

Notice of
POSTAL BALLOT

HIKAL LIMITED

Regd. Office: 717/718, 7th Floor, Maker Chamber V,
Nariman Point, Mumbai - 400 021.
Corporate Identification No.: L24200MH1988PTC048028;
Tel No.: 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 Section 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 resolution set out below is 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.

Appointment of Mr. Ravi Brijmohan Kapoor (DIN : 01761752) 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, 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-enactments thereof for the time being in force), Schedule IV to the Companies Act, 2013, relevant applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement(s) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, Mr. Ravi Brijmohan Kapoor (DIN: 01761752), who was appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors with effect from 11 January 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 an Independent Director of the Company for a period of 5 (Five) years w.e.f. 11 January, 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."

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

Date: February 8, 2024

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. 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 Friday, February 9, 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 and 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 Friday, February 9, 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 resolution 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 Tuesday, February 20, 2024 and ends at 05.00 P.M. (IST) on Wednesday, March 20, 2024. During this period members holding shares either in physical or dematerialized form as on the cut-off date i.e. Friday, February 9, 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

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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 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 resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, March 20, 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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name i.e. Hikal Limited or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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 (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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.

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4. 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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?

- 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.
- Select "EVEN" of Hikal Limited to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 with a copy marked to 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 or send an email to evoting@nsdl.com.

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.

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

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Ravi Brijmohan Kapoor (DIN: 01761752) as an Additional Director in the category of Independent Director of the Company for a term of 5 years commencing from January 11, 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, Mr. Kapoor fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations, for being appointed as an Independent Director and he is independent of the management. The Company has also received a notice in writing from one of the members, pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Kapoor as an Independent Director of the Company.

Ravi Kapoor is a first-generation entrepreneur and Promoter-Director of Heubach Colour Private Limited, owned by the Heubach family with a 600 years' history of business in Europe. Over the last 25 years as Managing Director of Heubach, he has been responsible for steering Heubach to become one of the most profitable pigments manufacturers globally with a leadership in sustainability. Under his stewardship and with his exceptional business capabilities, Heubach has won several accolades for Environmental Protection and Preservation including Best Responsible Care Company from the Indian Chemical Council (ICC). He has a depth of domestic and international experience in the speciality chemicals field, including technology tie-ups, joint-ventures and mergers & acquisitions globally. He is a director of several Companies of Heubach group in India and overseas, serves as a Board member of the Heubach Group globally and is currently the Chairman of the Sustainability and Responsible Care Expert Committee at the Indian Chemical Council. He is also an Alumnus of the University of Mumbai.

The Board is of the opinion that Mr. Kapoor possesses the required skills, expertise and competencies required in the context of the Company's business and the appointment of Mr. Ravi Brijmohan Kapoor as an Independent Director is in the interest of the Company. Mr. Ravi Brijmohan Kapoor (DIN: 01761752) is proposed to be appointed as an Independent Director for a period of 5 (Five) years commencing from 11 January 2024 and accordingly the Board recommends the Special Resolution as set out hereinabove for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ravi B. Kapoor, 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

Name of Director	Mr. Ravi Brijmohan Kapoor
Director Identification No.	01761752
Date of Birth (age)	7 February 1961 (63 Years)
Date of first appointment	11 January 2024
Qualification	Alumnus of the Mumbai University
Experience/ Expertise in specific functional area, skills and capabilities required for the role and met by the proposed person	Strategic expertise, Planning, Industry knowledge, Business Operations, Technology, Sales, Marketing, Finance acumen, Corporate Governance & Risk Management, Legal expertise, Integrity, Business Strategy, Operational efficiency, Intellectual Property expertise, Investments, Innovation & Vision.
Terms and Conditions of appointment / re-appointment alongwith details of remuneration sought to be paid	As per the resolution and Company policies
Remuneration last drawn	Not applicable
Number of meetings of the Board attended	Not applicable
Relationship with any Director(s)/ KMP of the Company	Not related to any Director or KMP
Directorship in other Companies	<ul style="list-style-type: none"> • Heubach Foundation • Heubach Colorants India Limited • Narmada Clean Tech • Heubach Pigments Private Limited • Heubach Toyo Colour Private Limited • Heubach Colour Private Limited • Suschem Welfare Foundation • Alkyl Amines Chemicals Limited
Member / Chairman of the committees of the Board of other Companies	<ul style="list-style-type: none"> • Heubach Colour Private Limited – Member of Corporate Social Responsibility Committee and Audit Committee • Narmada Clean Tech – Audit Committee
Names of listed Companies from which the appointee resigned in last three years	Not Applicable
Number of shares held in the Company	17,000 Shares, held directly

Registered Office:

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

Date: February 8, 2024

By Order of the Board of Directors
for HIKAL LIMITED

Sd/-

Rajasekhar Reddy
Company Secretary