



Hawkins Cookers Limited

July 15, 2023

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

Please find attached herewith the Notice of the 63rd Annual General Meeting of the Company to be held on Wednesday, August 9, 2023, at 4:00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020.

Thanking you,

Yours faithfully,
for Hawkins Cookers Limited

Brahmananda Pani
Company Secretary



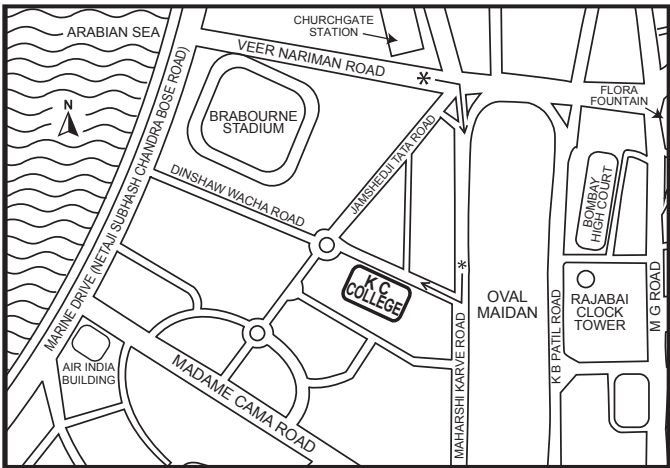
Hawkins Cookers Limited

Registered Office: Maker Tower F 101, Cuffe Parade, Mumbai 400 005.

CIN: L28997MH1959PLC011304 □ Tel: 022-2218 6607, 2218 1605 □ Fax: 022-2218 1190

Website: www.hawkinscookers.com □ Email: ho@hawkinscookers.com

NOTICE TO SHAREHOLDERS FOR THE 63RD ANNUAL GENERAL MEETING OF THE COMPANY



***Note:** Shareholders coming in vehicles from Veer Nariman Road should turn right after Churchgate Station on to Maharshi Karve Road (adjacent to Oval Maidan), then turn right at Dinshaw Wacha Road.

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, the 9th day of August, 2023, at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, at 4:00 pm to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.100 per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Tej Paul Sharma (DIN:09195422) who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.

Special Business

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

"RESOLVED that pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship, liable to retire by rotation, of Mrs. Susan M. Vasudeva (DIN:06935629), with effect from August 25, 2023, upon attainment of the age of seventy five years on August 25, 2023."

5. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the re-appointment of and remuneration payable to Mr. Tej Paul Sharma (DIN:09195422) as a Wholtime Director for a period of three years from October 1, 2023, to September 30, 2026, as per the terms and conditions of the Agreement between the Company and Mr. Tej Paul Sharma."

6. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the re-appointment of and remuneration payable to Mr. Neil Vasudeva (DIN:09208715) as a Wholtime Director for a period of three years from October 1, 2023, to September 30, 2026, as per the terms and conditions of the Agreement between the Company and Mr. Neil Vasudeva."

7. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the Members of the Company and the Public within the limits prescribed in the Act and the overall borrowing limits of the Company as approved by the Members from time to time."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to finalise the scheme for the invitation and acceptance of fixed deposits from the Members of the Company and the Public and to sign and execute deeds, applications and documents that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

By Order of the Board



Brahmananda Pani
Company Secretary

Mumbai
July 1, 2023

NOTES

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself by due authorisation through the Proxy Form appended to this Notice 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 AGM. 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 Member.

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

- (a) bring the attendance slip (separately enclosed herewith in this envelope) duly completed to the AGM and sign the same at the meeting in order to obtain entry.
- (b) bring their copy of the Annual Report with them to the AGM.

3. Members holding physical shares must mandatorily update their KYC – PAN, Nomination details, Bank details and Contact details – as required by the SEBI Circular dated March 16, 2023, with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, Tel. No. 49496000, Email: hawkins.coenq@linkintime.co.in or with the Company at cosec@hawkinscookers.com, quoting their folio number. Members holding shares in the dematerialised form must mandatorily update their KYC – PAN, Nomination details, Bank details and Contact details – with their respective Depository Participants.

