



April 24, 2024

**BSE Ltd.,**  
P J Towers,  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code: 524735**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra,  
Mumbai - 400 051.  
**Symbol: HIKAL**

Dear Sir/Madam,

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the circular no. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 issued by Securities and Exchange Board of India (SEBI) on July 13, 2023, a copy of the Notice of Postal Ballot dated March 27, 2024, dispatched to the shareholders on April 24, 2024, is enclosed for your reference and records.

The notice is sent out for seeking approval of shareholders, by way of Postal Ballot, by voting through electronic means only (‘e-Voting’), for Appointment of Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director of the Company and Appointment of Mr. Sarangan Suresh (DIN: 10562713) as a Whole Time Director of the Company, in accordance with the provisions of the SEBI Listing Regulations.

As per the applicable provisions of the Companies Act, 2023 and the Circulars issued by the Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appeared in the Register of Members/List of Beneficial Owners as maintained by the Company/ Depositories, respectively, as at close of business hours on Friday, April 12, 2024 (the ‘Cut-off date’) and whose e-mail addresses are registered with the Company / Depository Participants/ Depositories. The notice of Postal Ballot is also available on the company’s website at [www.hikal.com](http://www.hikal.com) and on the website of the NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company has availed the services of National Securities Depository Limited (NSDL) for providing e-Voting facility to the members to cast their vote on the resolutions proposed in the notice of postal ballot. The voting period begins at 9.00 a.m. IST on Thursday, April 25, 2024 and ends at 5.00 p.m. IST on Friday, May 24, 2024.

Kindly take the information on records

Yours sincerely,  
**for HIKAL LIMITED,**

**Rajasekhar Reddy**  
**Company Secretary & Compliance officer**

**Encl: As above**

**Hikal Ltd.**

**Admin. Office:** Great Eastern Chambers, 6<sup>th</sup> Floor, Sector 11, CBD Belapur, Navi Mumbai - 400 614, India. Tel. + 91–22–6277 0299, + 91–22–6866 0300

**Regd. Office:** 717, Maker Chambers - 5, Nariman Point, Mumbai - 400 021, India. Tel. +91-22 6277 0477. Fax: + 91-22 6277 0500

[www.hikal.com](http://www.hikal.com)    [info@hikal.com](mailto:info@hikal.com)    CIN: L24200MH1988PTC048028

**Notice of**  
**POSTAL BALLOT**

**HIKAL LIMITED**

Regd. Office: 717/718, 7<sup>th</sup> Floor, Maker Chamber V,  
Nariman Point, Mumbai - 400 021.  
Corporate Identification No.: L24200MH1988PTC048028;  
Tel No.: 022 6277 0477 / 6277 0500;  
Email: secretarial@hikal.com;  
Website: www.hikal.com.

## POSTAL BALLOT

### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholders,

Notice is hereby given pursuant to Sections, 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Rules"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, to the members of Hikal Limited, that the resolutions set out below are proposed for approval by the Members of Hikal Limited ("the Company") by means of Postal Ballot, only by e-Voting process ("e-Voting") being provided by the Company to all its Members to cast their votes electronically.

#### 1. Appointment of Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Schedule IV to the Companies Act, 2013, relevant applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, Ms. Ranjana S Salgaocar (DIN: 00120120), who was appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors with effect from 23 March 2024, and in respect of whom the Company has received a notice in writing, from one of the members, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years w.e.f. 23 March 2024.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution."

#### 2. Appointment of Mr. Sarangan Suresh (DIN: 10562713) as a Whole Time Director of the Company

To consider and, if thought fit, to pass, the following resolution as **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections, 149, 152, 160 and other applicable provisions of the Companies

Act, 2013 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sarangan Suresh (DIN: 10562713), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2024, and in respect of whom the Company has received a notice in writing, from one of the members, proposing his candidature for the office of Director, be and is hereby appointed as a Director with effect from April 1, 2024, liable to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sarangan Suresh be and is hereby appointed as a Whole Time Director of the Company for a period of five years commencing from April 1, 2024 to March 31, 2029, subject to retirement by rotation, on the following terms and conditions :

#### A) SALARY:

Basic Salary of Rs. 1,66,667/- (Rupees One Lakh, Sixty-Six Thousand, Six Hundred and Sixty Seven only) per month.

