



POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules 2014 to the members of Hikal Limited to transact the following Special Business by passing the Special Resolution through Postal Ballot.

1. Re-appointment and revision in the remuneration to Mr. Anish Swadi.

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act 2013 & recommendation received from Board of Directors and the approval received from audit committee of the company and subject to the approval of shareholders by way of passing special resolution and such other approvals, as may be necessary, consent of the company be and is hereby accorded to the Board of Directors of the company, to appoint Mr. Anish Swadi, who is son in law of Mr. Jai Hiremath, Chairman and Managing Director and Mrs. Sugandha Hiremath, Director of the company as Head Business Development & Strategy, at a remuneration as mentioned below.

<u>Period</u>	<u>Remuneration not exceeding (Rs. per month)</u>
1st July, 2014 to 31st March, 2015	6,66,000
1st April, 2015 to 31st March, 2016	7,65,000
1st April, 2016 to 31st March, 2017	8,80,000

(including perquisites / incentives / welfare benefits / increments, as applicable to the other senior executives of the company)."

"FURTHER RESOLVED THAT in addition to the above remuneration Mr. Swadi will be entitled for encashment of leave, retirement benefits and other facilities, benefits & incentives as admissible to his cadre as per rules of the company."

"FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized and empowered to sanction and determine increments within the grade aforesaid as it may deem fit and proper and in due course consider promotion/s to the next higher cadre together with all allowances, perquisites and benefits applicable to such cadre."

"FURTHER RESOLVED THAT any of the Director and / or Company Secretary be and is hereby authorised to make / sign the forms / other documents and to do all such acts and deeds as may be deemed expedient and necessary to give effect to the resolution mentioned in the foregoing paragraph."

By Order of the Board of Directors

Registered Office :
717/718, Maker Chamber V,
Nariman Point, Mumbai 400 021
Date : May 6, 2014
CIN : L24200MH1988PTC048028
TEL.: 022 - 3097 3100
FAX: 022 - 2757 4277
EMAIL: secretarial@hikal.com
WEB: www.hikal.com

For Hikal Ltd.

Sham Wahalekar
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Company has appointed Shri Ashish C. Bhatt, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
3. This notice is being sent to all the Members, whose names appear on 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 16/05/2014.
4. The Members are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before the closing of working hours on 25/06/2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies Clause 35 B of the listing agreement with stock exchange, the Company is also offering e-voting option to all the Members. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot forms.
6. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of services of Notice/documents on the Shareholders, the Company is sending this Notice electronically on the e-mail addresses as opted by the Members. The Company is dispatching Postal Ballot Form to those shareholders who have not opted for Green initiative, in accordance with the law.

The instructions for e-voting are as under:

(A) In case of members receiving e-mail;

- i. If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing log in ID and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com
- iii. Now click on "Shareholders" tab to cast your votes.
- iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- v. Now fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User ID	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID	Registered Folio Number with the Company
PAN or Default Number*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while evoting	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while evoting
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account.	Enter the Dividend Bank Details as recorded in the company records for the said folio.

* If members have not updated their PAN with the Company / Depository Participant are requested to use DEFAULT NUMBER in the PAN field

If members have not updated their dividend bank account details with the Company/Depository Participant are requested to use DEFAULT NUMBER in the dividend bank details field.

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- vi. After entering these details appropriately, click on "SUBMIT" tab.
 - vii. Members holding shares in Physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - viii. Click on the relevant EVSN on which you choose to vote.
 - ix. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Select the option YES/NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
 - x. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
 - xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii. **Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.**
- (B) In case of members receiving the physical copy of Notice of Postal Ballot. (for members whose Email IDs are not registered with the company/depository participant(s) or requesting physical copies.
- i. Pls follow all steps from SL. NO. (ii) SL. NO. (xii) above, to cast vote.
 - ii. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> & registered themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.
 - iii. The voting period begins on 26th May 2014 at 10 a.m. and ends on 25th June 2014 at 5 p.m.. During this period shareholders of the company, holding shares either in physical form or in dematerialised form as on the cut of date 16th May 2014, May Cast their vote electronically. The e-voting module shall be disabled by CDSL for voting. thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - iv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs" and e-voting manual available at www.evotingindia.com under health section or write an email to helpdesk.evoting@cdslindia.com or secretarial@hikal.com. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
- (C) The Scrutinizer will submit the report to Mr. Prakash Mehta, Designated Director of the company after completion of the scrutiny and the results of the Postal Ballot will be announced on Friday, **27/06/2014**, at the Registered Office of the Company. The results of the Postal Ballot will be posted on the Company's website at www.hikal.com for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.
- (D) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013
(THE ACT)**

Item No. 1

Mr. Anish Swadi is working with Hikal as Vice President – Business Development. In the meeting of Board of Directors held on 30th April, 2010 the Board of Directors approved the reappointment and revision in the remuneration payable to Mr. Swadi by way of monthly salary including perquisites / incentives / welfare benefits / increments, as applicable to the other senior executives of the company for the period from 1st April 2011 to 31st March 2014. This was also approved by the shareholders by means of a special resolution as required under section 314 of the Companies Act, 1956, at the Annual General Meeting held on 18th August, 2010.

