Export receivables/payables, that have not been hedged by a derivative instrument or otherwise amount to ₹0.45 Lakhs (US \$876) [previous year: ₹65.85 Lakhs (US \$148,536)].

13. Expenditure and Earnings in Foreign Exchange

	For the year ended Mar. 31, 2012 ₹ Lakhs	For the year ended Mar. 31, 2011 ₹ Lakhs
(i) CIF value of imports		
Raw Materials, Stores and Spares	2.86	0.55
(ii) Expenditure in Foreign Currency		
Travelling, Advertising, Commission etc.	78.18	293.32
(iii) Remittance in Foreign Currency on account of Dividends to Non-resident shareholders		
In respect of the year ended March 31, 2010 there were three shareholders holding 2700 shares in aggregate		1.08
In respect of the year ended March 31, 2011 there were three shareholders holding 2700 shares in aggregate	1.08	
(iv) Earnings in Foreign Exchange		
FOB Value of Exports	1482.64	1243.06
Others (freight etc.)	30.62	30.75

**14. Value of Raw Materials, Stores and Spares Consumed
(Previous year figures given in brackets)**

	Raw Materials		Stores and Spares	
	₹ Lakhs	%	₹ Lakhs	%
Imported	2.57	—	NIL	—
	(NIL)	(—)	(NIL)	(—)
Indigenous	12918.93	100.0	284.37	100.0
	(11562.34)	(100.0)	(243.35)	(100.0)
	12921.50	100.0	284.37	100.0
	(11562.34)	(100.0)	(243.35)	(100.0)

In furnishing information about Stores and Spares, the view has been taken that the particulars are required only in respect of Stores and Spares used for manufacturing and not in respect of Stores and Spares required for maintenance of Plant and Machinery.

15. Related Party Disclosures:

1. Related Parties

(a) Individual having control and relatives:

Mr. Brahm Vasudeva Chairman

and relatives:

Mr. Neil Vasudeva

Mr. Nikhil Vasudeva

Ms. Anuradha S. Khandelwal

Ms. Gitanjali V. Nevatia

Ms. Gayatri S. Yadav

NOTE 24 (continued)

(b) Key Management Personnel and their relatives:

Mr. S. Dutta Choudhury	Vice-Chairman & Chief Executive Officer
Mr. M. A. Teckchandani	Wholetime Director
Mr. K. K. Kaul	Wholetime Director
Mrs. Sonya Dutta Choudhury	Relative
Mrs. S. M. Teckchandani	Relative

2. Disclosure of transactions between the Company and Related Parties and the Status of outstanding balances as at March 31, 2012 (Previous year figures given in brackets)

	Individual having control and relatives				Key Management Personnel and relatives			
	Mr. Brahm Vasudeva	Mr. Neil Vasudeva	Mr. Nikhil Vasudeva	Others	Mr. S. Dutta Choudhury	Mr. M. A. Teckchandani	Mr. K. K. Kaul	Others
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
(a) Remuneration	NIL (NIL)	24.63 (14.55)	NIL (NIL)	NIL (NIL)	130.53 (125.36)	89.21 (82.84)	84.15 (71.73)	NIL (NIL)
(b) Non Executive Director's Fees and Commission	8.98 (9.75)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
(c) Benefits provided to the Non-Executive Chairman, as Advisor	0.99 (0.84)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
(d) Dividend paid	732.77 (732.89)	152.01 (152.01)	152.01 (152.01)	146.01 (146.01)	0.02 (0.02)	0.49 (0.49)	NIL (NIL)	0.04 (0.04)
(e) Fixed deposits accepted	NIL (NIL)	38.00 (50.00)	NIL (NIL)	5.00 (NIL)	NIL (50.00)	NIL (NIL)	NIL (NIL)	NIL (NIL)
(f) Interest paid on Fixed deposits	32.49 (31.25)	16.89 (10.96)	NIL (NIL)	0.52 (0.23)	8.91 (6.43)	3.69 (3.29)	NIL (NIL)	1.06 (0.95)
Balance as at March 31, 2012								
Fixed deposits	297.63 (297.63)	143.50 (105.50)	NIL (NIL)	7.00 (2.00)	80.00 (80.00)	29.50 (29.50)	NIL (NIL)	7.00 (7.00)

16. Employee Benefits:

(a) Defined contribution plan

Amount recognised as an expense for defined contribution plan ₹307.33 Lakhs (previous year: ₹256.16 Lakhs).