#### B) PERQUISITES & ALLOWANCES:

In addition to the basic salary Mr. Suresh will also be entitled to House Rent Allowance of Rs. 83,333/- (Rupees Eighty-Three Thousand, Three Hundred and Thirty Three only) per month, Customised Pool Allowance of Rs. 1,65,267/- (Rupees One Lakh, Sixty-Five Thousand, Two Hundred and Sixty Seven only) per month and an annual bonus of Rs. 16,800 (Rupees Sixteen Thousand, Eight Hundred Only).

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and contribution to provident fund and encashment of leave at the end of the tenure, shall be as per the rules of the Company.

Any other benefits, schemes, awards as may be paid or may become applicable to other senior executives of the Company and as may be decided by the Board from time to time.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to pay, in case of losses or inadequacy of profits, to Mr. S. Suresh, Whole Time Director, a minimum remuneration as mentioned in the foregoing paragraphs plus the perquisites and allowances per month, as mentioned in foregoing resolutions, subject to the limits prescribed under the Schedule V of the Companies Act,

# Postal Ballot Notice

2013, as amended from time to time.

RESOLVED FURTHER THAT all the Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and take the necessary steps to give effect to the foregoing resolution, including filing of necessary forms and intimations with Ministry of Corporate Affairs, Stock Exchanges or any other authorities/agencies.”

By Order of the Board of Directors  
**for HIKAL LIMITED**

**Registered Office:**

717/ 718, Maker Chamber V,  
Nariman Point, Mumbai – 400 021

Sd/-

**Rajasekhar Reddy**  
**Company Secretary**

Dated: March 27, 2024

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. In view of the situation arisen due to the COVID-19 global pandemic, the General Circular No.s 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and September 25, 2023 respectively (the 'MCA Circulars'), this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members /Register of Beneficial Owners as on April 12, 2024 ("**Cut-Off Date**") received from the Depositories, and whose e-mail address is registered with the Company / Registrar & Share Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. The Company has appointed Mr. Dhrumil Shah of Dhrumil M. Shah & Co LLP, Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
4. This notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on April 12, 2024. Only a member, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-Voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is providing the facility of e-Voting to the members to cast their votes electronically on the resolutions set forth in this Notice. For this purpose, the Company has availed the services of NSDL for facilitating e-Voting. The detailed instructions for e-Voting are provided in this Notice.
6. The e-Voting period commences at 09.00 A.M. (IST) on Thursday, April 25, 2024 and ends at 05.00 P.M. (IST) on Friday, May 24, 2024. During this period members holding shares either in physical or dematerialized form as on the cut-off date i.e. Friday, April 12, 2024 may cast their votes electronically. The e-Voting module shall be disabled by NSDL for voting thereafter.
7. The Scrutiniser shall unlock the votes and will submit his report to the Chairman of the Company or such other person as may be authorised by the Chairman. After completion of the scrutiny, the results of the e-Voting will be announced within 48 hours from the conclusion of e-Voting. The results of the e-Voting will be posted on the Company's website at [www.hikal.com](http://www.hikal.com) for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed and on the website of NSDL.
8. The Scrutinizer's decision on the results of the Postal Ballot shall be final.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, May 24, 2024.

## INSTRUCTIONS FOR E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

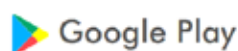
##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <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, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name i.e. Hikal Limited or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, 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></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing 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 e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number you hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name i.e. Hikal Limited or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



# Postal Ballot Notice

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name i.e. Hikal Limited or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300** and Client ID is 12***** then your user ID is IN300**12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles are active.
2. Select "EVEN" of Hikal Limited to cast your vote during the remote e-Voting period.
3. Now you are 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.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz. [secretarial@hikal.com](mailto:secretarial@hikal.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](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 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 to Mr. Anubhav Saxena, Deputy Manager, Trade World, A wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 or send an email to [evoting@nsdl.com](mailto:evoting@nsdl.com).

