



Hawkins Cookers Limited

By Hand Delivery

→ May 28, 2018

The General Manager
Corporate Finance Department
Division of Issues and Listing
Securities and Exchange Board of India
Plot No. C4-A, 'G' Block
Bandra Kurla Complex
Mumbai 400051

Dear Sir,

**Request for Informal Guidance by way of Interpretative Letter
Under the Provisions of SEBI (Informal Guidance) Scheme, 2003**

1. Hawkins Cookers Limited was incorporated on February 25, 1959, under the Companies Act, 1956, and is listed on BSE Ltd. since 1978. The paid-up share capital of the Company is Rs.5,28,78,150 consisting of 52,87,815 shares of Rs.10 each.
2. One of our Independent Directors has expressed his desire to sell his Equity Shares of the Company.
3. Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), prohibits trading by an Insider when in possession of Unpublished Price Sensitive Information (UPSI) unless it is as provided in Regulation 4(1). In the extant case, Regulation 4(1)(iii) applies, namely, that it be done as per a trading plan submitted in accordance with Regulation 5 which requires that the proposed trade(s) be done after the lapse of at least six months.
4. The Company's Code of Conduct formulated under Regulation 9 of the PIT Regulations requires that the proposed trade(s) be done only when the "trading window" is open and the Director must apply for pre-clearance by the Compliance Officer of the Company of any proposed trade of a value of Rs.20 lakhs and above.

5. As per para 8 of Schedule B to the PIT Regulations, while applying for pre-clearance, the said Director will have to submit an Undertaking to the Company to the effect that he is not in possession of any UPSI. By virtue of participation in the Board Meetings and access to the information that is shared at such Meetings, the said Director is deemed to be perpetually in possession of UPSI. The said Undertaking, therefore, is not possible. We seek your guidance on:

5.1. Whether the said Director may submit a Trading Plan as required for a plan to trade shares above Rs.20 lakhs in value and proceed with executing the same without giving the said Undertaking.

5.2. Kindly let us know what procedure should be followed by the Company and/or the said Director such that the said Director may lawfully execute the trade.

6. We are enclosing herewith a demand draft bearing No.585069 dated May 25, 2018, for Rs. 25,000 drawn on Dena Bank in favour of "Securities and Exchange Board of India" payable at Mumbai, for the fees for the required Interpretative Letter.

Thanking you,

Yours faithfully
for Hawkins Cookers Limited

Hutoxi Bhesania
Company Secretary

Enclosure: Demand draft No.585069 dated May 25, 2018, for Rs.25,000.