



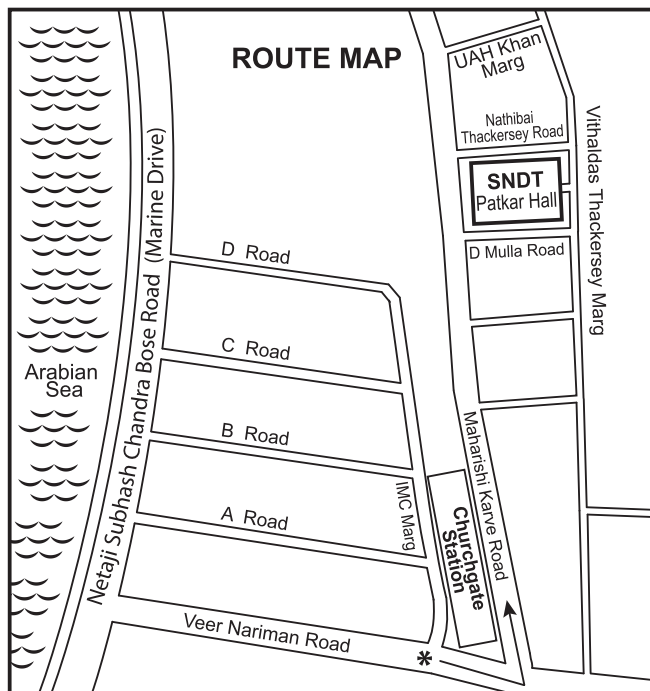
Hawkins Cookers Limited

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

NOTICE TO SHAREHOLDERS FOR THE 57TH AGM OF THE COMPANY



***Note:** Shareholders coming in vehicles should turn left after Churchgate Station on to Maharishi Karve Road, then turn right at UAH Khan Marg (after Income Tax Office), then finally turn right once again at Vithaldas Thackersey Marg.

NOTICE is hereby given that the 57th Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 2nd day of August, 2017, at Patkar Hall, SNTD Women's University, Vithaldas Thackersey Marg, 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, 2017, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.70 per equity share for the financial year ended March 31, 2017.
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 Director.

4. To 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, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Registration No. 104607W/W100166), be and are hereby 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-Second Annual General Meeting of the Company, subject to the ratification of their appointment by the Members at every Annual General Meeting till the Sixty-First Annual General Meeting, at such remuneration 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 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, documents and writings 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."

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

"RESOLVED that in supersession of the Special Resolution passed at the 43rd Annual General Meeting of the Company held on July 31, 2003, approval as required by Section 94 of the Companies Act, 2013, be and is hereby given for the Register of Members, the Index of Members, the Register and Index of Debenture holders and copies of all Annual Returns prepared under Section 92 of the Act together with the copies of the certificates and documents required to be annexed thereto to be kept at the office of M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, instead of the Registered Office of the Company so long as they are the Registrar and Share Transfer Agents of the Company."

By Order of the Board



Mumbai
July 1, 2017

Hutoxi Bhesania
Company Secretary

NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself through a form enclosed herewith 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 meeting.

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 slips duly completed to the meeting and sign the same at the meeting in order to obtain entry.

(b) bring their copy of the Annual Report with them to the Annual General Meeting.

3. Members holding physical shares are requested to notify immediately the change of address/change in bank details, if any, to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, or to the Company, quoting their folio number. Members holding shares in the dematerialised form are advised to inform the change of address/bank details to their respective Depository Participants.

4. Members are also requested to:

(a) Submit their National Electronic Clearing Service (NECS) mandates to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., at the aforesaid address in respect of shares held in physical form and to the respective Depository Participants in respect of shares held in dematerialised form, in case they have not done so earlier.

(b) In case any Members wish to additionally receive Annual Reports in a soft copy, they should register their e-mail address for the purpose by sending an e-mail giving their registered folio number and/or DP ID/Client ID to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., at hawkins.coenq@linkintime.co.in.

5. The Register of Members and Transfer Books will remain closed from July 27, 2017, to August 2, 2017, both days inclusive.

6. The dividend, if approved at the meeting, will be made payable to those Members whose names appear on the Company's Register of Members on August 2, 2017, in respect of shares held in physical form. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as on July 26, 2017, as per details furnished by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) for this purpose.

7. Dividends for the financial years ended March 31, 2010, 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, 2010, 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 16, 2017.

Members may further note that, 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 dividend remains unclaimed for seven consecutive years or more are liable to be transferred to the IEPF. Members are further advised that in terms of applicable provisions of the Act and the IEPF Rules, Unclaimed Dividends and Shares transferred to the IEPF can be claimed from the Fund after following the process prescribed in the said Rules.

8. Voting through electronic means

8.1. In compliance with 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 Members the facility to exercise their right to vote on resolutions proposed to be considered at the 57th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

A. In case of Members receiving an email from NSDL (for Members whose e-mail IDs are registered with the Company/Depository Participants):

(i) Open the PDF file 'Hawkins Cookers e-Voting.pdf' attached to the e-mail, using your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for remote e-voting. Please note that the Password provided in the PDF file is an 'Initial Password'.

(ii) Launch an Internet browser and open <https://www.evoting.nsdl.com>.

(iii) Click on Shareholder – Login.

(iv) Insert 'User ID' and 'Initial Password/PIN' as noted in step (i) above and click 'Login'.

(v) Password change menu will appear. Change the Password/PIN with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and to take utmost care to keep it confidential.

