



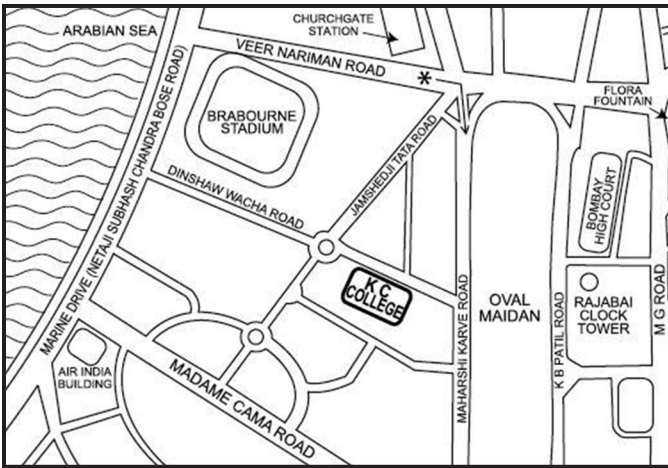
Hawkins Cookers Limited

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 64TH ANNUAL GENERAL MEETING OF THE COMPANY



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

NOTICE is hereby given that the 64th Annual General Meeting (AGM) of the shareholders of the Company will be held on Monday, the 5th day of August, 2024, at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, at 4:00 pm to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.120 per equity share for the financial year ended March 31, 2024.
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.

Special Business

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Leena Chatterjee (DIN:08379794), who was appointed as an Independent Director of the Company at the 59th Annual General Meeting of the Company and who holds office of an Independent Director up to August 5, 2024, and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from August 6, 2024, to August 5, 2029."

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 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 1, 2024

Brahmananda Pani
Company Secretary

NOTES

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself by due authorisation through the Proxy Form appended to this Notice and such proxy need not be a member of the Company. Proxies, in order to be valid, must be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

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

(a) bring the attendance slip (separately enclosed herewith in this envelope) duly completed to the AGM and sign the same at the meeting venue in order to obtain entry.

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

3. Members holding physical shares must mandatorily update their KYC – PAN, Bank details and Contact details – as required by SEBI with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, Tel. No. 8108116767, Email: hawkins.coenq@linkintime.co.in or can visit the website www.linkintime.co.in, choose "Investor Services" section and then select "Service Request" option to lodge the query or with the Company at cosec@hawkinscookers.com, quoting their folio number. Members holding shares in the dematerialised form must mandatorily update their KYC – PAN, Bank details and Contact details – with their respective Depository Participants. All the Members are advised to register their Nominee(s) using the 'Choice of Nomination' for faster and simpler transmission of the shares according to the Members' wishes.

4. Members are also requested to ensure that their National Electronic Clearing Service mandate is registered with the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., in respect of shares held in the physical form, and those with demat accounts must ensure the same with their Depository Participant in order to conveniently receive the dividend directly into their specified bank account. *Further, it is mandated that the shareholders holding shares in the physical mode, whose KYC details are not updated, shall be eligible for any dividend payment in respect of such folios, only through the electronic mode with effect from April 1, 2024, and only upon updating the KYC details in the folio.*

5. The Notice calling the AGM has been posted on the Company's website at <https://www.hawkinscookers.com/download/NoticeOfAGM2024.pdf>. The Annual Report has been posted on the Company's website at https://www.hawkinscookers.com/download/annualreport_2023-24.pdf. The Notice and Annual Report can also be accessed from the websites of BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.

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

7. The Register of Members and Transfer Books will remain closed from July 30, 2024, to August 5, 2024, both days inclusive.

8. The dividend, if approved at the AGM, will be made payable to those Members whose names appear on the Company's Register of Members on August 5, 2024, 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 29, 2024, made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL).

9. Relevant documents referred to in the Notice calling the AGM and the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working days of the Company and will also be kept open at the venue of the 64th AGM till the conclusion of the said AGM. Members seeking to inspect such documents at the Registered Office of the Company may send an email to cosec@hawkinscookers.com.

10. As per Section 90 (1) of the Companies Act, 2013, read with Rules 2(h) and 3 of the Companies (Significant Beneficial Owners) Rules, 2018, any individual, who acting alone or together, or through one or more persons or trust, including a trust and persons resident outside India, holds beneficial interests, of not less than ten percent, in the shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in clause (27) of section 2, over the Company, are requested to make a declaration to the Company in form BEN-1, which is available on the MCA website.

