

Report on Corporate Governance

I. OUR CORPORATE GOVERNANCE PHILOSOPHY

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organisation’s wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders’ expectations.

At Hikal, it is imperative that business is conducted in a fair and transparent manner. The corporate governance framework ensures effective engagement with various stakeholders and helps the Company evolve with changing times. It oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, lenders, vendors, investors and society at large. The guiding principles and practices are summarised in this Corporate Governance Report. These are articulated through the Company’s Code of Conduct for Board of Directors and Senior Management, Policies and Charters of various Committees of the Board and Company’s Disclosure Policies. These policies seek to focus on enhancement of long-term shareholder value without compromising on Ethical Standards and Corporate Social Responsibilities.

II. BOARD OF DIRECTORS

The composition of Board of Directors is given below:

A. Composition and Category:

Name	Category	Relationship with other Directors
Jai Hiremath DIN: 00062203	Chairman & Executive Director, Promoter	Spouse of Sugandha Hiremath and father of Sameer Hiremath
Sugandha Hiremath DIN: 00062031	Non-Executive Director, Promoter	Spouse of Jai Hiremath, mother of Sameer Hiremath.
Amit Kalyani DIN: 00089430	Non-Executive Director	-
Shivani Bhasin Sachdeva DIN: 00590500	Independent, Non-Executive Director	-
Sameer Hiremath DIN: 00062129	Vice -Chairman & Managing Director, Promoter	Son of Jai Hiremath and Sugandha Hiremath
Shrikrishna Kiran Adivarekar DIN: 06928271	Independent, Non-Executive Director	-
Berjis Minoo Desai DIN: 00153675	Independent, Non-Executive Director	-
V Ramachandra Kaundinya DIN: 00043067	Independent, Non-Executive Director	-
Ravi B. Kapoor DIN: 01761752	Independent, Non-Executive Director	-
Ranjana S Salgaocar DIN: 00120120	Independent, Non-Executive Director	-
Sarangan Suresh DIN: 10562713	Whole Time Director	-

The attendance of each Director at the Board meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies, as on 31 March 2025 is as under:

Name	Attendance		Directorships [#]	Committee Membership ^{##}	Committee Chairmanship ^{##}
	Board Meeting	Last AGM			
Jai Hiremath	4	Yes	1	-	-
Sugandha Hiremath	4	Yes	-	-	-
Amit Kalyani	4	Yes	6	3	-
Shivani Bhasin Sachdeva	4	No	3	2	-
Shrikrishna K. Adivarekar	4	Yes	4	5	2
Berjis Minoo Desai	4	Yes	6	5	1
V Ramachandra Kaundinya	4	Yes	2	3	2
Ravi B. Kapoor	3	Yes	2	-	-
Ranjana S Salgaocar	4	Yes	-	-	-
Sameer Hiremath	4	Yes	1	-	-
Sarangan Suresh	2	Yes	-	-	-

[#]The Directorships held by Directors (other than Hikal) as mentioned above, do not include Directorships in Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013, Private Limited Companies and high value debt listed entities.

^{##}Includes membership/chairmanship other than Hikal (only Audit Committee and Stakeholders’ Relationship Committee are considered and membership includes chairmanships).

Directorship in Listed Entities other than Hikal Ltd. and the category of directorship as on 31 March 2025 is as follows:

Name of the Director	Names of Listed Entities	Category of Directorship
Jai Hiremath	Nil	-
Sugandha Hiremath	Nil	-
Amit Kalyani	Bharat Forge Ltd.	Executive Director
	Kalyani Steels Ltd.	Non-Executive, Non-Independent Director
	BF Utilities Ltd.	Non-Executive, Non-Independent Director
	BF Investment Ltd.	Non-Executive, Non-Independent Director (Chairman)
	Kalyani Investment Company Ltd.	Non-Executive, Non-Independent Director (Chairman)
	Schaeffler India Limited	Non-Executive, Independent Director
Shivani Bhasin Sachdeva	Nil	-
Shrikrishna K. Adivarekar	Kalyani Steels Limited	Non-Executive, Independent Director
	BF Utilities Ltd.	Non-Executive, Independent Director
	Kalyani Investment Company Limited	Non-Executive, Independent Director
Berjis Minoo Desai	The Great Eastern Shipping Company Limited	Non-Executive, Non-Independent Director
	Man Infra Construction Limited	Non-Executive, Non-Independent Director (Chairman)
	Chambal Fertilisers And Chemicals Limited	Non-Executive, Independent Director
	Emcure Pharmaceuticals Limited	Non-Executive, Non-Independent Director
	Apollo Tyres Limited	Non-Executive, Independent Director
	Inventurus Knowledge Solutions Limited	Non-Executive, Non-Independent Director
V Ramachandra Kaundinya	Nil	-
Ravi B. Kapoor	Heubach Colorants India Limited	Non-Executive, Non-Independent Director (Chairman)
	Alkyl Amines Chemicals Limited	Non-Executive, Independent Director
Ranjana S Salgaocar	Nil	-
Sameer Hiremath	Nil	-
Sarangan Suresh	Nil	-

The Chart/Matrix setting out the skills/expertise/competence of the Board of Directors.

