



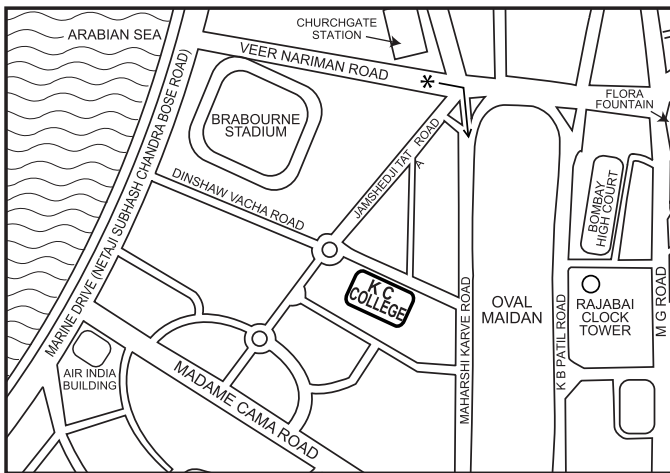
Hawkins Cookers Limited

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

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

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

NOTICE TO SHAREHOLDERS FOR THE 58TH AGM OF THE COMPANY



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

NOTICE is hereby given that the 58th Annual General Meeting of the shareholders of the Company will be held on Tuesday, the 7th day of August, 2018, 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, 2018, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.70 per equity share for the financial year ended March 31, 2018.
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 a SPECIAL RESOLUTION:

"RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship, not liable for retirement by rotation, with effect from April 1, 2019, of Mr. Brahm Vasudeva (DIN:00177451), age 82 years, who, at the 55th Annual General Meeting of the Company held on August 6, 2015, had been duly re-appointed as a Non-Executive Director of the Company with effect from April 26, 2016, not liable to retire by rotation, in accordance with the applicable provisions of the Companies Act, 2013."

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

"RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 18, 2019, of Mr. J. M. Mukhi (DIN:00049723), age 90 years, who, at the 54th Annual General Meeting of the Company held on September 19, 2014, had been duly appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013."

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

“RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 18, 2019, of Mr. Shishir K. Diwanji (DIN:00087529), age 78 years, who, at the 54th Annual General Meeting of the Company held on September 19, 2014, had been duly appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

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

“RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 18, 2019, of Mr. Gerson da Cunha (DIN:00060055), age 89 years, who, at the 54th Annual General Meeting of the Company held on September 19, 2014, had been duly appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

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

“RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the

end of the current term on September 18, 2019, of General V. N. Sharma (Retd.) (DIN:00177350), age 88 years, who, at the 54th Annual General Meeting of the Company held on September 19, 2014, had been duly appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

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

“RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 18, 2019, of Mr. E. A Kshirsagar (DIN:00121824), age 76 years, who, at the 54th Annual General Meeting of the Company held on September 19, 2014, had been duly appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

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

“RESOLVED that pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from June 1, 2019, up to the end of the current term on August 3, 2021, of Mr. Ravi Kant (DIN:00016184) upon attainment of the age of seventy five years on June 1, 2019, who, at the 56th Annual General Meeting of the Company held on August 4, 2016, had been duly appointed as an Independent Director of the Company with effect from August 4, 2016, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

11. 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



Hutoxi Bhesania
Company Secretary

Mumbai
July 3, 2018

NOTES

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

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

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

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

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

4. Members are also requested to:

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

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

5. The Register of Members and Transfer Books will remain closed from August 1, 2018, to August 7, 2018, both days inclusive.

6. The dividend, if approved at the meeting, will be made payable to those Members whose names appear on the Company's Register of Members on August 7, 2018, in respect of shares held in physical form. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as on July 31, 2018, as per the details furnished by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) for this purpose.

7. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to item No. 3 of the Notice in respect of a Director seeking re-appointment at the 58th Annual General Meeting, Regulation 17 of the said SEBI Regulations with respect to item Nos. 4 to 10 of the Notice in respect of justification for the continuance of Directorships of Non-Executive Directors and Explanatory Statements of the Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 11 of the Notice are given as follows:

Item No. 3 of the Notice: Re-appointment of Mr. Sudeep Yadav, a Director retiring by rotation.

