



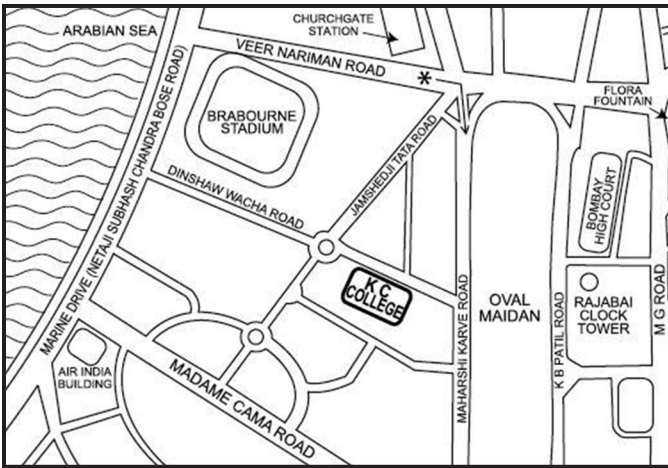
## Hawkins Cookers Limited

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 65TH 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 65th Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, the 6th day of August, 2025, 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, 2025, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.130 per equity share of Rs.10 each for the financial year ended March 31, 2025.

3. To appoint a Director in place of Mr. Sudeep Yadav (DIN:02909892), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.

#### Special Business

4. To consider and, if thought fit, to pass the following resolution as 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, 2025, to September 30, 2028, as per the terms and conditions of the Agreement between the Company and Mr. Subhadip Dutta Choudhury."

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. 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, 2025, to September 30, 2028, as per the terms and conditions of the Agreement between the Company and Mr. Sudeep Yadav."

6. 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 authorized to pay commission each year not exceeding one percent of the net profits of the Company for the year 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, 2025, pertaining to eligible payments up to the financial year ending on March 31, 2030."

"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."

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

"RESOLVED that pursuant to the provisions of Sections 204 and 179(3) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for the time being in force), and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Jayshree Dagli & Associates, Company Secretaries (ICSI Unique Code: S1995MH013400), be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years, i.e., from the financial year 2025-26 to the financial year 2029-30, on such remuneration for each year as may be mutually agreed between the Management and the Secretarial Auditors."

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



Mumbai  
July 4, 2025

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, MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, Tel. No. 8108116767, Email: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or they can visit the website <https://in.mpms.mufg.com>, choose "Investor Services" section and then select "Service Request" option to lodge the query or they can do so with the Company at [cosec@hawkinscookers.com](mailto: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, MUFG 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/NoticeOfAGM2025.pdf>. The Annual Report has been posted on the Company's website at [https://www.hawkinscookers.com/download/annualreport\\_2024-25.pdf](https://www.hawkinscookers.com/download/annualreport_2024-25.pdf). The Notice and Annual Report can also be accessed from the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSDL at [www.evoting.nsdl.com](http://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 the Unclaimed Suspense Account of the Company 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 31, 2025, to August 6, 2025, 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 6, 2025, 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 30, 2025, 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 65th 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 in advance to [cosec@hawkinscookers.com](mailto: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 has the right to exercise, or actually exercises significant influence or control as defined in clause (27) of section 2, over the Company, is 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 65th Annual General Meeting in respect of Item Nos.3, 4 and 5 of the Notice, Regulation 36(5) for the appointment of the Secretarial Auditors in respect of Item No. 7 of the Notice, and Explanatory Statements for the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 6, 7 and 8 of the Notice, follow herein below:**

**Item No. 4 of the Notice: Re-appointment of Mr. Subhadip Dutta Choudhury, not liable to retire by rotation, as the Chairman of the Board of Directors and Managing Director designated as the Chief Executive Officer of the Company.**

Mr. Subhadip Dutta Choudhury, 57 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 Wholtime 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 the then Chairman, Mr. Brahm Vasudeva, on July 10, 2020, 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 was re-appointed 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.