The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of Company’s business(es) and sector(s) for it to function effectively and those actually available with the Board are as follows:

Name	Age (as on 31 March 2025)	Qualifications	Skills, Expertise, Competencies
Jai Hiremath	77	Chartered Accountant England and Wales, Owner President Management Program, Harvard University, USA	Financial Acumen, Strategic Expertise, Knowledge of Industry especially in which Company Operates, Vision
Sugandha Hiremath	73	Bachelor of Commerce	Finance, Investments
Amit Kalyani	50	Mechanical Engineering from Bucknell University, Pennsylvania, USA, Owner President Management Program, Harvard University, USA.	Strategic Planning, Business Operations, Technology, Sales and Marketing, Finance Acumen, Governance and Risk Management.



Name	Age (as on 31 March 2025)	Qualifications	Skills, Expertise, Competencies
Shivani Bhasin Sachdeva	51	MBA from the Wharton School, University of Pennsylvania, B.A. in Economics from Mount Holyoke College (Phi-Beta-Kappa, Magna Cum Laude, Sarah Williston Scholar)	Business, Finance & Investments
Shrikrishna Kiran Adivarekar	43	Chartered Accountant & Commerce Graduate	Industry knowledge & experience, strategy and planning, financial skills, legal and regulatory knowledge, corporate governance and risk management
Berjis Minoo Desai	69	LLB, University of Bombay & LLM Cambridge University, UK and Solicitor.	Litigation Management, Strategic Planning, Risk management policy shaping and industry advocacy, Sustainability and Environment Social & Governance (ESG), Human Resource development, Finance expertise
V Ramachandra Kaundinya	69	Undergraduate in agricultural sciences from Andhra Pradesh Agricultural University and PG Diploma in Management from IIMA	Strategic expertise, Planning, Industry Knowledge, Business Operations, Technology, Sales and Marketing, Finance Acumen, Corporate Governance & Risk Management, Business Strategy, Operational Efficiency, Intellectual Property Expertise, Investments, Innovation & Vision
Ravi B. Kapoor	64	Alumnus of the Mumbai University	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.
Ranjana S Salgaocar	71	Master of Management Studies from Jamnalal Bajaj Institute of Management, Bombay University and is a Gold Medalist in Bachelor of Social Work, Bombay University	Mining, trading, financial services, mining consultancy, mining and metals accelerator, strategic investment portfolios, real estate, health, agricultural, sports, community welfare and pharmaceuticals
Sameer Hiremath	51	BE (Chem), MBA & MS (I.T.) – Boston (USA)	Building High Performance Teams, IT – Digital Acumen, Projects Implementation, Strategic Planning
Sarangan Suresh ¹	62	Graduate in Chemical technology from ICT Mumbai (UDCT), Postgraduate in Chemical Engineering from Indian Institute of Science Bangalore	Project management, Strategic and domain expertise, Planning, Operational efficiency, Industry knowledge and Risk Management

¹ Mr. Sarangan Suresh was appointed as Whole Time Director w.e.f 1 April 2024

The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfil the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management. The remuneration of Non-Executive Directors is determined by the Board based on the time dedicated by them and contribution made by them.

B. Succession Plan:

The Nomination and Remuneration Committee works with the Board on the leadership succession plan and prepares contingency plans for succession in case of any exigencies.

C. Details of Board of Directors Meetings Held During the Year:

The Board met 4 (four) times during the financial year, details of which are as follows:

(1) 09 May 2024 (2) 01 August 2024 (3) 12 November 2024 (4) 04 February 2025

The maximum interval between any two meetings held during the financial year did not exceed 120 days, as prescribed under the Companies Act, 2013 and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

D. Remuneration of Directors:

Remuneration to Directors for the year ended 31 March 2025.

i) Remuneration to Non-Executive Directors:

The Non-Executive Directors are paid sitting fees for each meeting of the Board and Committees thereof attended by them. They also receive commission on net profits of the Company as determined by the Board of Directors on an annual basis within the overall limit approved by shareholders of the Company.