Mr. Sudeep Yadav, 50 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 in 2013, he has worked with Citibank for 12 years and, before that, with ANZ Grindlays and 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 immediately previous job was Managing Director of Citi Transaction Services in India. At the same time, Mr. Yadav also served as a Director on the Board of National Payments Corporation of India which is a not-for-profit Company under Section 25 of the Companies Act, 1956, sponsored by the RBI. He was appointed as an Additional Director on July 17, 2013, and as Executive Director-Finance & Administration (Designate) of the Company on July 22, 2013. On the retirement of the previous Executive Director-Finance & Administration, Mr. Yadav was redesignated as Executive Director-Finance & Administration of the Company on November 12, 2013. Mr. Yadav holds 101 shares in the Company. He is not a Director of any other Company. The remuneration last drawn by Mr. Yadav and the number of Board Meetings attended by him during the year 2017-18 are given in the Corporate Governance Report. Mr. Sudeep Yadav happens to be a son-in-law of Mr. Brahm Vasudeva, Chairman of the Board of Directors of the Company.

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

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

Item Nos. 4 to 10 of the Notice: Continuance of the Directorships of Non-Executive Directors of the age of 75 years or more.

The Securities and Exchange Board of India (SEBI) has notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) on May 9, 2018, whereby under Regulation 17 of the SEBI LODR Regulations, a new Sub-Regulation (1A) has been inserted effective April 1, 2019, which mandates that no listed entity shall appoint a person or continue the directorship of the person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect and the explanatory statement annexed to the Notice for the said Resolution shall indicate the justification for appointing such a person.

Special Resolution No. 4: Justification re. Mr. Brahm Vasudeva

Mr. Brahm Vasudeva, age eighty-two, is the Promoter and Non-Executive Chairman of the Company. He was last re-appointed as a Non-Executive Director of the Company with effect from April 26, 2016, not liable to retire by rotation, vide an Ordinary Resolution passed by the Members of the Company at the 55th Annual General Meeting of the Company held on August 6, 2015.

In view of the aforesaid amendment to the SEBI LODR Regulations, it is proposed to seek approval of the Members vide a Special Resolution at this Annual General Meeting of the Company for the continuance of Mr. Brahm Vasudeva, as a Non-Executive Director of the Company, not liable to retire by rotation, effective April 1, 2019.

Mr. Brahm Vasudeva is an Honours graduate in History from Delhi University. He attended the Harvard Business School's Advanced Management Programme. He was the first Chairman of the Advertising Standards Council of India and also the first Chairman of the Media Research Users Council. Prior to joining the Company, he was in employment with Hindustan Lever Limited for ten years in Sales, Marketing and General Management.

Mr. Vasudeva joined the Company as the Vice-Chairman and Managing Director on June 1, 1968, and became the Wholetime Chairman and Managing Director in 1984. He retired as the Wholetime Chairman and Chief Executive Officer on April 25, 2006, and with effect from April 26, 2006, he became a Non-Executive Director and the Chairman of the Board of Directors of the Company and was also appointed as an Advisor to

the Company for a period of five years from that date. He was re-appointed as a Non-Executive Director and the Chairman of the Board for a period of five years with effect from April 26, 2011, and was further re-appointed as a Non-Executive Director and the Chairman with effect from April 26, 2016. He was also re-appointed as an Advisor to the Company for further periods of three years from April 26, 2011, and April 26, 2014, respectively, and was further re-appointed as an Advisor for a period of five years from April 26, 2017. Mr. Vasudeva is at present on the Board of a not-for-profit Company (under Section 25 of the Companies Act, 1956), namely, The Indian Society of Advertisers. He currently holds 18,28,632 shares of Hawkins Cookers Limited. The remuneration last drawn by Mr. Brahm Vasudeva and the number of Board Meetings attended by him during the year 2017-18 are given in the Corporate Governance Report.

The Directors are of the view that Mr. Brahm Vasudeva's continuance on the Board, as a Non-Executive Director, would be in the interest of the Company considering his expertise in the pressure cooker industry and in the field of management and his ability to contribute to the growth of the business of your Company.

Mrs. Susan M. Vasudeva, Non-Executive Director, is the wife of Mr. Brahm Vasudeva and Mr. Sudeep Yadav, Executive Director-Finance & Administration, is the son-in-law of Mr. Brahm Vasudeva. Mr. Brahm Vasudeva, Mrs. Susan M. Vasudeva and Mr. Sudeep Yadav, Directors, are interested in this resolution and their relatives may be deemed to be interested in the resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

Special Resolution No. 5: Justification re. Mr. J. M. Mukhi

Mr. J. M. Mukhi, age ninety years, is a Non-Executive Director of the Company since 1976. He was appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, 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.