In the meeting of Board of Directors held on 6th May, 2014, the reappointment/ remuneration payable to him was approved, for the period from 1st July 2014 to 31st March 2017 at a remuneration to be paid as per aforesaid shareholders approval {resolution no. 1 mentioned above (including perquisites/ incentives/ welfare benefits / increments, as applicable to the other senior executives of the company)}.

Mr. Swadi is Bachelor of Science from Ithaca College, New York and has majored in international business with a minor in finance. He has experience of working with international financial institutions in the field of financial advisory and corporate investments.

Mr. Swadi has been actively involved in developing new business opportunities and strategic planning of the company. Having regard to the contributions made by Mr. Swadi, the Board of Directors have approved his reappointment and terms of remuneration payable to him as Head Business Development & Strategy with effect from 1st July, 2014, as set out in this notice. The resolution also intends to seek authorization in favour of the Board of Directors to sanction increments and in due course promotion/s to Mr. Swadi in the next higher cadre together with the allowances, perquisites and benefits as applicable to that cadre.

Mr. Swadi is son in law of Mr. Jai Hiremath, Chairman & Managing Director & Mrs. Sugandha Hiremath, Director.

Pursuant to the provisions of Sec 188 of the Companies Act, 2013, prior approval of shareholders is required to be obtained by passing a special resolution for revision and payment of remuneration to Mr. Swadi.

None of the Director, except Mr. Jai Hiremath & Mrs. Sugandha Hiremath is interested or concerned in the Resolution at item No. 1 of the notice.

The Directors recommend the resolution to the members for being passed as a special resolution

By Order of the Board of Directors

Registered Office :
717/718, Maker Chamber V,
Nariman Point,
Mumbai - 400 021
Date : May 6, 2014
CIN : L24200MH1988PTC048028
TEL : 022 - 3097 3100
FAX: 022 - 2757 4277
EMAIL : secretarial@hikal.com
WEB : www.hikal.com

For Hikal Ltd.

Sham Wahalekar
Company Secretary

Enc: self addressed and pre-paid postage envelope



POSTAL BALLOT FORM

717/718, Maker Chamber V, 221 Nariman Point, Mumbai - 400 021(India).

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- 1 Name and Registered Address of the Sole/ First named Shareholder / Member
- 2 Name(s) of the Joint Shareholder(s) / Member(s), if any, (in block letters)
- 3 Registered Folio No./ DP ID No./ Client ID No. *
(*Applicable to members holding shares in dematerialized form)
- 4 Number of share(s) held
- 5 I/We hereby cast my/our votes in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated May 6, 2014 of the Company by conveying my/ our assent/ dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	We dissent to the Resolution (AGAINST)
Special Resolution under Section 188 of the Companies Act, 2013 to seek the shareholders/members approval to appoint Mr. Anish Swadi as Head Business Development & Strategy of the company			

PLACE :

DATE :

(Signature of the Shareholder/Member)

ELECTRONIC VOTING PARTICULARS

(Applicable for individual Members only)

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	USER ID

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form.
(ii) Please read carefully the instructions printed overleaf before exercising your vote

CIN : L24200MH1988PTC048028

TEL.: 022 - 3097 3100

FAX: 022 - 2757 4277

EMAIL: secretarial@hikal.com

WEB: www.hikal.com

P.T.O

**POSTAL BALLOT FORM****INSTRUCTIONS**

- 1 A Shareholder/ Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. However, envelopes containing Postal Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
- 2 Please convey your assent/dissent in this Postal Ballot Form. The assent/dissent received in any other form shall not be considered valid.
- 3 The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- 4 This Postal Ballot Form should be completed and signed by the Shareholder/ Member. In case of joint-holding this Form should be completed and signed as per the specimen signature registered with the Company/Depository Participants by the first named Shareholder and in his/her absence, by the next named Shareholder/Member.
- 5 Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 6 In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority together with attested specimen signature(s) of the authorised signatory(ies).
- 7 A Shareholder/Member need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
- 8 Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours on Wednesday, June 25, 2014. Postal Ballot Forms received after this date will be treated as if no reply from the Shareholders/Member has been received.
- 9 Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders/Members on the date of dispatch of the notice.
- 10 The Scrutiniser will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than Friday, June 27, 2014.
- 11 Shareholders/Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.