



Hawkins Cookers Limited

July 12, 2022

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

Please find attached herewith the Notice of the 62nd Annual General Meeting of the Company to be held on Thursday, August 4, 2022, at 4:00 p.m. through Video Conference/ Other Audio Visual Means.

Thanking you,

Yours faithfully,
for Hawkins Cookers Limited

Neha Maheshwari

Neha Maheshwari
Assistant 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 62ND AGM OF THE COMPANY

NOTICE is hereby given that the 62nd Annual General Meeting of the shareholders of the Company will be held on Thursday, the 4th day of August, 2022, through Video Conference/Other Audio Visual Means at 4:00 pm (IST) 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, 2022, and the Directors' and Auditors' Reports thereon.
- 2.** To declare a Final Dividend of Rs.60 per equity share for the financial year ended March 31, 2022.
- 3.** To appoint a Director in place of Mrs. Susan M. Vasudeva (DIN: 06935629), who retires by rotation, and, being eligible, offers herself for re-appointment as a Director of the Company.
- 4.** To re-appoint the Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an ORDINARY RESOLUTION.

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Registration No. 104607W/W100166), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the Sixty-Seventh Annual General Meeting of the Company, as per the remuneration for each of the 5 years as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business

- 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. Subhadip Dutta Choudhury (DIN:00141545), as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer, for a period of three years from October 1, 2022, to September 30, 2025, on the terms and conditions as stated in the Agreement executed between the Company and Mr. Subhadip Dutta Choudhury."

- 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. Sudeep Yadav (DIN:02909892), as the Vice-Chairman of the Board of Directors and Chief Financial Officer, for a period of three years from October 1, 2022, to September 30, 2025, on the terms and conditions as stated in the Agreement executed between the Company and Mr. Sudeep Yadav."

7. 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 with effect from October 19, 2022, up to the end of his current term on July 31, 2026, of Mr. Murli Aildas Teckchandani (DIN:00049563), upon attainment of the age of seventy five years, on October 19, 2022, who, at the 61st Annual General Meeting of the Company held on July 29, 2021, had been duly appointed as an Independent Director of the Company with effect from August 1, 2021, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

8. 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, 2022

NOTES

1. Pursuant to the Ministry of Corporate Affairs Circular Nos. 2/2022 dated May 5, 2022, 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020, and 14/2020 dated April 8, 2020, and the Securities and Exchange Board of India Circulars dated May 13, 2022, January 15, 2021, and May 12, 2020, collectively referred to as “Circulars”, Listed Companies are allowed to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2022 for which physical attendance of the Members at the AGM venue is not required. The 62nd AGM of the Company shall be conducted on August 4, 2022, through VC or OAVM in accordance with the aforesaid Circulars.

2. The 62nd AGM being held through VC/OAVM pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for the said AGM. The Body Corporates are entitled to appoint authorised representatives to attend and participate in the AGM through VC/OAVM and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without being restricted by the first-come-first-served basis.

4. Procedure for joining the AGM through VC/OAVM:

4.1. Members will be provided with the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the login steps mentioned later in Note no. 15. of this Notice for e-Voting. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. After successful login, you can see “VC/OAVM link”

placed under "Join Meeting" menu against the company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. For any assistance with using the technology before or during the Meeting you may contact NSDL at the following nos. 1800 1020 990 and 1800 22 44 30.

4.2. Members are encouraged to join the Meeting through Laptops and allow the Camera for a better experience.

4.3. Further, Members must use a good speed Internet to avoid any disturbance during the meeting.

4.4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via a Mobile Hotspot may experience Audio/Video loss due to network fluctuation. It is recommended a Stable Wi-Fi or LAN Connection be used to mitigate such glitches.

5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Members holding physical shares must ensure their email address is registered with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., or do so promptly at https://linkintime.co.in/emailreg/email_register.html. Members holding shares in dematerialized mode must register/update their email address with their Depository Participant.

7. In compliance with the Circulars, Notice of the AGM and the Annual Report for the year 2021-22 are being sent to the email addresses of the Members that are registered with the Company or Depository Participants. In addition, physical Notice and the Annual Report are being sent to all our Members at their registered postal address. Members must re-confirm their registered postal address with the Company's share Transfer Agent, Link Intime India Pvt. Ltd. at hawkins.coenq@linkintime.co.in and update it where required.

8. Members holding physical shares must ensure their National Electronic Clearing Service mandate is registered with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., and those with demat accounts must ensure the same with their Depository Participant to receive the dividend(s) directly into their specified bank account.