Mr. Mukhi was educated at the Universities of Bombay and Cambridge and the London School of Economics. He is a Barrister educated at the Inns of Court School of Law in London and an Advocate in the Supreme Court of

India. He was once the Legal Adviser to the Ministry of External Affairs in charge of India's case against Portugal in the World Court at The Hague, Chairman of the Legal Committee of the International Commission in Vietnam and Senior Counsel to the Monopolies Commission in India. He was for many years Chairman of SAE India Ltd. Mr. Mukhi is now not a director of any other Company. He holds 5,345 shares of Hawkins Cookers Limited.

The Board is of the view that the continuance of Mr. Mukhi as an Independent director would be a great help to the Company because of his vast legal experience and wisdom.

Special Resolution No. 6: Justification re. Mr. Shishir K. Diwanji

Mr. Shishir K. Diwanji, age seventy-eight years, is a Non-Executive Director of the Company since 1991. He was appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, 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.

Mr. Diwanji is an Advocate, Solicitor, Notary and a Senior Partner of Messrs. Desai & Diwanji. He is a Director on the Boards of ABC Bearings Ltd., Kaira Can Company Ltd., Protos Engineering Co. Pvt. Ltd., Windmere Hospitality (India) Pvt. Ltd., and Gem Photographic India Pvt. Ltd. He is a Member of the Nomination and Remuneration Committee and Stakeholders' Relationship Committee of ABC Bearings Limited. He holds 5,100 shares of Hawkins Cookers Limited.

It is the Board's opinion that Mr. Diwanji's continuance as an Independent Director would be most helpful in view of his extensive knowledge of Indian Corporate law and practice.

Special Resolution No. 7: Justification re. Mr. Gerson da Cunha

Mr. Gerson da Cunha, age eighty-nine years, is a Non-Executive Director of the Company since 1992. He was appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, 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.

Mr. Gerson da Cunha graduated from St. Xavier's College, Mumbai. His professional career started with Press Trust of India and moved on to Lintas Limited of which he became the Chief Executive. He worked with the United Nations Children Fund (UNICEF) in Latin America and New York for nine years from 1980 and pioneered the use of advertising and marketing concepts with UNICEF on issues like Maternal and Child Health. He has served as Advisor, Communications, in the Ministries of the Government of India of Civil Aviation and Tourism, Information and Broadcasting and Health and Family Welfare at various times. Mr. Gerson da Cunha is a director of Medius India Services Private Limited. He does not hold membership of any Committees of the Board of Directors of other companies. He does not hold any shares of the Company.

It is the Board's view that Mr. da Cunha's experience and excellence in social communication will continue to be of great help to the Company.

Special Resolution No. 8: Justification re. General V. N. Sharma (Retd.)

General V. N. Sharma (Retd.), age eighty-eight years, is a Non-Executive Director of the Company since 1998. He was appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, 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.

General V. N. Sharma retired in 1990 from the Indian Army as Chief of Army Staff. He was awarded the Param-Vishisht Seva Medal (PVSM) in 1986. He served on the Local Advisory Board of ABN Amro Bank for seven years. General Sharma is not a director of any other Company. He does not hold any shares of Hawkins Cookers Limited.

It is the Board's view that General Sharma's vast experience of men, leadership and affairs is of great value to the Company.

Special Resolution No. 9: Justification re. Mr. E. A. Kshirsagar

Mr. Eknath Kshirsagar, age seventy-six years, was appointed as an Independent Director of the Company with effect from September 19, 2014, for a period of five years, 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.

Mr. Kshirsagar is a Fellow of the Institute of Chartered Accountants of England and Wales. He has had a distinguished career of over 37 years with A. F. Ferguson & Co., Mumbai, from which he retired in 2004 as the Senior Partner in charge of the Management Consultancy Division. He is a Director on the Board and a Member of the Audit Committee and the Nomination and Remuneration Committee of the following Companies: Batliboi Ltd., JM Financial Ltd., JM Financial Products Ltd. and Manappuram Finance Ltd. He is a Member of the Corporate Social Responsibility Committee of JM Financial Products Ltd. and the Risk Management Committee of Manappuram Finance Ltd.

The Board believes that Mr. Kshirsagar's experience and insights into Corporate accounts and management are of considerable value to the Company.

