



April 04, 2024

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

To,  
**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai - 400 001

Symbol: HERCULES

Scrip Code: 505720

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In continuation to our letter dated March 26, 2024 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulation**"), please find enclosed herewith a copy of the Notice of Postal Ballot dated March 26, 2024, along with the Explanatory Statement ("**Notice**"), which is being dispatched today i.e. Thursday, April 4, 2024, for seeking consent of the Members of the Company by passing the following Special Resolution, by means of Postal Ballot:

Sr. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Vikram Taranath Hosangady (DIN: 09757469) as an Independent Director of the Company	Special Resolution

Pursuant to the provisions of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the latest one being General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice is being sent electronically to all the Members whose names appeared in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) ("DP"), as on **Friday, March 29, 2024 ("Cut-off date")** and who had registered their e-mail addresses with the Company / DP. As per the MCA Circulars, the communication of assent or dissent of the Members would take place only through the remote e-Voting system.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company/DP are requested to update the same as per the instructions given in the Notes to the Notice.

The following details pertain to the remote e-Voting facility provided by the Company:

Remote E-Voting Details		
1	Cut-off date [for determining the Members entitled to vote on the resolution set forth in the Notice]	Friday, March 29, 2024
2	Date and time of commencement of remote e-Voting	Monday, April 8, 2024, at 09.00 a.m. (IST)
3	Date and time of conclusion of remote e-Voting	Tuesday, May 7, 2024, at 05.00 p.m. (IST) [Remote e-Voting module shall be disabled post the said date and time]

Company: **HERCULES HOISTS LIMITED**  
T: +91 22 45417301 | F: +91 2192 274125 | E: indef@indef.com | U: www.indef.com  
Corporate Office: 501-504, Shelton Cubix, Sector 15, Plot #87, CBD Belapur, Navi Mumbai 400614, INDIA  
Works: Khalapur, Chakan | Regional Offices: Pune, Delhi, Chennai, Kolkata  
Registered Office: Bajaj Bhawan, 2nd Floor, 226, Jamnalal Bajaj Marg, Mumbai 400 021, INDIA  
CIN: L45400MH1962PLC012385



4	Date of declaration of voting results along with the Scrutinizer's report	On or before Thursday, May 9, 2024
5	Manner of voting	Voting through electronic means only (remote e-Voting)
6	Authority entrusted for registration of email addresses for receiving the Notice	Link Intime India Private Limited ("Link Intime")
7	Detailed instructions for Remote e-voting by Members	Please refer pages 4 to 8 of the Notice
8	Agency appointed for providing remote e-Voting facility to the Members	Link Intime

The copy of the said Notice is being made available on the website of the Company, viz., [www.indef.com](http://www.indef.com) and on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). It is also being made available on the website of Link Intime at <https://instavote.linkintime.co.in/>.

You are requested to take the same on records.

Thanking you

**For Hercules Hoists Limited**

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**Vivek A Maru**  
**Company Secretary**  
**Membership No.: A39559**

**Encl.: As above**



**HERCULES HOISTS LIMITED**

**CIN:** L45400MH1962PLC012385

**Registered Office:** Bajaj Bhawan, 2<sup>nd</sup> Floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021

**Tel:** +91 22 45417301 **Website:** [www.indef.com](http://www.indef.com); **Email ID:** [indef@indef.com](mailto:indef@indef.com)

**POSTAL BALLOT NOTICE**

{Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended}

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Monday, April 8, 2024, at 09.00 a.m. (IST)</b>	<b>Tuesday, May 7, 2024, at 05.00 p.m. (IST)</b>

**Dear Member(s),**

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and the latest one being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), that the approval of the Members of Hercules Hoists Limited ("**Company**") is sought for the resolution appended below which is proposed to be passed by way of Remote e-voting only. The Ministry of Corporate Affairs and SEBI vide their respective circulars have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary and Special Resolutions by the Members.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ('RTA') or Depository / Depository Participants and whose name appears in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, March 29, 2024 ("cut-off date")**. The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged the services of Link Intime India Private Limited ("**Link Intime**") for the purpose of providing remote e-voting facility to all its Members. Members desiring to exercise their vote through the Remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Tuesday, May 7, 2024**. The remote e-voting facility will be disabled by Link Intime immediately thereafter and voting shall not be allowed beyond the said time and date.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