11. 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 64th Annual General Meeting in respect of Item Nos. 3 and 4 of the Notice, and Explanatory Statements for the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 and 5 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, age seventy-five years, was first appointed as an Additional Director of the Company with effect from August 1, 2014, and vide an Ordinary Resolution passed by the Members of the Company at the 54th Annual General Meeting of the Company held on September 19, 2014, she was duly appointed as a Non-Executive Director of the Company, liable to retire by rotation.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members was accorded at the 62nd AGM of the Company held on August 9, 2023, by a Special Resolution for the continuance of the Directorship of Mrs. Susan M. Vasudeva with effect from August 25, 2023, upon attainment of the age of seventy five years.

Mrs. Susan M. Vasudeva graduated from the University of Washington in 1970 with a degree of Bachelor of Arts for which she studied, *inter alia*, Anthropology, Economics and History. She worked as a Flight Attendant in Pan American World Airways from 1970 to 1982. She has contributed significantly for many years in the development of Cookbooks and Instruction Manuals and to the testing and development of products in the Hawkins Test Kitchen. She was appointed as an Advisor to the Test Kitchen of the Company by the Board of Directors at its Meeting held on February 3, 2021, for three years with effect from February 15, 2021. She was re-appointed as an Advisor to the Test Kitchen of the Company by the Board of Directors at its Meeting held on February 6, 2024, for

a further total period of three years with effect from February 15, 2024, subject to the contract being renewable by mutual consent after the first year for a further two periods of one year at a time.

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

Mrs. Susan M. Vasudeva had attended all the five Board Meetings held in the year 2023-2024.

During the year 2023-24, Mrs. Susan M. Vasudeva was paid a commission of Rs.23.77 lakhs for the year 2022-23. During the year 2023-24, Rs.10.74 lakhs was incurred as benefits provided to Mrs. Vasudeva for her advisory services and she was also paid sitting fees of Rs.7.00 lakhs. For the year 2023-24, commission proposed to be paid to Mrs. Vasudeva is Rs.23.68 lakhs.

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

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

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

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

Item No. 4 of the Notice: Re-appointment of Prof. Leena Chatterjee as an Independent Director.

Prof. Leena Chatterjee was first appointed as an Additional Director of the Company with effect from April 1, 2019, to hold office up to the 59th AGM which was held on August 6, 2019. She was appointed as an Independent Director under Section 149 of the

Companies Act, 2013, with effect from August 6, 2019, for a first term of five consecutive years, vide an Ordinary Resolution passed by the Members of the Company at the 59th AGM of the Company.

Prof. Leena Chatterjee, age 68 years, is a PhD in Organisational Psychology from IIT, Kanpur, and an MA in Psychology from Delhi University. She has taught at IIM, Calcutta, for more than 35 years. Prof. Chatterjee is now teaching Organisational Behaviour at the BITS School of Management in Kalyan, Maharashtra, including subjects like Organisational Communication, Interpersonal Dynamics and Group Development. She has received the Best Teacher Award a number of times in her teaching career. She has been a consultant for organisations like SBI Life and Government of India – Department of Health. She has a number of research publications on various aspects of organisational culture and performance.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting (Serial No.37) held on May 29, 2024, decided to recommend a special resolution to the shareholders at the 64th AGM of the Company to re-appoint Prof. Leena Chatterjee as an Independent Director for a second term of five consecutive years from August 6, 2024. The Company has received a Notice under Section 160 of the Companies Act, 2013, from a Member proposing the re-appointment of Prof. Leena Chatterjee as an Independent Director of the Company. The Company has received a declaration from Prof. Leena Chatterjee that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Prof. Leena Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as a Director of the Company. She is not debarred from holding the office of a Director pursuant to any order of any authority.

In the opinion of the Board, Prof. Leena Chatterjee fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the Rules framed thereunder and she is independent of the Management.

Based on the performance evaluation of Prof. Leena Chatterjee, her contributions made during her tenure and the recommendation of the Nomination and Remuneration Committee, the Board considers that the continuance of Prof. Leena Chatterjee as an Independent Director would be in the interest of the Company. The Board is pleased to state that her experience and insights into various aspects of human talent and governance, her contributions as a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee are of significant value to the Company and that she

possesses appropriate skills, expertise, experience and knowledge that are useful to the Company.