9. The Notice calling the AGM has been posted on the Company's website at <https://www.hawkinscookers.com/download/NoticeOfAGM2022.pdf>. The Notice can also be accessed from the websites of BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.

10. Regulation 40(1) of the SEBI Listing Regulations require shares to be transferred only in the dematerialized form w.e.f. April 1, 2019. Further, request for transmission or transposition of physical shares shall be effected only in the dematerialised form by way of a Letter of Confirmation which is valid for 120 days. Shareholders must mandatorily update their KYC details – PAN, Nomination details, Bank details and Contact details – as required by the SEBI Circular dated November 3, 2021.

11. The Register of Members and Transfer Books will remain closed from July 29, 2022, to August 4, 2022, both days inclusive.

12. The dividend, if approved at the meeting, will be payable to those Members whose names appear on the Company's Register of Members on August 4, 2022, 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 July 28, 2022, made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL).

13. All documents referred to in the Notice calling the AGM and the Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cosec@hawkinscookers.com.

14. 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 62nd Annual General Meeting in respect of Item Nos. 3, 5 and 6 of the Notice; Regulation 36(5) for the re-appointment of the Statutory Auditors in respect of Item No. 4 of the Notice; Regulation 17 (1A) for Item No. 7 of the Notice in respect of justification for the continuance of the Directorship of a Non-Executive Independent Director, and Explanatory Statements of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5 to 8 of the Notice follow herein below:

Item No. 3. of the Notice: Re-appointment of Mrs. Susan M. Vasudeva, a Director retiring by rotation.

Mrs. Susan M. Vasudeva, 73, was appointed as a Director of the Company with effect from August 1, 2014. She 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 is the step-mother of Mr. Neil Vasudeva, Executive Director–Marketing. 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 three years with effect from February 15, 2021, the contract being renewable by mutual consent for a further two periods of one year at a time after the first year. Mrs. Vasudeva is not a Director of any other Company. She does not hold any shares of Hawkins Cookers Limited.

Mrs. Susan M. Vasudeva had attended all the four Board Meetings held in the year 2021-2022.

Mrs. Susan M. Vasudeva was paid commission of Rs.19.79 lakhs for the year 2020-21. During the year 2021-22, Rs.12.13 lakhs was incurred as benefits provided to Mrs. Vasudeva for her advisory services and she was also paid sitting fees of Rs.7.05 lakhs. For the year 2021-22, commission proposed to be paid to Mrs. Vasudeva is Rs.21.13 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 and benefits for her advisory services.

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

The Board of Directors recommends the Ordinary Resolution at Item No. 3. for your approval.

Item No. 4. of the Notice: Re-appointment of M/s. Kalyaniwalla & Mistry LLP for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Sixty- Seventh Annual General Meeting.

M/s. Kalyaniwalla and Mistry LLP, Chartered Accountants (Firm Registration No.104607W/W100166), were appointed as the Statutory Auditors of the Company for a first term of five years from the conclusion of the 57th Annual General Meeting (AGM), till the conclusion of the 62nd AGM and, being eligible, offer themselves for re-appointment for a second term of five years. Based on the evaluation of their performance during the first term, the experience and expertise of M/s. Kalyaniwalla & Mistry LLP and the recommendations of the Audit Committee and the Board of Directors, M/s. Kalyaniwalla & Mistry LLP are proposed to be re-appointed as the Statutory Auditors of the Company for a second term of five years, commencing from the conclusion of the 62nd AGM till the conclusion of the 67th AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm for each of the five years. M/s. Kalyaniwalla & Mistry LLP have consented to the said re-appointment and have confirmed that their re-appointment, if made, would be valid in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013, and the Rules made thereunder.

M/s. Kalyaniwalla & Mistry LLP, a professional service organisation established in 1928, with offices in Mumbai, Bengaluru, Pune and Chennai and associates in the major cities in India, have wide industry knowledge and technical expertise of 14 Partners and over 390 professionals with specialised service capabilities who are highly trained and with audit experience of many large Indian and International Companies. Kalyaniwalla & Mistry's professionals have in-depth experience in the Consumer Goods and Manufacturing sectors which benefits our Company.