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## 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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ Registrar & Share Transfer Agent by sending an email at: secretarial@hikal.com or rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@hikal.com or rnt.helpdesk@linkintime.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

### Item No. 1

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Ms. Ranjana S Salgaocar (DIN: 00120120) as an Additional Director in the category of Independent Director of the Company for a term of 5 years commencing from March 23, 2024, subject to the approval of shareholders by way of a special resolution, pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Salgaocar fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations, for being appointed as an Independent Director and she is independent of the management. The Company has also received a Notice in writing from one of the members pursuant to Section 160 of Companies Act, 2013 proposing the candidature of Ms. Salgaocar as an Independent Director of the Company.

Ms. Ranjana S Salgaocar is Director and partner in various companies and LLPs within the VIMSON Group, a diversified conglomerate, with interests spanning mining, trading, financial services, mining consultancy, mining and metals accelerator, strategic investment portfolios, real estate, health, agricultural, sports, community welfare and pharmaceuticals.

Her extensive board experience includes serving as an Independent Director, for two terms on boards of two banks, South Indian Bank (2014 to 2021) and Syndicate Bank (2000 to 2006).

At South Indian Bank (SIB) she chaired two Committees of the Board – Shareholders Grievances Committee and CSR committee and was a member of two other Board Committees – Nominations & Remunerations Committee and Premises Committee. She is the President of Salgaocar Medical Research Centre (SMRC) and is actively involved in the operations of SMRC's V M Salgaocar Hospital, multi-specialty, not for profit, hospital in Goa.

Ms. Salgaocar was a member of the Planning Board of Govt. of Goa and a member of the Executive Council of Goa University.

In the past, she was the Chairperson of Indian Red cross, Goa, the President of Goa Women's Football Association and a member of the executive committee of 'Special Events Committee', of Ladies Wing of Indian Merchant Chamber, Bombay.

She holds Master of Management Studies from Jamnalal Bajaj Institute of Management, Bombay University and is a Gold Medallist in Bachelor of Social Work, Bombay University.

The Board is of the opinion that Ms. Ranjana S Salgaocar possesses the required skills, expertise and competencies required in the context of the Company's business and the appointment of Ms. Salgaocar as an Independent Director is in the interest of the Company. Ms. Salgaocar (DIN: 00120120) is proposed to be appointed as an Independent Director for a period of 5 (Five) years commencing from March 23, 2024 and accordingly the Board recommends the Special Resolution at item no. 1 for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Ranjana S Salgaocar, are concerned or interested, in this resolution.

### Item No. 2

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sarangan Suresh (DIN: 10562713) as an Additional Director in the category of Executive Director of the Company w.e.f. April 1, 2024, subject to the approval of shareholders within a period of 3 (three) months. The Company has also received a Notice in writing from one of the members pursuant to Section 160 of Companies Act, 2013 proposing the candidature of Mr. Suresh as a Director of the Company.

Mr. S. Suresh was the head of Manufacturing - Pharmaceuticals and Animal Health of the Company. Has more than 34 years of experience in operations. Handled Multiple sites at the same time. He had worked with companies like Rallis India Ltd, Sun Pharmaceuticals Ltd, Dr Reddy's Laboratories, Mylan Laboratories.

He is a Graduate in Chemical technology from ICT Mumbai (UDCT) and a Postgraduate in Chemical Engineering from Indian Institute of Science, Bangalore. He spearheaded several initiatives and received the CII award for water conservation within the Fence category in 2020-21, won the state award for safety in 2022-23, has won Chairman's excellence awards during the career at DRL.



He had started his career as Process Engineer with Rallis India Ltd, handled multiple sites as Deputy General Manager; Head of manufacturing at Sun Pharmaceuticals; Associate Director- Manufacturing at DRL; AVP at Wockhardt Ltd; Associate Vice President at Mylan Laboratories and joined Hikal as Vice President-Operations in July 2015.