Mr. Dutta Choudhury had attended all the four Board Meetings held in the year 2024-25. The total remuneration of Mr. Dutta Choudhury for the year 2024-25 was Rs.711.37 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the required pre-approval of the Audit Committee, the Board of Directors at its Meeting (Serial No.41) held on May 28, 2025, decided that it is in the interest of your Company to re-appoint Mr. Dutta Choudhury as a Wholtime Director, not liable to retire by rotation, as the Chairman of the Board of Directors and the Managing Director designated as the Chief Executive Officer of the Company for a period of three years from October 1, 2025, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Dutta Choudhury are summarised as follows: Salary: Rs.8,00,000 per month. 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 may 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 may 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 Mobile connection(s) 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, the total yearly salary and perquisites to be limited to Rs.120 lakhs plus 0.01% of the effective capital of the Company in excess of Rs.250 crores excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. The remuneration payable to Mr. Dutta Choudhury shall be subject to all applicable regulatory requirements including but not limited to shareholders' approval that may become necessary during the period of the contract. Mr. Dutta Choudhury is required to maintain the 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 July 4, 2025, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept available at the venue of the 65th AGM till the conclusion of the said AGM.

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. 4, for your approval.

**Item No. 3 and 5 of the Notice: Re-appointment of Mr. Sudeep Yadav, liable to retire by rotation, as the Vice-Chairman of the Board of Directors and Chief Financial Officer of the Company.**

Mr. Sudeep Yadav, 57 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 as the 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 the 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 was re-appointed for a period of three years from October 1, 2022, to September 30, 2025.

Mr. Yadav had attended all the four Board Meetings held in the year 2024-25. The total remuneration of Mr. Yadav for the year 2024-25 was Rs.524.98 lakhs.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the required pre-approval of the Audit Committee, the Board of Directors at its Meeting (Serial No.41) held on May 28, 2025, decided that it is in the interest of your Company to re-appoint Mr. Yadav as a Wholetime Director, liable to retire by rotation, as the Vice-Chairman of the Board of Directors and Chief Financial Officer of the Company, for a period of three years from October 1, 2025, on revised terms, subject to your approval.

The main terms and conditions of the re-appointment of Mr. Sudeep Yadav are summarised as follows: Salary: Rs.7,00,000 per month. 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 may 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 may 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 Mobile connection(s) 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, the total yearly salary and perquisites to be limited to Rs.120 lakhs plus 0.01% of the effective capital of the Company in excess of Rs.250 crores excluding terminal benefits to the extent permitted under Schedule V of the Companies Act, 2013. The remuneration payable to Mr. Yadav shall be subject to all applicable regulatory requirements including but not limited to shareholders' approval that may become necessary during the period of

the contract. Mr. Yadav is required to maintain the 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 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 July 4, 2025, is available for inspection by the Members at the Registered Office of the Company between 10.00 am and 1.00 pm on all working days of the Company and will also be kept available at the venue of the 65th AGM till the conclusion of the said AGM.

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

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

**Item No. 6 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 60th Annual General Meeting held on August 5, 2020, authorising the Board of Directors to pay commission to Non-Wholetime Directors. This resolution was in effect from April 1, 2020, to March 31, 2025. A similar resolution is now proposed for a further period of five years commencing April 1, 2025, and up to March 31, 2030, 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.

Mrs. Susan M. Vasudeva, Mr. Ravi Kant, Prof. Leena Chatterjee, Mr. Murli Aildas Teckchandani, Mr. Shyamak Ramyar Tata and Mr. Sanjay Khatau Asher are 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. 6. for your approval.

**Item No. 7 of the Notice: Appointment of M/s. Jayshree Dagli & Associates as the Secretarial Auditors of the Company for a term of five consecutive years from April 1, 2025, to March 31, 2030.**

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, on the recommendation of the Audit Committee, the Board at its Meeting held on May 28, 2025, decided to recommend to the shareholders the appointment of M/s. Jayshree Dagli & Associates as the Secretarial Auditors of the Company for a term of five consecutive years from April 1, 2025, to March 31, 2030, at such remuneration as may be mutually agreed between the Management and the Firm for each of the five years.

Mrs. Jayshree S. Joshi, the proprietress of the peer reviewed firm M/s. Jayshree Dagli & Associates, started the Practice of the Company Secretaries in

February 1984. The firm provides professional services in the field of Companies Act, 2013, SEBI Regulations, Stock Exchange and RBI compliances, such as acting as a scrutinizer, issuance of Due Diligence Reports, Secretarial Audit under Section 104 of the Companies Act, 2013, and Petitions under the Companies Act, 2013.

While recommending M/s. Jayshree Dagli & Associates for the appointment, the Board and the Audit Committee have, following due process, evaluated the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, and its technical expertise.