The proposed remuneration for statutory audit to be paid to M/s. Kalyaniwalla and Mistry LLP, Chartered Accountants for the financial year 2022-23, subject to their re-appointment is Rs.24 lakhs, excluding taxes, out-of-pocket expenses and other services, as agreed between both the parties. The remuneration for their balance tenure will be decided mutually.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

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

Item No. 5. of the Notice: Re-appointment of Mr. Subhadip Dutta Choudhury as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer.

Mr. Subhadip Dutta Choudhury, 54 years of age, holds a B. Tech. Degree in Electrical Engineering from the Indian Institute of Technology, Kharagpur, and a Post Graduate Diploma in Business Management from the Indian Institute of Management, Calcutta. He joined the Company in 1992 as a Management Trainee and worked for eight years as a Sales Manager in various regions with increasing levels of responsibility. He moved to Marketing as Vice President in 2000. He was first elected by the Members as a Wholetime Director designated as Executive Director-Marketing with effect from August 1, 2004, and then as the Vice-Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer in 2006. He was re-elected as the Vice-Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer in 2007, 2010, 2013, 2016 and 2019. Pursuant to the sad demise of our Late Chairman, Mr. Brahm Vasudeva, the Board of Directors at its Meeting (Serial No.21) held on August 5, 2020, re-designated Mr. Dutta Choudhury as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer, with effect from August 6, 2020, which was duly approved by the Members at the 61st AGM of the Company. Mr. Subhadip Dutta Choudhury's appointment as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer of your Company comes to an end on September 30, 2022.

Mr. Dutta Choudhury had attended all the four Board Meetings held in the year 2021-22. The total remuneration of Mr. Dutta Choudhury for the year 2021-22 was Rs.559.47 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the pre-approval of the Audit Committee, the Board of Directors at its Meeting (Serial No.28) held on May 26, 2022, decided that it is in the interest of your Company to re-appoint Mr. Dutta Choudhury as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer for a period of three years from October 1, 2022, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Dutta Choudhury as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer are summarised as follows: Salary: Rs. 6,00,000 per month (increased from Rs.5 lakhs in the earlier contract). Commission on net profits: at the rate of 3.5%. 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. Dutta Choudhury and his family to be borne by the Company; medical insurance for Mr. Dutta Choudhury 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 5% 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. Dutta Choudhury 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. Dutta Choudhury is required to maintain confidentiality of company information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Dutta Choudhury may be altered by the Board without affecting any other term or condition. Agreement is terminable by three months' notice given by either party. Ceasing of employment causes end of Directorship. In case of dispute, arbitration under The Arbitration and Conciliation Act, 1996, is mandatory.

Mr. Dutta Choudhury is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provisions of the said Act. Mr. Dutta Choudhury 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. Dutta Choudhury is not a Director of any other Listed Company. He holds 50 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. Subhadip Dutta Choudhury dated June 24, 2022, is available electronically for inspection by the Members as stated in Note no. 13. of the Notice.

Mr. Dutta Choudhury is concerned and interested in this resolution and his 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. 5. for your approval.

Item No. 6. of the Notice: Re-appointment of Mr. Sudeep Yadav as the Vice-Chairman of the Board of Directors and Chief Financial Officer of the Company.

Mr. Sudeep Yadav, 54 years of age, holds a B. Tech. from IIT Delhi and a Post-Graduate Diploma in Business Management from IIM Calcutta. Prior to joining the Company, he has worked with Citibank for 12 years and,

before that, with ANZ Grindlays & Standard Chartered for 9 years. His experience has been in Business Administration, dealing with a wide variety of major corporations and various banking operations. His previous job was Managing Director of Citi Transaction Services in India. At the same time, Mr. Yadav also served as a Director on the Board of National Payments Corporation of India which is a not-for-profit Company under Section 25 of the Companies Act, 1956, sponsored by the RBI and promoted by major banks in India including public sector banks. Mr. Yadav was first appointed as a Director of the Company with effect from July 17, 2013. He was appointed as a Wholetime Director designated as Executive Director–Finance and Administration (Designate) with effect from July 22, 2013. He was later redesignated and also made the Chief Financial Officer effective May 27, 2014. He was re-appointed as an Executive Director in 2016 and 2019. The Board of Directors at its Meeting (Serial No.21) held on August 5, 2020, changed his designation to the Vice-Chairman of the Board of Directors and Chief Financial Officer with effect from August 6, 2020, which was duly approved by the Members at the 61st AGM of the Company. Mr. Yadav's appointment as the Vice-Chairman of the Board of Directors and Chief Financial Officer of your Company comes to an end on September 30, 2022.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the pre-approval of the Audit Committee, the Board of Directors at its Meeting (Serial No.28) held on May 26, 2022, decided that it is in the interest of your Company to re-appoint Mr. Yadav as the Vice-Chairman of the Board of Directors and Chief Financial Officer for a period of three years from October 1, 2022, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Sudeep Yadav as the Vice-Chairman of the Board of Directors and Chief Financial Officer are summarised as follows: Salary: Rs.5,00,000 per month (increased from Rs.4 lakhs in the earlier contract). Commission on net profits: at the rate of 2.5%. 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. Yadav and his family to be borne by the Company; medical insurance for Mr. Yadav 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 4% 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. Yadav 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. Yadav is required to maintain confidentiality of company information and not to be involved directly or indirectly in any competitive business. The designation of and allocation of work to Mr. Yadav may be altered by the Board 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. Sudeep Yadav 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. Yadav had attended all the four Board Meetings held in the year 2021-22. The total remuneration of Mr. Yadav for the year 2021-22 was Rs.410.08 lakhs.