4. Members are also requested to ensure that their National Electronic Clearing Service mandate is registered with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., in respect of shares held in the physical form, and those with demat accounts must ensure the same with their Depository Participant in order to conveniently receive the dividend directly into their specified bank account.

5. The Notice calling the AGM has been posted on the Company's website at <https://www.hawkinscookers.com/download/NoticeOfAGM2023.pdf>. The Annual Report has been posted on the Company's website at https://www.hawkinscookers.com/download/annual-report_2022-23.pdf. The Notice and Annual Report can also be accessed from the websites of BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.

6. Regulation 40(1) of the SEBI Listing Regulations requires shares to be transferred only in the dematerialized form w.e.f. April 1, 2019. SEBI also requires physical shareholders' requests for issue of duplicate, renewal/endorsement/sub-division/consolidation/transmission of and name transposition in share certificates and claim of shares from Unclaimed Suspense Account to be effected in demat form only through a Letter of Confirmation with a validity of 120 days.

7. The Register of Members and Transfer Books will remain closed from August 3, 2023, to August 9, 2023, both days inclusive.

8. The dividend, if approved at the AGM, will be made payable to those Members whose names appear on the Company's Register of Members on August 9, 2023, in respect of shares held in the physical form. In respect of shares held in the dematerialised form, the dividend will be payable on the basis of beneficial ownership as on August 2, 2023, made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL).

9. Relevant documents referred to in the Notice calling the AGM and the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working days of the Company and will also be kept open at the venue of the 63rd AGM till the conclusion of the said AGM. Members seeking to inspect such documents at the Registered Office of the Company may send an email to cosec@hawkinscookers.com.

10. Information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per: Regulation 36(3) for the Directors seeking re-appointment at the 63rd Annual General Meeting in respect of Item Nos. 3, 5 and 6 of the Notice, Regulation 17 (1A) for Item No. 4 of the Notice in respect of justification for the continuance of the Directorship of a Non-Executive Director, and Explanatory Statements for the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 7 of the Notice, follow herein below:

Item Nos. 3 and 5 of the Notice: Re-appointment of Mr. Tej Paul Sharma, a Director retiring by rotation, and his re-appointment as a Wholetime Director of the Company, liable to retire by rotation, for a term of three years.

Mr. Tej Paul Sharma, 61 years old, joined Hawkins as an Accounts Executive in our Hoshiarpur factory in 1983. He moved to Sales in 1985 as a frontline salesman. He rose through the ranks becoming a Zonal Sales Manager in 1992. Thereafter, he managed Distribution and Key Accounts like Canteen Stores Department (CSD), eventually taking charge of All India Sales as Vice President-Sales in 2000. He was designated as the Executive Vice President – Sales in 2013. He was elected by the Members for the first time as a Wholetime Director, liable to retire by rotation, designated as Executive Director – Sales, for a period of twenty six months with effect from August 1, 2021. Currently, as the Executive Director-Sales, he also looks after Exports, Distribution, Depot Administration and the Mahim office. Before joining Hawkins, Mr. Sharma worked as a salesman in his father's business of bicycle parts. Mr. Sharma is a Bachelor of Commerce from St. Xavier's College, Calcutta.

Mr. Sharma had attended three out of four Board Meetings held in the year 2022-23. The total remuneration of Mr. Tej Paul Sharma for the year 2022-23 was Rs.204.77 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.32) held on May 24, 2023, decided that it is in the interest of your Company to re-appoint Mr. Tej Paul Sharma as a Wholetime Director, liable to retire by rotation, for a period of three years from October 1, 2023, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Tej Paul Sharma as a Wholetime Director of the Company are summarised as follows:

Salary: Rs.3,50,000 per month. Commission on net profits: at the rate of 1.1%. Provident Fund/Superannuation/ Annuity Fund/Pension Fund contributions: as per the Rules of the Company. Gratuity: as per the Rules of the Company, not exceeding half a month's salary for each completed year of service. Company owned/leased accommodation may be provided for which 10% of the salary to be deducted; in case no accommodation is provided, House Rent Allowance at the rate of 60% of his salary. Home Appliances to be provided by the Company as per the Company's Rules. Medical expenses incurred by Mr. Tej Paul Sharma and his family to be borne by the Company; medical insurance for Mr. Tej Paul Sharma and his family may be arranged by the Company at its cost - the Company to use such insurance to defray expenses covered by it. Leave Travel Allowance: Rs.80,000 per annum. Clubs: Corporate membership of up to two clubs the fees of which shall be paid by the Company. Personal Accident Insurance at an annual premium not exceeding Rs.20,000. Life Insurance at an annual premium not exceeding Rs.50,000 or the benefit of Life Insurance for a sum assured of up to Rs.2 crores as part of the group insurance policy taken by the Company. Car and driver: for business and personal use. Telephone and Internet: free at residence, also one Mobile connection to be provided (long distance personal calls excluded). Leave as per the rules of the Company; encashment of leave at the end of the tenure. Total remuneration is subject to an overall ceiling of 2% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013. If the calculated remuneration including the commission for all Executive Directors exceeds 10% of the applicable Net Profits of the Company, the commission payable to Mr. Sharma shall be reduced pro-rata such that the total remuneration including the commission paid to all the Executive Directors does not cross the said 10%. In case of inadequate or no profits, salary and perquisites to be limited to Rs.10,00,000 per month excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. Mr. Tej Paul Sharma is required to maintain confidentiality of the company's information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Tej Paul Sharma may be altered by the Chairman and Chief Executive Officer without affecting any other term or condition. Agreement is terminable by three months' notice given by either party. Ceasing of employment causes end of Wholetime Directorship. In case of dispute, arbitration under The Arbitration and Conciliation Act, 1996, is mandatory.

Mr. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provision of the said Act. Mr. Sharma is not debarred from holding the office of a Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or an order of any other such authority.

Mr. Sharma is not a Director of any other Company. He holds 10 shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company.

A copy of the Agreement between the Company and Mr. Tej Paul Sharma dated June 30, 2023, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept available at the venue of the 63rd AGM till the conclusion of the said AGM.

Mr. Sharma is concerned and interested in these resolutions and his relatives may be deemed to be concerned and interested in these 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.

The Board of Directors recommends the Ordinary Resolutions at Item Nos. 3. and 5. for your approval.

Item No. 4. of the Notice: Continuance of the Directorship of Mrs. Susan M. Vasudeva, Non-Executive Non-Independent Director on attaining the age of 75 years.

Mrs. Susan M. Vasudeva, age seventy-four years, was first appointed as an Additional Director of the Company with effect from August 1, 2014, and vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014, she was duly appointed as a Non-Executive Director of the Company, liable to retire by rotation. Mrs. Vasudeva will attain the age of seventy-five years on August 25, 2023.

Mrs. Susan M. Vasudeva 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 contributed significantly for many years in the development of Cookbooks and Instruction Manuals and to the testing and development of products in the

Hawkins Test Kitchen. She was appointed as an Advisor to the Test Kitchen of the Company by the Board of Directors at its Meeting held on February 3, 2021, for a total period of three years with effect from February 15, 2021, subject to the contract being renewable by mutual consent after the first year for a further two periods of one year at a time.

Mrs. Susan M. Vasudeva is a member of the Promoter Group of the Company. She is not a director of any other Company. She does not hold any shares of Hawkins Cookers Limited. She is the step-mother of Mr. Neil Vasudeva, Executive Director–Marketing. She is not related to any other Director or Key Managerial Personnel of the Company.

Mrs. Susan M. Vasudeva had attended all the four Board Meetings held in the year 2022-2023.

During the year 2022-23, Mrs. Susan M. Vasudeva was paid commission of Rs.21.13 lakhs for the year 2021-22. During the year 2022-23, Rs.10.46 lakhs was incurred as benefits provided to Mrs. Vasudeva for her advisory services and she was also paid sitting fees of Rs.6.80 lakhs. For the year 2022-23, commission proposed to be paid to Mrs. Vasudeva is Rs.23.77 lakhs.

Mrs. Susan M. Vasudeva would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company as well as benefits for her advisory services.