Director	Sitting Fees (₹ in Million)	Commission on net profits (₹ in Million)	Total (₹ in Million)
Sugandha Hiremath	1.10	0.84	1.94
Amit Kalyani	0.40	0.84	1.24
Shivani Bhasin Sachdeva	0.80	0.84	1.64
Shrikrishna Kiran Adivarekar	0.80	0.84	1.64
Berjis Minoo Desai	1.20	0.84	2.04
V Ramachandra Kaundinya	1.40	0.84	2.24
Ravi B. Kapoor	1.30	0.84	2.14
Ranjana S Salgaocar	0.80	0.84	1.64
Total	7.80	6.72	14.52

ii) Remuneration to Executive Directors:

(₹ in Million)			
Name of the Director	Salary and Perquisites	Commission	Total
Jai Hiremath	63.93	2	65.93
Sameer Hiremath	49.44	11	60.44
Total	113.37	13	126.37

Shareholding of Non-Executive Directors in the Company:

Name of the Director	Number of shares held
Sugandha Hiremath	9,667,500
Amit Kalyani	Nil
Shivani Bhasin Sachdeva	Nil
Shrikrishna Kiran Adivarekar	Nil
Berjis Minoo Desai	Nil
V Ramachandra Kaundinya	Nil
Ravi B. Kapoor	17,000
Ranjana S Salgaocar	Nil

The details of familiarisation programmes of Independent Directors are uploaded on the Company's website at <https://www.hikal.com/uploads/documents/familiarizationprogrammeforindependentDirectors.pdf>.

III. COMMITTEES OF THE BOARD

Currently, the Board has five committees, Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

A. Audit Committee

Composition

The Committee consists of Mr. V Ramachandra Kaundinya, Independent Director, Mr. Ravi B Kapoor, Independent Director and Mr. Berjis M Desai, Independent Director and Mrs. Sugandha Hiremath, Non-Executive & Non-Independent Director, Mr. V Ramachandra Kaundinya is the Chairman of the Audit Committee.

The terms of reference of the Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the



- financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013,
 - b) Changes, if any, in accounting policies and practices and reasons for the same,
 - c) Major accounting entries involving estimates based on the exercise of judgement by management,
 - d) Significant adjustments made in the financial statements arising out of audit findings,
 - e) Compliance with listing and other legal requirements relating to financial statements,
 - f) Disclosure of any related party transactions,
 - g) Modified opinion(s) in the draft audit report,
 5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the board to take up steps in this matter.
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the Company with related parties.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing with the management, performance of statutory and internal auditors adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors of any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 18. To review the functioning of the whistle blower mechanism.
 19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

Meetings and Attendance

The Audit Committee met 4 (Four) times during the financial year, the details of which are as under:

(1) 09 May 2024 (2) 01 August 2024 (3) 12 November 2024 (4) 04 February 2025

The attendance of the Committee meetings is as under:

Name of the Director	Number of meetings attended
V. Ramachandra Kaundinya	4
Ravi Kapoor	4
Sugandha Hiremath	4
Berjis Desai	4

B. Stakeholders' Relationship Committee

Composition

The Committee consists of Mr. Ravi Kapoor, Independent Director, Ms. Ranjana Salgaocar, Independent Director and Mrs. Sugandha Hiremath, Non-Executive & Non- Independent Director. Mr. Ravi Kapoor is the Chairman of the Stakeholders' Relationship Committee.

The terms of reference of the Committee are as follows:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

The Committee looks into redressing of shareholders/investors' complaints. No complaint was outstanding as on 1 April 2024. No complaints were filed during the financial year. Thus, no complaints were outstanding as on 31 March 2025.

Meetings and Attendance

The meeting of Stakeholders' Relationship Committee during the financial year 2024-25 was held on 04 February 2025. All the members of the committee were present at the meeting.

Compliance Officer

The Board has designated Mr. Rajasekhar Reddy, Company Secretary & Compliance Officer, of the Company as the Compliance Officer.

C. Nomination and Remuneration Committee

Composition

The Committee consists of Mr. V Ramachandra Kaundinya, Independent Director, Mr. Ravi Kapoor, Independent Director, Mr. Berjis Desai, Independent Director, Mr. Jai Hiremath, Executive Chairman, Mrs. Shivani Bhasin Sachdeva, Independent Director and Mr. S. K. Adivarekar, Independent Director. Mr. V Ramachandra Kaundinya is the Chairman of the Nomination & Remuneration Committee.

The terms of reference of the Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.
2. For every appointment of an Independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
4. Devising a policy on diversity of Board of Directors.

5. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
6. Whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Meetings and Attendance

The Nomination & Remuneration Committee met 3 (three) times during the financial year, the details of which are as under:

(1) 09 May 2024 (2) 01 August 2024 (3) 04 February 2025

The attendance of the Committee meetings is as under:

Name of the Director	Number of meetings attended
V Ramachandra Kaundinya	3
Ravi B Kapoor	2
Berjis Desai	3
Jai Hiremath	3
Shivani Bhasin Sachdeva	3
Shrikrishna K Adivarekar	3

Nomination and Remuneration Policy and performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Policy of the Company is uploaded on the website of the Company

https://www.hikal.com/uploads/documents/RemunerationPolicy.pdf .

The Board of Directors has approved the following criterion for performance evaluation of Independent Directors:

1. Director's background, knowledge and skills are relevant to the Board and business of the Company.
2. Whether the Director devotes sufficient time for Board matters and actively participates in the matters that are being discussed at the meetings.

3. Whether the Director is available for any discussions/inputs outside of Board/ Committee meetings.
4. Whether the Director helps in bringing an independent judgement to bear on the deliberations especially on strategy, risk management and performance of the Company.
5. Whether the Director works towards safeguarding the interest of all stakeholders in the Company.
6. Whether the Director brings quality and value in Board discussions.

D. Corporate Social Responsibility (CSR) Composition

The Committee consists of Mr. Jai Hiremath, Executive Chairman, Mrs. Ranjana Salgaocar, Independent Director, Mr. Sameer Hiremath, Vice Chairman & Managing Director and Mrs. Sugandha Hiremath, Non-Executive & Non-Independent Director. Mr. Jai Hiremath is the Chairman of the Corporate Social Responsibility Committee.

Meetings and Attendance

The Corporate Social Responsibility (CSR) Committee met twice during the financial year, the details of which are as under:

(1) 09 May 2024 (2) 04 February 2025

The attendance of the Committee meetings is as under:

Name of the Director	Number of meetings attended
Jai Hiremath	2
Ranjana Salgaocar	2
Sugandha Hiremath	2
Sameer Hiremath	2

E. Risk Management Committee

Composition

The Committee consists of Mr. Jai Hiremath, Executive Chairman, Mr. V. Ramachandra Kaundinya, Independent Director, Mr. Ravi Kapoor, Independent Director, Mr. Sameer Hiremath, Vice Chairman & Managing Director and Mr. Anish Swadi, Sr. President Animal Health & Business Transformation. Mr. Jai Hiremath is the Chairman of the Risk Management Committee.

Meetings and Attendance

The Risk Management Committee met twice during the financial year, the details of which are as under:

(1) 19 September 2024 (2) 27 March 2025

The attendance of the Committee meetings is as under:

Name of the Director	Number of meetings attended
Jai Hiremath	1
Sameer Hiremath	2
V Ramachandra Kaundinya	2
Ravi B Kapoor	2
Anish Swadi	2

The terms of reference of the Committee are as follows:

- (1) To formulate a detailed risk management policy which shall include:
- (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

- (c) Business continuity plan.

- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- (5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

F. Senior Management

S. No.	Name	Designation	Change since close of previous financial year
1.	Anish Swadi	Senior President – Animal Health & Business Transformation	-
2.	Kuldeep Jain	Chief Financial Officer	-
3.	Rajasekhar Reddy	Company Secretary and Vice President Legal & Secretarial	-
4.	Manoj Mehrotra	President - Pharmaceuticals	-
5.	Vimaldeep Kulshrestha	President - Crop Protection	-
6.	Ratish Jha	President - Human Resources	-
7.	Anil Ajmera	Head - Internal Audit	-
8.	T Devanathan	Vice President - Quality - Pharma	Superannuated on 15 April 2024
9.	K Suresh Babu	Head - Quality	Appointed from 15 April 2024
10.	Rakesh Ganorkar	Vice President - R&T - Pharma - CDMO	Ceased on 30 November 2024
11.	Ravi Khadabadi	Head - Supply Chain Management - Crop Protection	Ceased on 09 August 2024
12.	Parasuram Chavakulla	Head – Supply Chain Management	Appointed from 09 August 2024
13.	Mansukh Gokalbhai Patel	Head - Sustainability & Corporate EHS	-
14.	Dharmesh Panchal	Chief Technology Officer	Ceased from 09 April 2025
15.	Dr. Raghavendar Rao Morthala	Head – CDMO R&T Pharma & Animal Health BU	Appointed on 03 February 2025
16.	Ketan Karkhanis	Assistant Vice President - Information Technology	Ceased from 22 November 2024
17.	Pankaj Sharma	Assistant Vice President - Information Technology	Appointed on 26 December 2024