Mr. Yadav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, or under any other provisions of the said Act. Mr. Yadav 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. Yadav is not a Director of any other Company. He holds 101 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. Sudeep Yadav dated June 24, 2022, is available electronically for inspection by the Members as stated in Note no. 13. of the Notice.

Mr. Yadav is concerned and interested in this resolution and his 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: Continuance of the Directorship of Mr. Murli Aildas Teckchandani, Non-Executive Independent Director on attaining the age of 75 years.

Mr. Murli Aildas Teckchandani, age seventy-four years, was appointed as an Independent Director of the Company with effect from August 1, 2021, for a first term of five years, vide an Ordinary Resolution passed by the Members of the Company at the 61st Annual General Meeting of the Company held on July 29, 2021, and he will attain the age of seventy-five years on October 19, 2022.

Mr. Murli Aildas Teckchandani joined Hawkins in 1983 as Vice President-Finance and in 1997 took over the Technical operations as Senior Vice President-Technical. He was elected by the Members as Executive Director-Operations in 2001. Effective June 1, 2010, he was transferred to the position of Executive Director-Finance & Administration. During his span of 30 years with Hawkins he has managed Sales, Commercial and Technical departments and has worked extensively with our the then Chairman, Mr. Brahm Vasudeva. He retired from the Company in November 2013. Since then, he has been providing consultancy for new businesses, business strategy and legal matters. Prior to joining the Company, he was General Manager-Finance with Bright Brothers Limited.

Mr. Teckchandani holds a B.E. Degree in Electrical Engineering from the Regional Engineering College, Durgapur and a Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad. Mr. Teckchandani is not a director of any other Company. He holds 934 shares of Hawkins Cookers Limited. He is not related to any Director or Key Managerial Personnel of the Company.

The Board is pleased to state that his experience, expertise and integrity will continue to assist the Board in its functioning.

Mr. Teckchandani is concerned and interested in the resolution. The relatives of Mr. Teckchandani may be deemed to be concerned and interested in the resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

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

Item No. 8 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 62nd 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.28) held on May 26, 2022, 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 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 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. 8. for your approval.

15. Procedure for remote e-voting and e-voting during the AGM

15.1. 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, and the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, and May 5, 2022, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

15.2. The instructions for remote e-voting and joining the AGM through VC/OAVM are as under:

The remote e-voting period shall commence at 9:00 am on Monday, August 1, 2022, and will end at 5:00 pm on Wednesday, August 3, 2022. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 3, 2022. The Members whose names appear in the Register of Members as on the cut-off date of July 28, 2022, may cast their vote electronically. The voting rights of the Members in respect of remote e-voting and voting at the AGM shall be in proportion to the number of equity shares held by them as on the cut-off date of July 28, 2022.

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining the AGM for Individual shareholders holding demat securities

In terms of SEBI Circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding demat securities are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id in their demat accounts in order to access the e-Voting facility.

Login method for individual shareholders holding demat securities is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

1.1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **“Beneficial Owner”** icon under “Login” which is available under **“IDeAS”** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

1.2. If the user is 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>.

1.3. 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. 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 the NSDL Depository site wherein you can see the e-Voting page. Click on the options available against the company name or **e-Voting service provider - NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.

1.4. Members facing any technical issue in login can contact the NSDL helpdesk at evoting@nsdl.co.in or at the toll free nos.: 1800 1020 990 and 1800 22 44 30.

