



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 60TH AGM OF THE COMPANY

NOTICE is hereby given that the 60th Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 5th day of August, 2020, 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, 2020, and the Directors' and Auditors' Reports thereon.

2. 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.

Special Business

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

"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and Article 130A of the Articles of Association of the Company, the Company be and is hereby authorised to pay commission not exceeding one percent of the net profits of the Company as computed in the manner prescribed in Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, to Non-Wholtime Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all aspects as may be decided by the Board of Directors ("the Board") whether such amounts or proportions be the same or different for all or any of such Directors."

"RESOLVED FURTHER that the aforesaid commission shall be exclusive of the fees payable to such Directors for professional services rendered and for each meeting of the Board or of a Committee or Sub-Committee of the Board attended by such Directors."

"RESOLVED FURTHER that this resolution shall be effective for a period of five years commencing from April 1, 2020."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as may be necessary, to give effect to this resolution."

4. 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

Mumbai
July 3, 2020


Hutoxi Bhesania
Company Secretary

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 20/2020 dated May 5, 2020, read with Circular No.14/2020 dated April 8, 2020, and Circular No. 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (MCA) and Circular dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI), hereinafter collectively referred to as "Circulars", Companies are allowed to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020 and hence physical attendance of the Members at the AGM venue is not required. The 60th AGM of the Company shall be conducted through VC or OAVM in accordance with the aforesaid Circulars.

2. 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 and the proxy need not be a member of the Company. Since this AGM is 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 this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat 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 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 restriction on account of first come first served basis.

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

4.1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. 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. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL. For any assistance with using the technology before or during the Meeting you may contact NSDL at the following no. 91 22 24994360 or Mr. Amit Vishal or Mr. Sagar S. Gudhate or Ms. Pallavi Mhatre of NSDL at the following nos.: 91 9920264780; 91 7506682282; 91 7506682281.

4.2. Members are encouraged to join the Meeting through Laptops for better experience.

4.3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4.4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The attendance of 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. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company or their Depository Participants. In addition, physical copies of the said Notice and the Annual Report are being sent by courier to all our Members at their registered mail address.

7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.hawkinscookers.com/download/NoticeOfAGM2020.pdf>. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.

8. Members holding shares in physical mode and who have not registered their email addresses with the Company are requested to register their email addresses with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., at https://linkintime.co.in/emailreg/email_register.html. Members holding shares in dematerialized mode are requested to register/update their email addresses with their Depository Participants.

9. As mandated by the Securities and Exchange Board of India (SEBI) effective April 1, 2019, requests for effecting transfer of shares (except in case of transmission or transposition of shares) shall not be processed unless the shares are held in a dematerialized form with a depository. Members are advised to dematerialize shares held by them in physical mode.

10. The Register of Members and Transfer Books will remain closed from July 30, 2020, to August 5, 2020, both days inclusive.

11. 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.

12. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Director seeking re-appointment at the 60th Annual General Meeting in respect of Item No. 2. of the Notice and Explanatory Statement of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 3. and 4. of the Notice are given as follows:

Item No. 2. of the Notice: Re-appointment of Mrs. Susan M. Vasudeva, a Director retiring by rotation.

Mrs. Susan M. Vasudeva, 71, 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.

Mrs. Susan M. Vasudeva had attended three out of the five Board Meetings held in the year 2019-20.

During the year 2019-20, Mrs. Susan M. Vasudeva was paid sitting fees of Rs.1.50 lakhs and commission of Rs.11.13 lakhs pertaining to the year 2018-19. For the year 2019-20, commission proposed to be paid to Mrs. Susan M. Vasudeva is Rs.11.95 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.

Mr. Brahm Vasudeva and Mrs. Susan M. 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. 2. for your approval.

Item No. 3. of the Notice: Commission to Non-Wholetime Directors.

It is in your Company's interest to have the ability to retain and attract suitably qualified Non-Wholetime Directors. A special resolution was passed by the Members at the 55th Annual General Meeting held on August 6, 2015, authorising the Board of Directors to pay commission to Non-Wholetime Directors. This resolution was in effect from April 1, 2015, to March 31, 2020. A similar resolution is now proposed for a further period of five years commencing April 1, 2020, and up to March 31, 2025, to authorise the Board of Directors to pay commission to Non-Wholetime Directors, within the limits prescribed in the resolution and the Companies Act, 2013.

Mr. Brahm Vasudeva, Mr. J. M. Mukhi, Mr. Shishir K. Diwanji, Mr. Gerson da Cunha, General V. N. Sharma (Retd.), Mr. E. A. Kshirsagar, Mrs. Susan M. Vasudeva, Mr. Ravi Kant and Prof. Leena Chatterjee 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 this resolution.

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

Item No. 4. 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 60th 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.20) held on May 21, 2020, 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. 4. for your approval.

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

13.1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, and May 5, 2020, 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.

13.2. The instructions for remote e-voting are as under:

The remote e-voting period shall commence at 9:00 am on Saturday, August 1, 2020, and will end at 5:00 pm on Tuesday, August 4, 2020. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 4, 2020.

Step 1: Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com/>

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

A. Details in respect of Step 1 to log-in to the NSDL e-voting system are given below:

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 'Shareholders' section.
3. A new screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:
 - a) For Members who hold shares in a demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID.
 - b) For Members who hold shares in a demat account with CDSL: 16 Digit Beneficiary ID.
 - c) For Members holding shares in Physical Form: 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 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 shares held in physical form. 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 shares are held in the physical mode 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 shares are held in the demat mode, please update your email address with your Depository Participant.

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.nsdl.com.

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

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.

Note: Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e., Cast your vote electronically.

B. Details in respect of Step 2 to cast your vote electronically on the NSDL e-voting system are given below:

1. Click on e-voting. Then, click on "Active Voting Cycles".

2. Select the "EVEN" of Hawkins Cookers Limited.

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.

C. General Guidelines for shareholders

1. 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 email to scrutinizer@hawkinscookers.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and 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 number: 1800-222-990 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.

13.3. 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 will be present in the AGM through the VC/OAVM facility and have not casted 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.

13.4. 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 29, 2020. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

13.5. 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 29, 2020, 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?" or "Physical User Reset Password?" options available on www.evoting.nsdl.com.

14. 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.

15. The results shall be declared not later than forty-eight hours from the conclusion of the AGM. 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 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.

16. 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>.

17. Dividends for the financial years ended March 31, 2013, 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, 2013, 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, 2020, to duly claim their said dividend(s). 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 7 (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.

By Order of the Board



Mumbai
July 3, 2020

Hutoxi Bhesania
Company Secretary