M/s. Jayshree Dagli & Associates have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The Firm has confirmed that it is not disqualified from being appointed as Secretarial Auditors and that it has no conflict of interest. M/s. Jayshree Dagli & Associates have provided their consent to act as the Secretarial Auditors of the Company.

The proposed remuneration for secretarial audit to be paid to M/s. Jayshree Dagli & Associates for the financial year 2025-26, subject to their appointment is Rs.2.25 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 this resolution.

The Board of Directors recommends the Ordinary 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, whereunder it accepts unsecured deposits from the Members of the Company and the Public. The said Scheme is valid up to the date of this 65th Annual General Meeting.

Along with complying with the conditions stated in Sections 73 and 76 of the Companies Act, 2013, the 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.41) held on May 28, 2025, 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. 8. 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 65th 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 Sunday, August 3, 2025, and will end at 5:00 pm on Tuesday, August 5, 2025. The remote e-voting module shall be disabled by NSDL at 5:00 pm on August 5, 2025. The Members whose names appear in the Register of Members as on the cut-off date (record date) of July 30, 2025, 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. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate the OTP. Enter the OTP received on the registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and the user will be able to see the e-Voting page. Click on the company name or <b>e-Voting service provider, i.e., NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>



Shareholding Type	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open the web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 the <b>e-Voting service provider, i.e., NSDL</b> 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>4. Shareholders/Members can also download the NSDL Mobile App facility "<b>NSDL Speede</b>" by scanning the QR code shown below for a seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;">   </div>
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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab and then use their existing Myeasi username and 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on Login &amp; 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 the <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending an OTP on the registered Mobile and 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 the NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at the toll free no. 1800-21-09911.

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	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 the existing password can be used to login and cast the 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 the demat account or with the company, the '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](http://www.evoting.nsdl.com).

b) **"Physical User Reset Password?"** (If holding shares in the physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:scrutinizer@hawkinscookers.com) with a copy marked to [evoting@nsdl.com](mailto: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 the physical form) option available on [www.evoting.nsdl.com](http://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](http://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](mailto: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 rnt.helpdesk@in.mpmns.mufig.com.

2. In case shares are held in the 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 rnt.helpdesk@in.mpmns.mufig.com. If you are an Individual shareholder holding securities in the 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 the 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.** Ms. Alifya Sapatwala (Membership No. A24091), failing her, Mr. Atul Mehta (Membership No. F5782) from

M/s. Mehta and Mehta, Practicing Company Secretaries, 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](http://www.hawkinscookers.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 which remain unclaimed for a period of seven consecutive years are required to 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, 2018, are requested to contact the Company or the Company's Share Transfer Agent, MUFG Intime India Pvt. Ltd., with the relevant details on or before August 25, 2025, to duly claim their said dividend. 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, that is, for the year ended March 31, 2018, and thereafter, 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 the shares liable to be transferred to the IEPF Authority in the year 2025 at the weblink – <https://www.hawkinscookers.com/iepf/09062025.html> if none of the dividends for the seven consecutive years from 2018 to 2024 are claimed by the shareholders well in time of the cut-off date, that is, August 25, 2025. 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 4, 2025

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 65TH 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 65th Annual General Meeting of the Company at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, on Wednesday, August 6, 2025, 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 65th AGM. **3.** Proxy Form enclosed below this sheet.



## Hawkins Cookers Limited

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

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

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

### PROXY FORM FOR THE 65th 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 65th Annual General Meeting of the Company, to be held on Wednesday, the 6th day of August, 2025, 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, 2025, and the Directors' and the Auditors' Reports thereon.
2. To declare a Dividend of Rs.130 per equity share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Sudeep Yadav (DIN: 02909892) who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.
4. To re-appoint 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, 2025, to September 30, 2028.
5. To re-appoint Mr. Sudeep Yadav (DIN:02909892) as the Vice-Chairman of the Board of Directors and Chief Financial Officer of the Company for a period of three years from October 1, 2025, to September 30, 2028.
6. Commission to Non-Wholetime Directors.
7. To appoint M/s. Jayshree Dagli & Associates as the Secretarial Auditors of the Company for a period of five years from April 1, 2025, to March 31, 2030, at the remuneration for each of the five years mutually agreed between the Management and the Secretarial Auditors.
8. Acceptance of Fixed Deposits from the Members and the Public.

Affix  
Revenue  
Stamp

Signed this.....day of.....2025

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.