The Board of Directors of the Company at their meeting held on March 26, 2024 has appointed Mr. S. N. Viswanathan (Membership No.: ACS 61955, COP No. 24335), failing him Ms. Malati Kumar (ACS 15508, COP 10980) Partners of M/s. S. N. Ananthasubramanian & Co, Practising Company Secretaries, as the Scrutiniser to scrutinise the Remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final. The last date of e-voting, i.e. May 07, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The said results will be displayed on the website of the Company at [www.indef.com](http://www.indef.com), the website of Link Intime at <https://instavote.linkintime.co.in/> and shall also be communicated to the Stock Exchanges where the Company's Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

#### **RESOLUTION:**

#### **1. APPOINTMENT OF MR. VIKRAM TARANATH HOSANGADY (DIN: 09757469) 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, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vikram Taranath Hosangady (DIN: 09757469), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from April 1, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from April 1, 2024 upto March 31, 2029.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto and to settle any question, difficulty, or doubt, that may arise, to give effect to the foregoing resolution."

**By Order of the Board of Directors  
of Hercules Hoists Limited**

**Place:** Mumbai  
**Date:** March 26, 2024  
**CIN:** L45400MH1962PLC012385  
**Regd office:** Bajaj Bhawan, 2<sup>nd</sup> Floor, 226,  
Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021  
**Tel No.:** 022 45417301  
**Website:** [www.indef.com](http://www.indef.com)  
**e-mail Id:** [indef@indef.com](mailto:indef@indef.com)

sd/-  
**Shekhar Bajaj**  
**Chairman**  
**(DIN No. 00089358)**

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on the close of business hours on **Friday, March 29, 2024** being the **cut-off date**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off date i.e. Friday, March 29, 2024**.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP").
4. The Company is pleased to provide Remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for Remote e-voting are mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through Remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
6. The Remote e-voting shall commence on **Monday, April 8, 2024 at 9:00 a.m. (IST)** and shall end on **Tuesday, May 7, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
7. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.indef.com](http://www.indef.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the Shares of the Company are listed and on the website of Link Intime at <https://instavote.linkintime.co.in/>.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [cs1@indef.com](mailto:cs1@indef.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of voting period of this Postal Ballot i.e. **Tuesday, May 7, 2024** till 5.00 pm.
9. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for voting i.e. **Tuesday, May 7, 2024**. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. **Process for registration of email addresses:**

To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

  - The Members holding shares in DEMAT form are requested to register their e-mail address / electronic bank mandate with their respective Depository Participant.

- The Members holding shares in Physical mode are requested to furnish their e-mail address / electronic bank mandate details in Form ISR-1 and other relevant forms pursuant to SEBI Circular bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.indef.com](http://www.indef.com) under Investor Information Section.
- 11.** Once the vote on a Resolution is cast by the Member, the Member, shall not be allowed to change it subsequently.
- 12. The instructions for Remote e-voting by Members are as under:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> "
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasiness/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password

- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

##### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".



### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

##### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

##### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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

#### Forgot Password:

##### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**By Order of the Board of Directors  
of Hercules Hoists Limited**

sd/-

**Shekhar Bajaj  
Chairman  
(DIN No. 00089358)**

**Place:** Mumbai

**Date:** March 26, 2024

**CIN:** L45400MH1962PLC012385

**Regd office:** Bajaj Bhawan, 2<sup>nd</sup> Floor, 226,

Jamnala Bajaj Marg, Nariman Point, Mumbai 400 021

**Tel No.:** 022 45417301

**Website:** [www.indef.com](http://www.indef.com)

**e-mail Id:** [indef@indef.com](mailto:indef@indef.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

### **Item no. 1:**

The Board of Directors, at its meeting held on March 26, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vikram Taranath Hosangady (DIN: 09757469), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 1, 2024, for a term of five consecutive years, i.e., upto March 31, 2029, under Sections 149, 150 and 152 of the Act and the Rules framed thereunder. Mr. Hosangady is eligible to be appointed as an Independent Director for a term of upto five consecutive years.