Special Resolution No. 10: Justification re. Mr. Ravi Kant

Mr. Ravi Kant, age seventy-four years, was appointed as an Independent Director of the Company with effect from August 4, 2016, for a period of five years, vide an Ordinary Resolution passed by the Members of the Company at the 56th Annual General Meeting of the Company held on August 4, 2016, and he will attain the age of seventy-five years on June 1, 2019.

Mr. Ravi Kant did B. Tech. Hons. at the Indian Institute of Technology at Kharagpur, and M.Sc. in Management from Aston University, Birmingham. He is an Industrial Professor at the University of Warwick, UK. He is the Chairman of Indian Institute of Management, Rohtak, and is on the advisory boards of business schools at IIT Bombay and Kharagpur, National University of Singapore and China Europe International Business School, Shanghai. He has nearly 50 years of corporate experience in extractive, consumer durable and automobile industries. He spent 15 years in Tata Motors where he became the CEO and Managing Director and later Vice Chairman of the Board. He has also worked in senior positions at LML Ltd., Titan Watches, Kinetic Engineering, Hawkins (from 1974 to 1985) and Hindustan Aluminium. Currently he is on the boards of Vedanta Ltd., Kone Ltd., Helsinki, and Antar India Pvt. Ltd. He is a member of the Audit Committee of Vedanta Limited and Kone Limited and is a Member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Vedanta Ltd.

The Board believes that the mix of Mr. Ravi Kant's experience in a wide variety of Companies and his exposure to the academic world is of significant value to the Company.

General Note re. Special Resolutions for Item Nos. 4 to 10 of the Notice

The above-mentioned Independent Directors, for their respective continuance of Directorships, are concerned or interested in the Resolutions as set out at Item Nos. 5 to 10 of the Notice and their respective relatives are deemed to be concerned or interested in the said 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 recommends the Special Resolutions set out at Item Nos. 4 to 10 of the Notice for your approval.

Item No. 11 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 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 held on May 30, 2018, has resolved to recommend to the Shareholders the acceptance of Fixed Deposits from the Members and the Public pursuant to Sections 73 and 76 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014. The Fixed Deposit Scheme would be credit rated on an annual basis and the Company may provide deposit insurance cover, if available, as required under the said Act read with the said Rules. It is proposed to authorise the Board to finalise the terms of the Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

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

The Board recommends the Ordinary Resolution at item no. 11 for your approval.

8. Voting through electronic means

8.1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to Members the facility to exercise their right to vote on resolutions proposed to be considered at the 58th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are as under:

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

(i) Open the PDF file 'Hawkins Cookers e-Voting.pdf' attached to the e-mail, using your Client ID (for Members holding shares in dematerialised form) or Folio Number (for Members holding shares in physical form) as password. The said PDF file contains your User ID and Password/PIN for remote e-voting. Please note that the Password provided in the PDF file is an 'Initial Password'.

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

(iii) Click on Shareholder – Login.

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

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

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

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

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

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

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

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

(xii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy [PDF/JPG format] of the relevant Board Resolution/

Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizer@hawkinscookers.com with a copy marked to evoting@nsdl.co.in.

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

B. In case of Members whose e-mail IDs are not registered with the Company/Depository Participants, User ID and Initial Password are mentioned at the bottom of the Attendance Slip separately provided with this Annual Report. Thereafter, please follow all the steps from Sr. No. (ii) to Sr. No. (xiii) above to cast vote.

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

8.3. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your User Details/Password you can use "Forgot User Details/Password?" or "Physical User Reset Password?" options available on www.evoting.nsdl.com.

8.4. The voting rights of the Members holding shares in physical form or in dematerialized form in respect of remote e-voting shall be in proportion to the number of equity shares held by them as on the cut-off date (record date) of July 31, 2018. Members are eligible to cast their vote electronically only if they are holding shares as on that date.

8.5. The remote e-voting period shall commence at 9:00 am on Saturday, August 4, 2018, and will end at 5:00 pm on Monday, August 6, 2018. The remote e-voting module shall be disabled by NSDL at 5:00 pm on the same day.

8.6. The facility for voting through poll paper shall also be made available at the AGM. Members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through poll paper.

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

8.8. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off-date, that is, July 31, 2018, may obtain the User ID and Password by sending a request to evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and

Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" options available on www.evoting.nsdl.com.

