



Hawkins Cookers Limited

Brahm Vasudeva
Chairman of the Board of Directors

Dear Sir,

Letter of Appointment as an Independent Director

1. We refer to the discussion that took place at the Board Meeting held on July 31, 2014, wherein the Board decided to recommend your appointment as an Independent Director and you kindly agreed to serve as an Independent Director, if elected. As you know, at the Annual General Meeting held on September 19, 2014, you have been elected as an Independent Director for a period of five years, subject to applicable laws as specified in the shareholders' resolution. Our present letter is to confirm the terms of your appointment as an Independent Director as already discussed and mutually agreed between Hawkins Cookers Limited ("the Company") and yourself.

2. You are at present a Member of the following Committee(s) of the Board: [This part of the text of each letter varies from Director to Director]. Subject to your agreement, the Board may appoint you as a Member of another Committee or Committees. The present terms of reference of each of the five Committees of the Board (on which one or more Independent Directors are serving) are given in Appendix I attached herewith.

3. As an Independent Director, you are responsible for looking after your fiduciary duties and all other functions as prescribed under applicable laws. Provided you act with due diligence, your liability in such matters shall be limited to acts of omission or commission by the Company which occur with your knowledge or consent or connivance.

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4. As you are aware, all Directors of our Company are required to observe the Code of Conduct to Prevent Insider Trading, The Corporate Governance Code of Conduct and the Vigil Mechanism/Whistle Blower Policy. The Board may issue further Codes of Conduct as may be necessary from time to time.
5. You are required to promptly notify the Company of any changes in your Directorships or Membership/Chairmanship of Board Committees of other Companies.
6. You shall not disclose to any third party any confidential information relating to the Company and its business except if and when required to make such disclosure by law. If you are legally bound to disclose any confidential information, you are required to give prior information to our Board as far as is possible in any such circumstance.
7. Remuneration and reimbursement of expenses related to the discharge of your duties as an Independent Director are as follows:
 - 7.1 Sitting fees for Board Meetings shall be Rs. 50,000 per Meeting, and for Committee Meetings, Rs. 25,000 per Meeting.
 - 7.2 Each Director shall be paid a Commission as decided by the Board annually subject to Section 197 of the Companies Act, 2013.
 - 7.3 You shall be paid/reimbursed all expenses (towards hotel accommodation, travel and other out-of-pocket expenses) incurred by you for (a) attending Board or Board Committee Meetings, (b) any General Meetings of the Company and (c) any other business of the Company.
 - 7.4 The abovementioned remuneration and reimbursement of expenses may be altered from time to time by a decision of the Board or as required by law.
8. Our present letter is being issued to you in two original sets. Please return one original set duly signed by you in token of your acceptance of your appointment as Independent Director on the terms and conditions stated herein.

Assuring you of our best attention always,

Accepted

(Signature)

Yours faithfully,

Sd/-

Brahm Vasudeva



Appendix I

The Committees of the Board (on which one or more Independent Directors are serving)

I. Nomination and Remuneration Committee

Terms of reference as per Board Resolution dated May 27, 2014:

i. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and/or who may be appointed as Senior Management just below the level of Executive Directors in accordance with the criteria laid down, recommend to the Board their appointment and removal, and carry out evaluation of every Director's performance. It shall also formulate the criteria for evaluation of the Directors.

ii. It shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and shall recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

While formulating the said policy, the Nomination and Remuneration Committee shall ensure that –

a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

b. the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. the remuneration to Directors, key managerial personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

iii. It shall devise a policy on Board diversity.



II. Stakeholders' Relationship Committee

Terms of reference as per Board Resolution dated May 27, 2014:

The Stakeholders' Relationship Committee shall deal with and resolve the grievances of holders of securities of the Company. The Committee shall approve the issue of share certificates in exchange for those which are subdivided or consolidated or in replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where pages on the reverse for recording transfers have been duly utilised or in lieu of those that are lost or destroyed or on rematerialisation of shares.

III. Corporate Social Responsibility Committee

Terms of reference as per Board Resolution dated May 27, 2014:

- a. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company to comply with Schedule VII of the Companies Act, 2013;
- b. It shall recommend the amount of expenditure to be incurred on such activities;
- c. It shall monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time; and
- d. It shall institute a transparent monitoring mechanism for implementation of CSR Projects or programs or activities undertaken by the Company.



IV. Audit Committee

Terms of reference as per Board Resolution dated May 27, 2014:

The Audit Committee shall act in accordance with the terms of reference as specified in Section 177(4) of the Companies Act, 2013, and Clause 49 of the Listing Agreement, which shall include:

- i. The recommendation for appointment, remuneration and terms of appointment of the Auditors of the Company;
- ii. Review and monitor the Auditors' independence and performance and effectiveness of the audit process;
- iii. Examination of the financial statements and the Auditors' reports thereon;
- iv. Approval of or any subsequent modifications of transactions of the Company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. Evaluation of internal financial control and risk management systems;
- viii. Monitoring the end use of funds raised through Public Offers and related matters;
- ix. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- x. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xi. Reviewing, with the management, the annual financial statements and Auditors' reports thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.



- b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of related party transactions.
 - g. Qualifications in the draft audit report.
- xii. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- xiii. Reviewing, with the management, the statement of uses/application of funds raised through an issue (Public Issue, Rights Issue, Preferential Issue etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, if any, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xiv. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- xv. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvi. Discussion with the internal auditor on any significant findings and follow-up thereon;
- xvii. Reviewing the findings of any internal investigations by the internal auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;



xviii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xix. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xx. To review the functioning of the Whistle Blower Mechanism;

xxi. Approval of the appointment of the CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

V. Investment Committee

Terms of reference as per Board Resolution dated January 30, 2010.

The Investment Committee shall have powers to invest for a period not exceeding 400 days, the surplus funds of the Company which are not immediately required for the business, from time to time in fixed deposits with banks and the said deposits shall not exceed an aggregate of Rs.75 crores at any one time.