Prof. Chatterjee is not a Director of any other Company. She is not related to any Director or Key Managerial Personnel of the Company. She does not hold any shares of Hawkins Cookers Limited.

Prof. Chatterjee had attended four out of the five Board Meetings held in the year 2023-24. During the year 2023-24, Prof. Leena Chatterjee was paid a commission of Rs.23.77 lakhs for the year 2022-23. During the year 2023-24, Prof. Chatterjee was paid sitting fees of Rs.8.70 lakhs. For the year 2023-24, commission proposed to be paid to Prof. Chatterjee is Rs.23.68 lakhs.

Prof. Leena Chatterjee 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.

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

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

Item No. 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 this 64th 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.37) held on May 29, 2024, has resolved to recommend to the Shareholders the acceptance of Fixed Deposits from the Members and the Public pursuant to Sections 73 and 76 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014. The unsecured Fixed Deposit Scheme would be credit rated on an annual basis as required under the said Act read with the said Rules. It is proposed to authorise the Board to finalise the terms of the said Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

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

The Board of Directors recommends the Ordinary Resolution at Item No. 5. for your approval.

12. Procedure for remote e-voting

12.1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on the resolutions





proposed to be considered at the 64th AGM by remote e-voting and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL) as the authorized agency for facilitating voting through electronic means.

12.2. The remote e-voting period shall commence at 9:00 am on Friday, August 2, 2024, and will end at 5:00 pm on Sunday, August 4, 2024. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 4, 2024. The Members whose names appear in the Register of Members as on the cut-off date (record date) of July 29, 2024, may cast their vote electronically. The voting rights of the Members shall be in proportion to the number of equity shares held by them as on the said cut-off date.

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

Step 1: Access to the NSDL e-Voting system

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

Shareholding Type	Login Method
Demat securities held with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, the user will be able to see the e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and the user will be re-directed to the e-Voting website of NSDL for casting his/her vote during the remote e-Voting period. If the shareholder is not registered for IDeAS e-Services, the 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.</p> <p>2. Visit the e-Voting website of NSDL. Open the web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter his/her User ID (i.e., the sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to the NSDL Depository site wherein the user can see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and the user will be redirected to the e-Voting website of NSDL for casting his/her vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download the NSDL Mobile App facility "NSDL Speede" by scanning the QR code shown below for a seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;">   </div>

Shareholding Type	Login Method
Demat securities held with CDSL	<p>1. Users who have opted for the CDSL Easi/Easiest facility, can login through their existing user id and password. Option has been made available to reach the e-Voting page without any further authentication. To login into Easi/Easiest the users are requested to visit the CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab and then use their existing Myeasi username & password.</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting the user's vote during the remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cdslindia.com. Click on Login & New System Myeasi Tab and then click on the registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email of the shareholder as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

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

- a) If the shareholder is already registered for e-Voting, then they can use their existing password to login and cast their vote.
- b) If the user is using the NSDL e-Voting system for the first time, the user will need to retrieve the 'initial password' which was communicated to the user. Once the user retrieves the 'initial password', the user needs to enter the 'initial password' and the system will force a change of the password.

c) How to retrieve your 'initial password'?

(i) If the shareholder's email ID is registered in their demat account or with the company, their 'initial password' is communicated on the email ID. Trace the email sent from NSDL in the mailbox. Open the email and open the attachment which is a .pdf file. The password to open the .pdf file is the 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or the folio number for shares held in the physical form. The .pdf file contains the 'User ID' and the 'initial password'.

(ii) If the email ID is not registered, please follow the steps mentioned in 12.4 **"Process for those shareholders whose email ids are not registered"**.

6. If the shareholder is unable to retrieve or has not received the "Initial password" or has forgotten the password:

a) Click on **"Forgot User Details/Password?"** (If holding shares in a demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

c) If the shareholder is still unable to get the password by the aforesaid two options, please send a request to evoting@nsdl.com mentioning the demat account number/folio number, PAN, name and the registered address.

d) Members can alternatively use the convenient OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, click on "Login" button.

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

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

1. After successful login at Step 1, the Member will be able to see all the companies' "EVEN" in which the Member holds shares and whose voting cycle is in the active status.