IV. GENERAL BODY MEETING

Financial Year	Location	Day, Date & Time	Special Resolutions Passed
2021-2022	Held through video conferencing and was deemed to have been held at the Registered Office.	Thursday, 22 September 2022 11.30 A.M.	<div>1. Appointment of Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director of the Company for a period 5 (Five) years in accordance with provisions of Section 149, 150, 152 and 160 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and relevant applicable provisions of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations 2015.</div> <div>2. Re-appointment of Mrs. Shivani Bhasin Sachdeva (DIN: 00590500) as an Independent Director of the Company for a period of 5 (Five) years in accordance with provisions of Section 149, 150 and 152 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and relevant applicable provisions of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations 2015.</div> <div>3. To increase the borrowing power of the Board in accordance with provisions of Section 180(1)(c) of Companies Act, 2013 read with rules framed thereunder, allowing the Board to borrow in excess of its aggregate paid up share capital, free reserves and securities premium account, provided that the total amount, outstanding at any time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed the aggregate of paid up share capital of the Company, its free reserves and securities premium account by more than ₹ 7,500 Million.</div> <div>4. To authorise the Board of Directors to create mortgage and charge on the assets of the Company in accordance with provisions of Section 180(1)(a) of Companies Act, 2013 read with rules framed thereunder, not exceeding the aggregate of paid up share capital of the Company, its free reserves and securities premium account by more than ₹ 7,500 Million.</div>
2022-2023	Held through video conferencing and was deemed to have been held at the Registered Office.	Tuesday, 26 September 2023 11.30 A.M.	<div>1. Appointment of Mr. Berjis M Desai (DIN: 00153675) as an Independent Director of the Company for a period of 5 (Five) years in accordance with provisions of Section 149, 150, 152 and 160 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and relevant applicable provisions of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations 2015.</div> <div>2. Appointment of Mr. V. Ramachandra Kaundinya (DIN: 00043067) as an Independent Director of the Company for a period of 5 (Five) years in accordance with provisions of Section 149, 150, 152 and 160 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and relevant applicable provisions of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations 2015.</div>
2023-2024	Held through video conferencing and was deemed to have been held at the Registered Office.	Tuesday, 17 September 2024 11.30 A.M.	<div>1. Re-ppointment of Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director of the Company for second term of 5 (Five) years with effect from 22 December 2024 to 21 December 2029 (both days inclusive) in accordance with provisions of Section 149, 150, 152 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and Regulation 17, 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015.</div>

Postal Ballot

During the Financial Year 2024-25 the Company conducted postal ballot for the following matters:

Sr. No	Particulars	Type and date of Resolution	Voting Pattern				
			No of votes polled	No of votes cast in favour	% of votes in favour	No of votes cast against	% of votes cast against
1.	Appointment of Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director of the Company	Special resolution dated 24 May 2024	54191017	54178390	99.98%	12627	0.02%
2.	Appointment of Mr. Sarangan Suresh (DIN: 10562713) as a Whole Time Director of the Company	Ordinary resolution dated 24 May 2024	54191217	54127289	99.88%	63928	0.12%

The Company at its Board meeting held on March 27, 2024, appointed Mr. Dhrumil Shah & Co. LLP as the scrutinisers to conduct the Postal Ballot Process in a fair and transparent manner. The Scrutinisers after the completion of scrutiny submitted their report to Mr. Rajasekhar Reddy, Company Secretary of the Company being authorised by the Chairman, to accept, acknowledge and countersign the scrutinisers report as well as to declare the voting results in accordance with the provision of the Companies Act, 2013 and Rules made thereunder.

V. DISCLOSURES

- (i) The Company has entered into related party transactions as set out in the Notes to Accounts, which are not likely to have a conflict with the interest of the Company. The details of all significant transactions with the related parties are periodically placed before the Audit Committee.
- (ii) Details of penalties or strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.–

During the year under review, the Company had paid an amount of ₹ 4,397,250 pursuant to a settlement order passed by SEBI for alleged failure to give adequate and timely disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) The Company has a code of conduct for Board members and senior management of the Company, which is posted on the Company's website. The employees covered by code of conduct, affirm on annual basis the compliance with the said code. The Company has a whistle blower policy which is also available on the website of the Company. No personnel of the Company have been denied access to the grievance redressal mechanism and Audit Committee of the Board of the Company.