(b) Defined benefit plan – as per Actuarial valuation

Gratuity (Funded)
Mar. 31, 2012 Mar. 31, 2011
₹ Lakhs ₹ Lakhs

I. Expense recognised in the Statement of Profit and Loss for the year ended

1. Current Service Cost	101.02	89.57
2. Interest	90.94	80.59
3. Expected Return on plan assets	—103.64	—93.56
4. Actuarial —Gain/Loss	12.70	30.05
5. Total expense	101.02	106.65

Mar. 31, 2012 Mar. 31, 2011 Mar. 31, 2010 Mar. 31, 2009 Mar. 31, 2008
₹ Lakhs ₹ Lakhs ₹ Lakhs ₹ Lakhs ₹ Lakhs

II. Net Asset/-Liability recognised in the Balance Sheet

1. Present Value of Defined Benefit Obligation as at year end	1323.12	1157.78	1059.26	989.54	932.43
2. Fair value of plan assets as at year end	1231.48	1080.02	1006.22	901.55	758.80
3. Funded status Surplus/-Deficit	—91.64	—77.76	—53.04	—87.99	—173.62
4. Net Asset/-Liability as at year end	—91.64	—77.76	—53.04	—87.99	—173.62

NOTES TO FINANCIAL STATEMENTS (continued)

NOTE 24 (continued)

	Gratuity (Funded)	
	Mar. 31, 2012	Mar. 31, 2011
	₹ Lakhs	₹ Lakhs
III. Change in the obligation during the year ended		
1. Present Value of Defined Benefit Obligation at the beginning of the year	1157.78	1059.26
2. Current Service Cost	101.02	89.57
3. Interest	90.94	80.59
4. Actuarial —Gain/Loss	15.53	32.11
5. Benefit payments	—42.15	—103.75
6. Present Value of Defined Benefit Obligation at the end of the year	1323.12	1157.78
IV. Change in Fair Value of Assets during the year ended		
1. Fair value of plan assets at the beginning of the year	1080.02	1006.22
2. Expected Return on plan assets	103.64	93.56
3. Contributions by employer	87.14	81.93
4. Actual benefits paid	—42.15	—103.75
5. Actuarial Gain/—Loss on plan assets	2.83	2.06
6. Fair value of plan assets at the end of the year	1231.48	1080.02
V. Details of experience adjustments		
1. Experience —Gain/Loss on obligation	15.53	32.11
2. Actuarial Gain/—Loss on plan assets	2.83	2.06
VI. The major categories of plan assets as a percentage of total plan		
Funded with Life Insurance Corporation of India (LIC)	100%	100%
VII. Actuarial assumptions		
1. Discount Rate	8%	8%
2. Expected rate of return on plan assets	9.40%	9.40%
3. In-service mortality	LIC (1994-96) ultimate	LIC (1994-96) ultimate
4. Turnover rate	1% to 3% as per age	1% to 3% as per age
5. Salary Escalation	4%	4%
VIII. Expected contribution for the next year ₹97.58 Lakhs		

The expected rate of return is based on expectation of the average long term rate of return expected on investment of the fund, during the estimated term of obligation. 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.

17. Disclosures required by the revised Schedule VI of the Companies Act, 1956 have been made in the foregoing Notes and Accounts.

Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

All the values have been stated in ₹ Lakhs unless otherwise indicated.

Signatures to Notes 1 to 24

Brahm Vasudeva
Chairman

S. Dutta Choudhury
Vice-Chairman &
Chief Executive Officer

B. K. Khare
Director

S. K. Diwanji
Director

Gen. V. N. Sharma (Retd.)
Director

Gerson da Cunha
Director

M. A. Teckchandani
Director

K. K. Kaul
Director

Hutoxi Bhesania
Company Secretary

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