8.9. Mrs. Jayshree S. Joshi, Company Secretary in Practice (Membership No. F1451), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and also the polling at the AGM suitably.

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

8.11. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hawkinscookers.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

9. Dividends for the financial years ended March 31, 2011, and thereafter which remain unclaimed for a period of seven years will be transferred to the 'INVESTOR EDUCATION AND PROTECTION FUND' (IEPF) of the Central Government. Members who have not encashed their dividend warrant(s) for the financial year ended March 31, 2011, or thereafter are requested to contact the Company or the Company's Share Transfer Agent, Link Intime India Pvt. Ltd., with the relevant details on or before August 16, 2018, to duly claim their said dividend(s). Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all Shares on which dividend remains unclaimed for 7 (seven) consecutive years or more are liable to be transferred to the IEPF. Members are further advised that in terms of the applicable provisions of the Act and the IEPF Rules, Unclaimed Dividends and Shares transferred to the IEPF can be claimed from the Fund after following the process prescribed in the said Rules.

By Order of the Board



Mumbai
July 3, 2018

Hutoxi Bhesania
Company Secretary



Hawkins Cookers Limited

Regd. Off.: Maker Tower F101,
Cuffe Parade, Mumbai 400005.

CIN: L28997MH1959PLC011304

T: 022-22186607 F: 022-22181190

E-mail: ho@hawkinscookers.com

Website: www.hawkinscookers.com

Corrigendum to the Notice dated July 3, 2018, to the Shareholders for the 58th Annual General Meeting to be held on August 7, 2018

In the Explanatory Statement relating to Special Resolution No. 10 on Page 6 of the Notice, in the fourth line of the second paragraph the word 'is' should be read as 'was' and the corrected part of the sentence should be read as '*He was the Chairman of Indian Institute of Management, Rohtak*'. The said Notice may please be read along with this corrigendum.

For Hawkins Cookers Limited
Hutoxi Bhesania
Company Secretary

Mumbai

July 31, 2018



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 58th AGM

TO AVOID INCONVENIENCE AT THE TIME OF THE MEETING JOINT SHAREHOLDERS DESIRING TO ATTEND THE MEETING MAY PHOTOCOPY ADDITIONAL ATTENDANCE SLIPS AND DULY SIGN THEM AT THE ENTRANCE OF THE MEETING HALL.

NAME & ADDRESS OF THE SHAREHOLDER OR L.F.No.
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 58th Annual General Meeting of the Company at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai 400020 on Tuesday, August 7, 2018, at 4:00 pm.

(Signature of 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.

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 steps for remote e-voting procedure as given in the notice of Annual General Meeting by logging on to <https://www.evoting.nsdl.com>. **3.** Proxy Form enclosed below this sheet.



Hawkins Cookers Limited

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CIN: L28997MH1959PLC011304 ☐ Tel: 022-2218 6607, 2218 1605 ☐ Fax: 022-2218 1190
Website: www.hawkinscookers.com ☐ Email: ho@hawkinscookers.com

PROXY FORM FOR THE 58th 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 any - or cross this section out)

2. Name: E-mail Id:

Address: Signature:

or failing him (if any - or cross this 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 58th Annual General Meeting of the Company, to be held on Tuesday, the 7th day of August, 2018, 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, 2018, and the Directors' and Auditors' Reports thereon.
2. To declare a Dividend of Rs.70 per equity share for the financial year ended March 31, 2018.
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.
4. To continue the directorship of Mr. Brahm Vasudeva (DIN: 00177451), with effect from April 1, 2019.
5. To continue the directorship of Mr. J. M. Mukhi (DIN: 00049723), with effect from April 1, 2019.
6. To continue the directorship of Mr. Shishir K. Diwanji (DIN: 00087529), with effect from April 1, 2019.
7. To continue the directorship of Mr. Gerson da Cunha (DIN: 00060055), with effect from April 1, 2019.
8. To continue the directorship of General V. N. Sharma (Retd.) [DIN: 00177350], with effect from April 1, 2019.
9. To continue the directorship of Mr. E. A. Kshirsagar (DIN: 00121824), with effect from April 1, 2019.
10. To continue the directorship of Mr. Ravi Kant (DIN: 00016184), with effect from June 1, 2019.
11. Acceptance of Fixed Deposits from the Members and the Public.

Affix
Revenue
Stamp

Signed this.....day of.....2018

Signature of shareholder(s)

Signature of 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.