- (iv) The Company has duly complied with all the mandatory Corporate Governance requirements including those specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46. The Company has also complied with non-mandatory requirements as specified in Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and continues to follow the regime of financial statements with unmodified opinion and the internal auditors reporting directly to the Audit Committee.
- (v) Material Subsidiaries:

The Company does not have any material subsidiaries as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy for determining material subsidiaries is posted on the website of the Company at <https://www.hikal.com/uploads/documents/PolicyfordeterminingMaterialSubsidiary.pdf>
- (vi) The Company has in place a Policy on dealing with Related Party Transactions and on Materiality of Related Party Transactions, which has been posted on the website of the Company <https://www.hikal.com/uploads/documents/RelatedPartyTransactionPolicy.pdf>.

(vii) The Company's operational activities involve purchase and sale of active ingredients, whose prices are exposed to the risk of fluctuations over short periods of time. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies. The international trade is primarily in USD and Euro which are major convertible currencies, and to that extent the exposure to forex exchange risk exists. However, the Company exports and imports in same currencies and there is a natural hedge for these currencies and the Company enters into forward contracts for open positions wherever deemed necessary.

(viii) There was no Preferential Allotment or Qualified Institutions Placement during the financial year as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ix) A Certificate from Dhrumil M. Shah & Co LLP, Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such Statutory Authority, is enclosed to this Report.

(x) There were no instances of non-acceptance of recommendations of any committee by the Board of Directors during the financial year 2024-25.

(xi) Details of fees for all services paid by the Company, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, are mentioned in Note No. 53 on Payments to Auditors in the standalone financial statements.

(xii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- Number of complaints filed during the financial year 2024-25: Nil
- Number of complaints disposed of during the financial year 2024-25: Nil
- Number of complaints pending as on end of the financial year 2024-25: Nil

(xiii) There were no instances of Non-compliance with any requirement of corporate governance report.

(xiv) The Company has in place a Dividend Distribution Policy, which has been posted on the website of the Company at <https://www.hikal.com/uploads/documents/HIKAL-DividendDistributionPolicy.pdf>.

(xv) Credit Rating:

Particulars	Rating Agency	Rating
Long term borrowing	ICRA Limited	ICRA A + (Stable)
Short term borrowing	ICRA Limited	ICRA A 1

(xvi) Loans and advances, by Company and Subsidiary, in the nature of loans to firms/companies in which directors are interested

S. No.	Name of the Entity	₹ in Million
1.	Acoris Research Limited	0.29

(xvii) Details of agreements specified in clause 5A to para A of part A of schedule III

- Number of agreements subsisting on the date of notification: 1(One)
- Salient features of the agreements: Family arrangement regarding transfer of shares
- Link to the webpage where the complete details of the agreements are available: <https://www.hikal.com/uploads/documents/DisclosureUnderRegulation30AofSEBILODRRegulations2015.pdf>

VI. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are published in leading Financial/Non-financial newspapers viz: Business Standard, Financial Express and Mumbai Lakshadeep, in terms of Regulation 47 of SEBI Listing Regulations. The results are simultaneously posted on the website of the Company www.hikal.com.

The press releases and the presentations made to the institutional investors or the analysts are also posted on the website of the Company www.hikal.com.

VII. GENERAL SHAREHOLDERS INFORMATION

(A) Annual General Meeting

Day and Date : Tuesday, 23 September 2025
Time : 11.30 AM
Venue : Through VC/OAVM

(B) Financial Year:

01 April 2024 to 31 March 2025

(C) Tentative Financial Calendar 2025-26:

1 st Quarter results	on or before 14 August 2025
2 nd Quarter results	on or before 14 November 2025
3 rd Quarter results	on or before 14 February 2026
4 th Quarter results	before end of 30 May 2026

(D) **Book Closure:** 17 September 2025 to 23 September 2025 (both days inclusive)

& Record Date: 02 September 2025

(E) Dividend Payment Date:

Dividend will be paid within 30 days from the date of declaration.

(F) Listing of Shares:

The Equity Shares are listed on the Stock Exchanges at BSE Limited, Mumbai, and National Stock Exchange of India Limited, Mumbai. The Company has paid the listing fees for FY 2025-26 to these Exchanges.