The Board is pleased to state that her experience and insights into various aspects of the Company, her stewardship of the Stakeholders' Relationship Committee, her contributions as a member of the Nomination and Remuneration Committee and her guidance to the Company's Test Kitchen are of significant value to the Company and that she possesses appropriate skills, expertise, experience and knowledge that are useful to the Company.

Mrs. Susan M. Vasudeva and Mr. Neil Vasudeva, Directors, are concerned and interested in this resolution and their relatives may be deemed to be concerned and interested in this resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in this resolution.

The Board of Directors recommends the Special Resolution at Item No. 4. for your approval.

Item No. 6 of the Notice: Re-appointment of Mr. Neil Vasudeva as a Wholetime Director of the Company, liable to retire by rotation, for a term of three years.

Mr. Neil Vasudeva, 52 years of age, joined Hawkins in 1997 as the Senior General Manager–South Zone Sales. After working for seven years in Sales he was transferred to Marketing as Chief Executive–Marketing Projects. Since 2013 he has been in charge of Marketing, initially as the Executive Vice President – Marketing. He was elected by the Members for the first time as a Wholetime Director, liable to retire by rotation, designated as Executive Director – Marketing for a period of twenty six months with effect from August 1, 2021. Currently, as the Executive Director–Marketing, he also looks after the Online Business, Consumer Service, the Test Kitchen and Human Resources. Before joining Hawkins, Mr. Neil Vasudeva worked for four years with Reckitt & Colman of India Ltd. rising to the rank of a Product Manager. He is a Bachelor of Arts from St. Stephens College, Delhi, and has a Post Graduate Diploma in Business Management from XLRI, Jamshedpur. Mr. Neil Vasudeva is also a Promoter of the Company.

Mr. Vasudeva had attended all the four Board Meetings held in the year 2022-23. The total remuneration of Mr. Neil Vasudeva for the year 2022-23 was Rs.185.67 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.32) held on May 24, 2023, decided that it is in the interest of your Company to re-appoint Mr. Neil Vasudeva as a Wholetime Director, liable to retire by rotation, for a period of three years from October 1, 2023, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Neil Vasudeva as a Wholetime Director of the Company are summarised as follows:

Salary: Rs.3,25,000 per month. Commission on net profits: at the rate of 1.0%. Provident Fund/Superannuation/ Annuity Fund/Pension Fund contributions: as per the Rules of the Company. Gratuity: as per the Rules of the Company, not exceeding half a month's salary for each completed year of service. Company owned/leased accommodation may be provided for which 10% of the salary to be deducted; in case no accommodation is provided, House Rent Allowance at the rate of 60% of his salary. Home Appliances to be provided by the Company as per the Company's Rules. Medical expenses incurred by Mr. Neil Vasudeva and his family to be borne by the Company; medical insurance for Mr. Neil Vasudeva and his family may be arranged by the Company at its cost - the Company to use such insurance to defray expenses covered by it. Leave Travel Allowance: Rs.80,000 per annum. Clubs: Corporate membership of

up to two clubs the fees of which shall be paid by the Company. Personal Accident Insurance at an annual premium not exceeding Rs.20,000. Life Insurance at an annual premium not exceeding Rs.50,000 or the benefit of Life Insurance for a sum assured of up to Rs.2 crores as part of the group insurance policy taken by the Company. Car and driver: for business and personal use. Telephone and Internet: free at residence, also one Mobile connection to be provided (long distance personal calls excluded). Leave as per the rules of the Company; encashment of leave at the end of the tenure. Total remuneration is subject to an overall ceiling of 2% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013. If the calculated remuneration including the commission for all Executive Directors exceeds 10% of the applicable Net Profits of the Company, the commission payable to Mr. Vasudeva shall be reduced pro-rata such that the total remuneration including the commission paid to all the Executive Directors does not cross the said 10%. In case of inadequate or no profits, salary and perquisites to be limited to Rs.10,00,000 per month excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. Mr. Neil Vasudeva is required to maintain confidentiality of the company's information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Neil Vasudeva may be altered by the Chairman and Chief Executive Officer without affecting any other term or condition. Agreement is terminable by three months' notice given by either party. Ceasing of employment causes end of Wholetime Directorship. In case of dispute, arbitration under The Arbitration and Conciliation Act, 1996, is mandatory.