2. Select "EVEN" of Hawkins Cookers Limited to cast the vote during the remote e-Voting period.

3. Now the Member is ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

12.3. 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/Power of Attorney/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.com or upload the same by clicking on "Upload Board Resolution/Authority Letter" displayed under the "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?" (if shares are held in demat form) or "Physical User Reset Password?" (if shares are held in physical form) 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 the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request by email to Mr. Amit Vishal or Mr. Sagar S. Gudhate or Ms. Pallavi Mhatre from NSDL at evoting@nsdl.com.

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

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

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

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

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

13. Paper Poll at the AGM - The facility for voting through polling paper shall also be made available at the AGM.

Members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through polling paper.

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

15. 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.

16. The results of the voting shall be declared within the time stipulated under the applicable laws. The results along with the Scrutinizer's Report shall be placed on the Company's website www.hawkinscookers.com and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared and will simultaneously be forwarded to BSE Ltd., where the shares of the Company are listed, and shall also be displayed at the Registered Office of the Company.

17. Dividends for the financial years ended March 31, 2017, and thereafter which remain unclaimed for a period of seven consecutive 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, 2017, 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 24, 2024, to duly claim their said dividend(s). Pursuant to Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all Shares on which dividends remain unclaimed for 7 (seven) consecutive years or more are liable to be transferred to the IEPF, which can thereafter be claimed from the Fund by the Members after following the process prescribed in the said Rules. Please see details of shares liable to be transferred to the IEPF Authority in the year 2024 at the weblink - <https://www.hawkinscookers.com/iepf/04062024.html> if none of the dividends for the seven consecutive years from 2017 to 2023 are claimed by the shareholders well in time of the cut-off date, that is, August 24, 2024. Please contact the Company at cosec@hawkinscookers.com for any assistance you wish to seek on the above.

By Order of the Board



Mumbai
July 1, 2024

Brahmananda Pani
Company Secretary



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 ☐ E-mail: ho@hawkinscookers.com

ATTENDANCE SLIP FOR THE 64TH ANNUAL GENERAL MEETING (AGM)

TO AVOID INCONVENIENCE AT THE TIME OF THE AGM, JOINT SHAREHOLDERS DESIRING TO ATTEND THE AGM MAY PHOTOCOPY THEIR ATTENDANCE SLIP AND DULY SIGN EACH OF THEM AT THE ENTRANCE OF THE MEETING HALL.

NAME & ADDRESS OF THE SHAREHOLDER

Folio No./Client ID and DP ID

OR, IN CASE OF JOINT SHAREHOLDERS

NAME & ADDRESS OF THE FIRST NAMED SHAREHOLDER

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 64th Annual General Meeting of the Company at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, on Monday, August 5, 2024, at 4:00 pm.

(Signature of the Member/Proxy)

Notes: **1.** Please sign this attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL. **2.** No duplicate attendance slip will be issued at the Meeting Hall. **3.** Cross out the option(s) not applicable to you.

REMOTE E-VOTING PARTICULARS

Members who wish to opt for remote e-voting may use the following login credentials.

EVEN (E Voting Event No.)	USER ID	PASSWORD

Notes: **1.** Members who are already registered with NSDL for remote e-voting can use their existing User ID and Password for casting their vote. **2.** Please follow the steps for remote e-voting procedure as given in the Notice of the 64th AGM. **3.** Proxy Form is appended to the Notice of the 64th AGM.



Hawkins Cookers Limited

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PROXY FORM FOR THE 64th AGM

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

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

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

Registered address: DP Id:

.....

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

1. Name: E-mail Id:

Address: Signature:

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

2. Name: E-mail Id:

Address: Signature:

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

3. Name: E-mail Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 64th Annual General Meeting of the Company, to be held on Monday, the 5th day of August, 2024, at 4:00 pm at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, and the Directors' and the Auditors' Reports thereon.
2. To declare a Dividend of Rs.120 per equity share for the financial year ended March 31, 2024.
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 Prof. Leena Chatterjee (DIN:08379794), as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from August 6, 2024, to August 5, 2029.
5. Acceptance of Fixed Deposits from the Members and the Public.

Affix
Revenue
Stamp

Signed this.....day of.....2024

Signature of the shareholder(s)

Signature of the Proxy holder(s)

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