(G) Stock Code:

Stock Exchange	Scrip Code
BSE Ltd. (BSE)	524735
P J Towers, Dalal Street Fort, Mumbai 400001	
National Stock Exchange of India Ltd. (NSE)	HIKAL
Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai 400051	
Demat ISIN Number in NSDL & CDSL - INE475B01022 CIN No. - L24200MH1988PTC048028	

(H) Share Transfer Agents

MUFG Intime India Private Limited

C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Tel: +91 810 811 6767; Toll-free number: 1800 1020 878; Fax: 022-4918 6060;
Email: rnt.helpdesk@in.mpms.mufg.com;
Website: www.in.mpms.mufg.com

(I) Share Transfer/Transmission System

Trading in equity shares of the Company is permitted only in dematerialised form. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised to be able to freely transfer them and participate in various corporate actions.

Pursuant to SEBI Circular dated 25 January 2022, the listed companies shall issue the securities in dematerialised form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc.

After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerialising those shares.

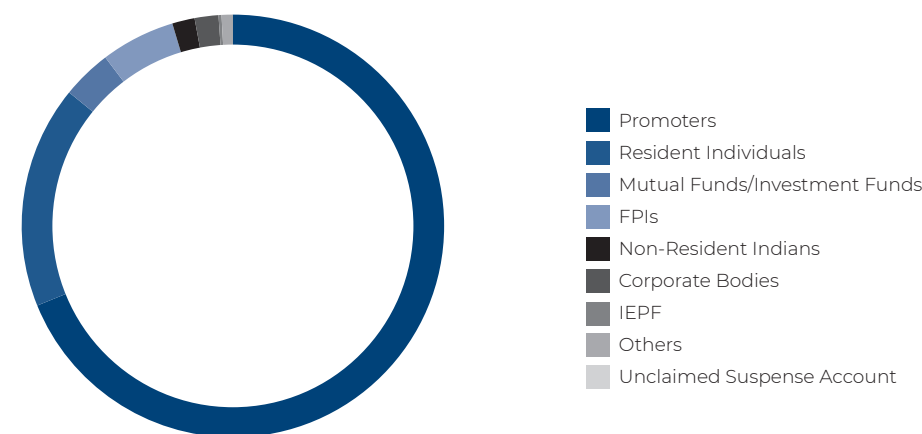
If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

(J) Distribution of Shareholding (Equity) as on 31 March 2025

Share Holding Nominal Value of		Share Holders		Share Holdings	
₹	₹	Number	% To Total	Number	% To Total
1	500	63524	90.3279	5052492	4.0977
501	1000	3128	4.4479	2387610	1.9364
1001	2000	1691	2.4045	2482549	2.0134
2001	3000	770	1.0949	1901476	1.5421
3001	4000	293	0.4166	1043721	0.8465
4001	5000	209	0.2972	982533	0.7969
5001	10000	390	0.5546	2801149	2.2718
10001	10001 And Above	321	0.4564	106649220	86.4952
TOTAL		70,326	100	123300750	100

(K) Shareholding pattern as on 31 March 2025 is as under:

Category of Shareholders	Number of Equity Shares	Percentage
Promoters	84,892,764	68.85
Resident Individuals	20,991,997	17.03
Mutual Funds/Investment Funds	4,682,552	3.80
FPIs	7,020,818	5.69
Non-Resident Indians	2,121,288	1.72
Corporate Bodies	2,245,405	1.82
IEPF	281,680	0.23
Others	10,35,737	0.84
Unclaimed Suspense Account	28,511	0.02
Total	123,300,750	100.00

Shareholding pattern as on 31 March 2025**(L) Dematerialisation of Shares**

As on 31 March 2025, 99.89% (123,168,288 shares) of the total equity capital is held in dematerialised form, out of which 91.87% (11,32,79,780 shares) is held with NSDL and 8.02% (98,88,508 shares) is held with CDSL.

(M) Outstanding global depository receipts, etc.

The Company has not issued any global depository receipts or American depository receipts or warrants or any other convertible instruments and therefore no such instruments are outstanding as on 31 March 2025.

(N) Plant Locations:

- MIDC, Taloja, Dist. Raigad, Maharashtra
- MIDC, Mahad, Dist. Raigad, Maharashtra
- GIDC, Panoli, Dist. Bharuch, Gujarat
- KIADB, Jigani, Bengaluru, Karnataka
- R & D Division at Hinjewadi, Pune, Maharashtra

(O) Investor Correspondence**i. MUFG Intime India Private Limited**

C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083

Tel: +91 810 811 6767; Toll-free number: 1800 1020 878; Fax: 022-4918 6060;

Email: rnt.helpdesk@in.mpms.mufg.com; Website: www.in.mpms.mufg.com

ii. Investors Relation Centre

Mr. Rajasekhar Reddy – Company Secretary & Compliance Officer

603-A, Great Eastern Chambers, 6th Floor, Sector 11, CBD Belapur, Navi Mumbai - 400 614

Tel: 91 22 6277 0299; Email: secretarial@hikal.com; Website: www.hikal.com.