(vi) You need to login again using the new Password. Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.

(vii) Select 'EVEN' of Hawkins Cookers Limited.

(viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy [PDF/JPG format] of the relevant Board Resolution/Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizer@hawkinscookers.com with a copy marked to evoting@nsdl.co.in.

(xiii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

B. In case of Members whose e-mail IDs are not registered with the Company/Depository Participants:

(i) User ID and Initial Password are mentioned at the bottom of the Attendance Slip separately provided with this Annual Report.

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) above, to cast vote.

8.2. In case of any queries, please refer the 'Frequently Asked Questions' (FAQs) and remote e-voting user manual available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

8.3. 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.

8.4. The voting rights of the Members holding shares in physical form or in dematerialized

form in respect of remote e-voting shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of July 26, 2017. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

8.5. The remote e-voting period shall commence at 9:00 am on Sunday, July 30, 2017, and will end at 5:00 pm on Tuesday, August 1, 2017. The remote e-voting module shall be disabled by NSDL at 5:00 pm on the same day.

8.6. The facility for voting through poll 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 poll paper.

8.7. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting, but shall not be entitled to vote again at the AGM.

8.8. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off-date, that is, July 26, 2017, may obtain the User ID and Password by sending a request to 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 may reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsdl.com.

8.9. 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 suitably.

8.10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

8.11. The results shall be declared at or after the AGM of the Company. The results declared 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 result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

9. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to item No. 3 of the Notice in respect of a Director seeking re-appointment at the 57th Annual General Meeting, Note on Item No. 4 (though not mandatory) and Explanatory Statement of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 5 and 6 of the Notice is given hereinafter:

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

Mrs. Susan M. Vasudeva, 68, 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 wife of Mr. Brahm Vasudeva, the Chairman of the Board of Directors. She lives in Mumbai and usually travels abroad once a year, largely to assist at the Company's stall at the International Housewares Show in Chicago. She has also contributed significantly for many years in an honorary capacity in the development of Cookbooks and Instruction Manuals and to the testing and development of products in the Hawkins Test Kitchen. Mrs. Vasudeva is not a Director of any other Company. She does not hold any shares of Hawkins Cookers Limited.

Mr. Brahm Vasudeva and Mrs. Susan M. Vasudeva, Directors, are interested in this resolution and their Relatives may be deemed to be 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 recommend the Ordinary Resolution at Item No. 3 for your approval.

Item No. 4 of the Notice: Appointment of Auditors and their remuneration

Though not mandatory, this statement is provided for reference.

Deloitte Haskins & Sells LLP, Chartered Accountants, were first appointed as the Statutory Auditors of the Company in the AGM held on July 31, 2009. Deloitte's appointment as Statutory Auditors of the Company will end at the conclusion of the 57th AGM of the Company. Prior to 2009, A. F. Fergusons & Co. were the Statutory Auditors of the Company from 2002 and they later became a part of Deloitte. Deloitte have therefore completed their tenure of two terms of five consecutive years and hence are not eligible for re-appointment as Statutory Auditors of the Company upon the completion of their term at the conclusion of the 57th AGM of the Company. As per Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years. Accordingly, as per the said requirements of the Act, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.104607W/W100166), are proposed to be appointed as the Statutory Auditors of the Company for a period of five years, commencing from the conclusion of the 57th AGM till the conclusion of the 62nd AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm subject to the ratification of their appointment by the members every year. M/s. Kalyaniwalla & Mistry LLP have consented to the said appointment

and have confirmed that their 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.

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 recommends the Ordinary Resolution at item no. 4 for your approval.

Item No. 5 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 the 57th 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 Members and the Public within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014.

The Board of Directors at its meeting held on May 25, 2017, has resolved to recommend 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 and the Company may provide deposit insurance cover, if available, as required under the said Act read with the said Rules. It is proposed to authorise the Board to negotiate and 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 at the same rate as applicable to the Members and Public.

The Board recommends the Ordinary Resolution at item no. 5 for your approval.

Item No. 6 of the Notice: Place of keeping Registers and Annual Returns

In compliance with the requirements of Section 163 of the Companies Act, 1956, Members of the Company at the 43rd Annual General Meeting held on July 31, 2003, had approved for maintaining the Register & Index of Members, the Register and Index of Debenture holders and copies of all Annual Returns together with the Certificates and documents required to be annexed thereto at the office of the Registrar & Share Transfer Agent of the Company, M/s Link Intime India Pvt Ltd ('RTA'), earlier known as Intime Spectrum Registry Ltd. located at C-13, Pannalal Silk Mills Compound, L.B.Shastri Marg, Bhandup

West, Mumbai 400 078, instead of the Registered Office of the Company. Since the RTA has shifted its Registered Office to a new location at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, approval of the Members is sought for maintaining the Register of Members, the Index of Members, the Register and Index of Debenture holders and copies of all Annual Returns prepared under Section 92 of the Companies Act, 2013, together with the copies of the certificates and documents required to be annexed thereto at the said new location. Section 94 of the Companies Act, 2013, permits the Company to maintain its Registers and Annual Returns at any place other than its Registered Office subject to the Members' approval by way of a Special Resolution. A copy of the proposed resolution will be forwarded in advance to the Registrar of Companies, Maharashtra, Mumbai, as required under Section 94 (1) of the Companies Act, 2013.

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 recommends the Special Resolution at item no. 6 for your approval.

By Order of the Board



Mumbai
July 1, 2017

Hutoxi Bhesania
Company Secretary