2. Individual Shareholders holding demat securities with CDSL:

2.1. Existing users who have opted for Easi/Easiest can login through their user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com. Click on New System Myeasi.

2.2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of **e-Voting service provider (ESP), i.e. NSDL**. Click on **NSDL** to cast your vote.

2.3. If the user is not registered for Easi/Easiest, the option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

2.4. Alternatively, the user can directly access the e-Voting page by providing the demat Account Number and PAN No. from a link in the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile and email recorded in the Demat Account. After successful authentication, the user will be provided links for the respective ESP, i.e. **NSDL**, where the e-Voting is in progress.

2.5. Members facing any technical issue in login can contact the CDSL helpdesk at helpdesk.evoting@cdslindia.com or at 022-23058738 and 022-23058542-43.

3. Individual Shareholders (holding demat securities) login through their depository participant.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After login, you will be able to see the e-Voting option. Click on e-Voting option. You will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on options available against the company name or **e-Voting service provider-NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.

Note: Members who are unable to retrieve their User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the abovementioned website.

B. Login Method for shareholders other than Individual shareholders holding demat securities and shareholders holding physical securities.

1. Launch an Internet browser and open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Click on the icon "Login" which is available under the 'Shareholder/Member' section.

3. A new screen will open. Enter your User ID, your Password/OTP and the Verification Code as shown on the screen.

4. Your User ID details are given below:

a) For Members who hold demat shares with NSDL: 8 Character DP ID followed by 8 Digit Client ID.

b) For Members who hold demat shares with CDSL: 16 Digit Beneficiary ID.

c) For Members holding physical shares: EVEN Number followed by the Folio Number registered with the Company.

5. Your password details 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 the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you as under:

(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 from your mailbox. Open the email and open the attachment named 'Hawkins Cookers e-Voting.pdf'. The password to open the said PDF file is your 8 digit Client ID for an NSDL account or the last 8 digits of Client ID for a CDSL account or the folio number for physical shares. The said PDF file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow the following steps:

1. In case of physical shares, please register your email address with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., at https://linkintime.co.in/emailreg/email_register.html by providing details such as Folio Number, Name of the Shareholder, Certificate No., PAN, Mobile No. and email address and uploading the required documents.

2. In case of demat shares, please update your email address with your Depository Participant. If you are an Individual shareholder holding demat securities, you are requested to refer to the login method explained at **step 1 (A)**, i.e. **Login method for e-Voting and joining the AGM for Individual shareholders holding demat securities.**

3. In terms of the SEBI Circular dated December 9, 2020, on the e-Voting facility provided by Listed Companies, individual shareholders holding demat securities 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.

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?**" option available on www.evoting.nsdl.com (If you are holding demat shares with NSDL or CDSL).

b) Click on "**Physical User Reset Password?**" option available on www.evoting.nsdl.com (If you are holding physical shares).

c) If you are still unable to get the password by the aforesaid two options, you can send a request by email to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

8. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

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

10. Click on "Login" button. Home page of e-voting will open.

Step 2: Cast your vote electronically and join the AGM on the NSDL e-voting system:

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select the "EVEN" of Hawkins Cookers Limited for casting the vote during the remote e-Voting period and during the AGM. For joining the AGM by VC/OAVM, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for remote e-voting as the Voting page opens.

4. Cast your vote by selecting the appropriate option, that is, 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.

15.3. 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 the toll free telephone numbers: 1800 1020 990 and 1800 22 44 30 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.

15.4. Procedure for e-voting on the day of the AGM is as under:

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

2. Only those Members, who are present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

15.5. Any person who acquires physical shares of the Company and becomes a Member of the Company after the notice is sent through e-mail and holds shares on the cut-off date, i.e., July 28, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or call on the toll free nos. 1800 1020 990 and 1800 22 44 30. Any person who acquires demat shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares on the cut-off date, i.e., July 28, 2022, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

16. 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 e-voting at the AGM suitably.

17. The results of the electronic 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 the NSDL website 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 be displayed at the Registered Office of the Company.

18. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which Directors are interested shall be available for inspection after logging into the NSDL e-voting system at <https://www.evoting.nsdl.com>.

19. Dividends for the financial years ended March 31, 2015, 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, 2015, 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 20, 2022, to duly claim their said dividend(s). Pursuant to Section 124 of the Companies Act, 2013, and 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.

By Order of the Board



Mumbai
July 1, 2022

Brahmananda Pani
Company Secretary