(P) Disclosures with respect to demat suspense account/unclaimed suspense account

a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	36 shareholders & 30011 shares
b)	Number of shareholders who approached Company for transfer of shares from suspense account during the year;	2
c)	Number of shareholders to whom shares were transferred from suspense account during the year;	2
d)	Shares transferred to shareholders from Suspense account during the year	1,500
e)	Number of shares transferred from suspense account to Investor Education and Protection Fund, during the year;	Nil
f)	Aggregate number of shareholders whose shares are lying in the suspense account at the end of the year;	34
g)	Aggregate number of outstanding shares in the suspense account lying at the end of the year;	28,511

The Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

For and on behalf of the Board of Directors

Date: 7 August 2025
Place: Mumbai

Jai Hiremath
Executive Chairman
DIN: 00062203

CEO/CFO CERTIFICATION ISSUED PURSUANT TO THE PROVISIONS OF REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors,

Sub: CEO/CFO Certificate

- (a) We have reviewed financial statements, read with the cash flow statements of Hikal Ltd. for the year ended 31 March 2025, and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee of the Company, wherever applicable:
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Hikal Ltd.

Sd/-
Sameer Hiremath
Vice Chairman and Managing Director
DIN: 00062129

Place: Mumbai
Date: 14 May 2025

Sd/-
Kuldeep Jain
Chief Financial Officer

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

To the Members,
Hikal Ltd.

Subject: Declaration under Regulation 17 read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Regulation 17 read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31 March 2025.

For Hikal Ltd.

Sd/-
Sameer Hiremath
Vice Chairman and Managing Director
DIN: 00062129

Place: Mumbai
Date: 07 August 2025



CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V Para E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Hikal Limited

We have examined all the relevant records of **Hikal Limited (“the Company”)** for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) for the year ended **31 March 2025**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Dhrumil M. Shah & Co. LLP**
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 6459/2025

Sd/-
Dhrumil M. Shah
Partner

FCS 8021 | CP 8978
UDIN: F008021G000945188

Place: Mumbai
Date: 07 August 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Hikal Limited
CIN: L24200MH1988PTC048028
717/718 Maker Chamber V,
Nariman Point, Mumbai 400021

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Hikal Limited** having **CIN: L24200MH1988PTC048028** and having registered office at 717/718 Maker Chamber V, Nariman Point, Mumbai 400021 (hereinafter referred to as **‘the Company’**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that, as on 31 March 2025, none of the Directors on the Board of the Company as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

Sr. No.	Names of Director	DIN	Date of Appointment in Company
1.	Mr. Jai Vishwanath Hiremath	00062203	22-02-1991
2.	Mrs. Sugandha Jaidev Hiremath	00062031	05-02-1992
3.	Mr. Amit Babasaheb Kalyani	00089430	09-02-2012
4.	Ms. Shivani Bhasin Sachdeva	00590500	01-08-2019
5.	Mr. Shrikrishna Kiran Adivarekar ³	06928271	22-12-2021
6.	Mr. V Ramachandra Kaundinya	00043067	01-10-2023
7.	Mr. Berjis Desai	00153675	01-10-2023
8.	Mr. Ravi Kapoor	01761752	11-01-2024
9.	Ms. Ranjana Shivanand Salgaocar ¹	00120120	23-03-2024
10.	Mr. Sameer Jai Hiremath	00062129	26-05-1999
11.	Mr. Sarangan Suresh ²	10562713	01-04-2024

- Ms. Ranjana Shivanand Salgaocar was appointed as Additional Director in Independent Director category with effect from March 23, 2024 and was regularised as a Director in Independent Director category through special resolution passed vide Postal Ballot dated May 24, 2024.
- Mr. Sarangan Suresh was appointed as Additional Director in Executive Director category with effect from 01 April 2024 and was regularised as a Director in Whole Time Director category through ordinary resolution passed vide Postal Ballot dated May 24, 2024 respectively.
- Re-appointment of Mr. Shrikrishna Kiran Adivarekar as an Independent Director on the Board of Directors (“Board”) of the Company for the second term of 5 (five) consecutive years with effect from 22 December 2024 and ending on 21 December 2029 was approved by the shareholders at the 36th Annual General Meeting (“AGM”) held on 17 September 2024.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Dhrumil M. Shah & Co. LLP**
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 6459/2025

Sd/-
Dhrumil M. Shah
Partner

FCS 8021 | CP 8978
UDIN: F008021G000945078

Place: Mumbai
Date: 07 August 2025