The remuneration payable to Mr. Neil Vasudeva does not exceed the limit prescribed by SEBI in Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, an Ordinary Resolution is recommended by the Board for your approval.

Mr. Vasudeva is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provision of the said Act. Mr. Vasudeva is not debarred from holding the office of a Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or an order of any other such authority.

Mr. Vasudeva is not a Director of any other Company. He holds 8,37,140 shares in the Company. He is the step-son of Mrs. Susan M. Vasudeva, Non-Executive Director of the Company. He is not related to any other Director of the Company or Key Managerial Personnel of the Company.

A copy of the Agreement between the Company and Mr. Neil Vasudeva dated June 30, 2023, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept available at the venue of the 63rd AGM till the conclusion of the said AGM.

Mr. Neil Vasudeva and Mrs. Susan M. Vasudeva, Directors, are concerned and interested in this resolution and their relatives may be deemed to be concerned and interested in this resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in this resolution.

The Board of Directors recommends the Ordinary Resolution at Item No. 6. for your approval.

Item No. 7 of the Notice: Acceptance of Fixed Deposits.

The Company has a Fixed Deposit Scheme, pursuant to the provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, wherein it accepts unsecured deposits from the Members of the Company and the Public. The said Scheme is valid up to the date of this 63rd Annual General Meeting.

Along with complying with the conditions stated in Sections 73 and 76 of the Companies Act, 2013, approval of the shareholders is required for accepting deposits from the Members and the Public within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014.

The Board of Directors at its Meeting (Serial No.32) held on May 24, 2023, has resolved to recommend to the Shareholders the acceptance of Fixed Deposits from the Members and the Public pursuant to Sections 73 and 76 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014. The unsecured Fixed Deposit Scheme would be credit rated on an

annual basis as required under the said Act read with the said Rules. It is proposed to authorise the Board to finalise the terms of the said Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

None of the Directors of the Company are in any way concerned or interested in the said resolution. Key Managerial Personnel, Directors’ Relatives and Relatives of Key Managerial Personnel are eligible to the benefits of the Scheme on the same terms and at the same rates as are applicable to the Members and the Public.

The Board of Directors recommends the Ordinary Resolution at Item No. 7. for your approval.

10. Procedure for remote e-voting

10.1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on the resolutions proposed to be considered at the 63rd AGM by remote e-voting and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL) as the authorized agency for facilitating voting through electronic means.





10.2. The remote e-voting period shall commence at 9:00 am on Sunday, August 6, 2023, and will end at 5:00 pm on Tuesday, August 8, 2023. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 8, 2023. The Members whose names appear in the Register of Members as on the cut-off date of August 2, 2023, may cast their vote electronically. The voting rights of the Members shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of August 2, 2023.

The instructions for remote e-voting provided by NSDL are detailed in two steps (1. Login and 2. Casting Vote) as under:

Step 1: Access to the NSDL e-Voting system

A. Login for e-Voting for Individual shareholders holding demat securities at NSDL/CDSL

Shareholding Type	Login Method
Demat securities held with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .

Shareholding Type	Login Method
	<p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 50px; margin-top: 20px;">   </div>
Demat securities held with CDSL	<p>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through their Depository, i.e., NSDL or CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual demat Shareholders can also login using the login credentials of the demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

B) Login Method for e-Voting for non-individual demat shareholders and shareholders holding shares in the physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) NSDL demat account	8 Character DP ID followed by 8 Digit Client ID (CL ID) For example if your DP ID is IN300*** and CL ID is 12***** then your user ID is IN300***12*****
b) CDSL demat account	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) Physical Shares	EVEN Number followed by Folio Number registered with the company For example if EVEN is 101456 and folio number is 001**** then user ID is 101456001****

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment which is a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow the steps mentioned in 10.4 "Process for those shareholders whose email ids are not registered".