The Company has received:

- i. consent in writing from Mr. Hosangady to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. declaration in Form DIR-8 in terms of the Appointment Rules from Mr. Hosangady to the effect that he is not disqualified under sub-section (1) & (2) of Section 164 of the Act, and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- v. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Company has also received a declaration of independence from Mr. Hosangady. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself on the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of directors, skills, diversity, time-commitment, and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Hosangady on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience. Further, the Nomination and Remuneration Committee also noted that the skills, expertise and competencies possessed by Mr. Hosangady were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

### **Brief profile of Mr. Vikram Hosangady is as follows:**

Mr. Vikram Hosangady, 50 years, holds a membership of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and commerce degree from Loyola College, Chennai. He has been a seasoned business leader and finance professional with over 25 years of experience in being a strategic partner to several large Indian and global corporations alike. He has also assisted several private equity funds in their investment life cycle.

He is also on the Board of MRF Limited, Chemplast Sanmar Limited, Rane (Madras) Limited, Rane Engine Valve Limited and Bajaj Electricals Limited.

Mr. Hosangady worked with KPMG India and Global in various positions from 2005 to 2022. He was part of the KPMG India Leadership Team between 2017 and 2021. Prior to KPMG, he has also worked with EY and Arthur Andersen.

The skills and expertise possessed by Mr. Hosangady include Financial Expertise, Strategic Leadership, Corporate Governance, Investment Acumen, Cross-functional and International Experience, etc. In the opinion of the Board, Mr. Hosangady fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the "Annexure" to the Notice. The remuneration (by way of sitting fees) payable to Mr. Hosangady shall be linked to the factors like number of board and committee meetings attended and shall be governed by the Nomination and Remuneration Policy of the Company.

A copy of the draft letter for the appointment of Mr. Hosangady as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members.

Mr. Hosangady, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.1 will be made available for inspection by the Members through electronic mode by writing to the Company at [cs1@indef.com](mailto:cs1@indef.com) from the date of circulation of the Postal Ballot Notice as per details mentioned in note no. 8 to the accompanying Postal Ballot Notice.

The Board firmly believes that Mr. Hosangady's innate knowledge and his vast experience, will undoubtedly be beneficial to the Company. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for approval of the Members of the Company.

**By Order of the Board of Directors  
of Hercules Hoists Limited**

**Place:** Mumbai  
**Date:** March 26, 2024  
**CIN:** L45400MH1962PLC012385  
**Regd office:** Bajaj Bhawan, 2<sup>nd</sup> Floor, 226,  
Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021  
**Tel No.:** 022 45417301  
**Website:** [www.indef.com](http://www.indef.com)  
**e-mail Id:** [indef@indef.com](mailto:indef@indef.com)

sd/-  
**Shekhar Bajaj**  
**Chairman**  
**(DIN No. 00089358)**

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed:

Name of the Director	Mr. Vikram Taranath Hosangady
DIN	09757469
Date of Birth	September 3, 1973
Age	50
Date of first appointment on the Board	March 26, 2024
Qualifications	Refer Notice and Explanatory Statement
Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from April 1, 2024, to March 31, 2029 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Directorships in other listed Companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• MRF Limited,</li> <li>• Chemplast Sanmar Limited,</li> <li>• Rane (Madras) Limited,</li> <li>• Rane Engine Valve Limited and</li> <li>• Bajaj Electricals Limited</li> </ul>
Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)	Member of Stakeholders Relationship Committee in both Chemplast Sanmar Limited and Rane Engine Valve Limited.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Not Applicable
No. of Board Meetings attended during the year	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of Shares/ options held in the Company	Nil