At Hikal, Mr. Suresh had worked on several corporate initiatives, a Project Management Tool- DAKSH, Lean Six Sigma manufacturing for key products, worked on several Capacity Expansion projects, faced several regulatory audits during the career successfully, lead the Business Excellence initiative -Project Pinnacle, worked on Projects like Self-Managed Teams and Effective Manpower utilization projects. He was Chairperson of Execution Committee and Member of Business Leadership Committee at Hikal.

The Board recommends appointment of Mr. Suresh (DIN: 10562713) as a Whole Time Director of the Company for a period of 5 (Five) years commencing from April 1, 2024 and the Board also recommends passing of the resolution at Item No. 2 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sarangan Suresh, are concerned or interested, in this resolution.

## Details of Director as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Name of Director</b>	<b>Ms. Ranjana S Salgaocar</b>
<b>Director Identification No.</b>	00120120
<b>Date of Birth (age)</b>	29 July 1954 (69 Years)
<b>Date of first appointment</b>	23 March 2024
<b>Qualification</b>	Master of Management Studies from Jamnalal Bajaj Institute of Management, Bombay University and is a Gold Medallist in Bachelor of Social Work, Bombay University
<b>Experience/ Expertise in specific functional area, skills &amp; capabilities required for the role and met by the proposed person</b>	Financial Services, strategic investment portfolios, real estate, health, agricultural, sports, community welfare and pharmaceuticals
<b>Terms and Conditions of appointment / re-appointment alongwith details of remuneration sought to be paid</b>	As per the resolution
<b>Remuneration last drawn</b>	Not applicable
<b>Number of meetings of the Board attended</b>	One
<b>Relationship with any Director(s)/ KMPs of the Company</b>	None
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>• Medini Real Estate Private Limited</li> <li>• Dhanistha Real Estate Private Limited</li> <li>• Sandstone Real Estate Private Limited</li> <li>• Ganadev Real Estate Private Limited</li> <li>• Amona Shipyard Private Limited</li> <li>• Ganapal Real Estate Private Limited</li> <li>• Ganaraj Real Estate Private Limited</li> </ul>
<b>Member / Chairman of the committees of the Board of other Companies</b>	Hikal Limited: - Member of CSR Committee. - Member of Stakeholders Relationship Committee
<b>Names of listed Companies from which the appointee resigned in last three years</b>	Nil
<b>Number of shares held in the Company</b>	Nil

# Postal Ballot Notice

<b>Name of Director</b>	<b>Mr. Sarangan Suresh</b>
<b>Director Identification No.</b>	10562713
<b>Date of Birth (age)</b>	30 September 1963 (60 Years)
<b>Date of first appointment</b>	April 1, 2024
<b>Qualification</b>	A Graduate in Chemical technology from ICT Mumbai (UDCT), Postgraduate in Chemical Engineering from Indian Institute of Science Bangalore
<b>Experience/ Expertise in specific functional area, skills and capabilities required for the role and met by the proposed person</b>	Project management, Strategic and domain expertise, Planning, Operational efficiency, Industry knowledge and Risk Management.
<b>Terms and Conditions of appointment / re-appointment alongwith details of remuneration sought to be paid</b>	As per the resolution
<b>Remuneration last drawn</b>	Not applicable
<b>Number of meetings of the Board attended</b>	Nil
<b>Relationship with any Director(s)/ KMPs of the Company</b>	None
<b>Directorship in other Companies</b>	Nil
<b>Member / Chairman of the committees of the Board of other Companies</b>	Nil
<b>Names of listed Companies from which the appointee resigned in last three years</b>	Nil
<b>Number of shares held in the Company</b>	150

**Registered Office:**

717/ 718, Maker Chamber V,  
Nariman Point, Mumbai - 400 021

Date: March 27, 2024

By Order of the Board of Directors  
**for HIKAL LIMITED**

Sd/-

**Rajasekhar Reddy**  
**Company Secretary**