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can alternatively use the convenient OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of Hawkins Cookers Limited to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

10.3. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, along with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an email at scrutinizer@hawkinscookers.com with a copy marked to evoting@nsdl.co.in. or upload the same by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their Login.
2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or 022-2499 7000 or send a request by email to Mr. Amit Vishal or Mr. Sagar S. Gudhate or Ms. Pallavi Mhatre from NSDL at evoting@nsdl.co.in.

10.4. Process for those shareholders whose email ids are not registered with the depositories – for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by email to cosec@hawkinscookers.com or hawkinscoeng@linkintime.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 character DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to cosec@hawkinscookers.com or hawkinscoeng@linkintime.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login for e-Voting for Individual shareholders holding demat securities at NSDL/CDSL.**

3. Alternatively, the shareholder may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing the above mentioned documents.

4. In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

11. Paper Poll at the AGM - The facility for voting through polling paper shall also be made available at the AGM. Members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through polling paper.

12. Members who have voted through remote e-voting prior to the AGM are welcome to attend the meeting, but they shall not be entitled to vote again at the AGM.

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

14. The results of the voting shall be declared within the time stipulated under the applicable laws. The results along with 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 immediately after the results are declared and will simultaneously be forwarded to BSE Ltd., where the shares of the Company are listed, and shall also be displayed at the Registered Office of the Company.

15. Dividends for the financial years ended March 31, 2016, and thereafter which remain unclaimed for a period of seven years will be transferred to the 'INVESTOR EDUCATION AND PROTECTION FUND' (IEPF) of the Central Government. Members who have not encashed their dividend warrant(s) for the financial year ended March 31, 2016, or thereafter are requested to contact the Company or the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., with the relevant details on or before August 25, 2023, to duly claim their said dividend(s). Pursuant to Section 124 of the Companies

Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all Shares on which dividends remain unclaimed for 7 (seven) consecutive years or more are liable to be transferred to the IEPF, which can thereafter be claimed from the Fund by the Members after following the process prescribed in the said Rules. Please see details of shares liable to be transferred to the IEPF Authority in the year 2023 at the weblink - <https://www.hawkinscookers.com/iepf/09062023.html> if none of the dividends for the seven consecutive years from 2016 to 2022 are claimed by the shareholders well in time of the cut-off date, that is, August 25, 2023.

By Order of the Board



Brahmananda Pani
Company Secretary

Mumbai
July 1, 2023



Hawkins Cookers Limited

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

CIN: L28997MH1959PLC011304 ☐ Tel: 022-2218 6607, 2218 1605 ☐ Fax: 022-2218 1190

Website: www.hawkinscookers.com ☐ Email: ho@hawkinscookers.com

PROXY FORM FOR THE 63rd AGM

[Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): E-mail Id:

..... Folio No./Client Id:

Registered address: DP Id:

.....

I/We, being the member(s) with shares of HAWKINS COOKERS LIMITED, hereby appoint

1. Name: E-mail Id:

Address: Signature:

or failing him (if appointing any alternate - else cross the following sections out)

2. Name: E-mail Id:

Address: Signature:

or failing him (if appointing any other alternate - else cross the following section out)

3. Name: E-mail Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on Wednesday, the 9th day of August, 2023, at 4:00 pm at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, and the Directors' and the Auditors' Reports thereon.
2. To declare a Dividend of Rs.100 per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Tej Paul Sharma (DIN: 09195422) who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.
4. To continue the directorship, liable to retire by rotation, of Mrs. Susan M. Vasudeva (DIN:06935629) with effect from August 25, 2023.
5. To re-appoint Mr. Tej Paul Sharma (DIN:09195422) as a Wholetime Director for a period of three years from October 1, 2023, to September 30, 2026.
6. To re-appoint Mr. Neil Vasudeva (DIN:09208715) as a Wholetime Director for a period of three years from October 1, 2023, to September 30, 2026.
7. Acceptance of Fixed Deposits from the Members and the Public.



Signed this.....day of.....2023 Signature of the shareholder(s)

Signature of the Proxy holder(s)

Notes: 1. In case of shares held by joint shareholders, all the joint shareholders should duly sign this form. The shareholder(s) should sign across the revenue stamp. 2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. 3. The Proxy need NOT be a member. 4. Proxy cannot speak at the meeting.

