

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, as on March 31, 2026 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	-
Shrikrishna K. Adivarekar DIN: 06928271	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	-
Berjis Minoo Desai* DIN: 00153675	Independent, Non-Executive Director	-
Sameer Hiremath DIN: 00062129	Vice Chairman & Managing Director, Promoter	Son of Jai Hiremath and Sugandha Hiremath
Sarangan Suresh DIN: 10562713	Whole Time Director	-

*Mr. Berjis Minoo Desai resigned as an Independent Director of the Company with effect from October 01, 2025.

The attendance of each Director at Board Meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies as on March 31, 2026, is as under:

Attendance at Board Meetings and last Annual General Meeting:

Name	Board Meeting					Held during the year	Attended	% of attendance	37 th AGM on Sept 23, 2025
	2025				2026				
	1	2	3	4	5				
	May 14	Aug 07	Nov 13	Dec 26	Feb 11				
Jai Hiremath						5	5	100	
Sugandha Hiremath						5	5	100	
Amit Kalyani						5	4	80	
Shivani Bhasin Sachdeva						5	5	100	
Shrikrishna K. Adivarekar						5	5	100	
V. Ramachandra Kaundinya						5	5	100	
Ravi B. Kapoor						5	5	100	
Ranjana S. Salgaocar						5	5	100	
Berjis Minoo Desai*						2	1	50	
Sameer Hiremath						5	5	100	
Sarangan Suresh						5	3	60	
Attended						Leave of Absence		Not Applicable	

*Mr. Berjis Minoo Desai resigned as an Independent Director of the Company with effect from October 01, 2025.

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Directorship, category of directorship and committee position as on March 31, 2026:

Name of the Director	Directorship#	Committee position##		Directorship in other listed companies	
		Membership	Chairmanship	Company	Category of Directorship
Jai Hiremath	1	-	-	-	-
Sugandha Hiremath	-	-	-	-	-
Amit Kalyani	5	2	-	Bharat Forge Limited	Executive Director
				Kalyani Steels Limited	Non-Executive, Non-Independent Director
				BF Utilities Limited	Non-Executive, Non-Independent Director
				Kalyani Investment Company Limited	Non-Executive, Non-Independent Director
				BF Investment Limited	Non-Executive, Non-Independent Director
Shivani Bhasin Sachdeva	3	2	-	-	-
Shrikrishna K. Adivarekar	4	5	2	Kalyani Steels Limited	Non-Executive, Independent Director
				BF Utilities Limited	Non-Executive, Independent Director
				Kalyani Investment Company Limited	Non-Executive, Independent Director
V. Ramachandra Kaundinya	2	3	2	-	-
Ravi B. Kapoor	1	-	-	Alkyl Amines Chemicals Limited	Non-Executive, Independent Director
Ranjana S. Salgaocar	-	-	-	-	-
Sameer Hiremath	1	-	-	-	-
Sarangan Suresh	-	-	-	-	-

#The Directorship and Committee position held by Directors (other than Hikal) as mentioned above, excludes directorship and membership/chairmanship in Private Limited Companies, Foreign Companies and Section 8 Companies.

##The Committee position held by Directors (other than Hikal) as mentioned above, includes only Membership/Chairmanship in Audit Committee and Stakeholders' Relationship Committee and Membership includes Chairmanship.

Mr. Berjis Minoo Desai resigned as an Independent Director of the Company with effect from October 01, 2025.

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 businesses and sectors for it to function effectively and those available with the Board are as follows:

Name	Age (as on March 31, 2026)	Qualifications	Skills, Expertise, Competencies
Jai Hiremath	77	Chartered Accountant India, 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	74	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.
Shivani Bhasin Sachdeva	52	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 K. Adivarekar	43	Chartered Accountant & Commerce Graduate	Industry knowledge & experience, strategy and planning, financial skills, legal and regulatory knowledge, corporate governance and risk management.
V. Ramachandra Kaundinya	70	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	65	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 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	52	BE (Chem), MBA & MS (I.T.) – Boston (USA)	Building High Performance Teams, IT-Digital Acumen, Projects Implementation, Strategic Planning.
Sarangan Suresh	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.

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The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfil the conditions as specified in the Securities and Exchange Board of India (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.

During the year under review, Mr. Berjis Minoo Desai, Independent Director of the Company, resigned from the Company effective October 01, 2025, due to preoccupation with unplanned professional and personal assignments. He also confirmed that there are no material reasons for his resignation, other than those stated above.

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 Director Meetings held during the Year:

The Board met 5 (five) times during the financial year, details of which are as follows:
(1) May 14, 2025, (2) August 07, 2025, (3) November 13, 2025, (4) December 26, 2025, (5) February 11, 2026.
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 March 31, 2026:

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.

₹ in million			
Director	Sitting Fees	Commission on net profits	Total
Sugandha Hiremath	1.40	-	1.40
Amit Kalyani	0.40	-	0.40
Shivani Bhasin Sachdeva	0.80	-	0.80
Shrikrishna Kiran Adivarekar	0.80	-	0.80
V. Ramachandra Kaundinya	1.70	-	1.70
Ravi B. Kapoor	1.60	-	1.60
Ranjana S. Salgaocar	1.30	-	1.30
Berjis Minoo Desai	0.30	-	0.30
Total	8.30	-	8.30

ii) Remuneration to Executive Directors:

₹ in million			
Name of the Director	Salary and Perquisites	Commission	Total
Jai Hiremath	13.40	-	13.40
Sameer Hiremath	13.40	-	13.40
Sarangan Suresh	5.71	-	5.71
Total	32.51	-	32.51

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
V. Ramachandra Kaundinya	Nil
Ravi B. Kapoor	17,000
Ranjana S. Salgaocar	Nil

The tenure of the office of the Managing Director and Whole-Time Directors is for 5 (Five) years. There is no separate provision for payment of severance fees.

The Executive and Non-Executive Directors were not granted stock option during the year under review.

The details of familiarisation programme of Independent Directors are uploaded on the Company’s website at <https://www.hikal.com/uploads/documents/Familiarization-ProgrammeForIndependentDirectors.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

Committee composition and meetings held during the year

The Audit Committee met 6 (Six) times during the financial year, the details of which are as under:
(1) May 14, 2025, (2) August 07, 2025, (3) November 13, 2025, (4) December 24, 2025, (5) February 10, 2026, (6) March 17, 2026.

The composition and number of meetings attended by members of the Committee are given below:

Name	Category	Audit Committee Meetings						Held during the year	Attended	% of attendance
		2025				2026				
		1	2	3	4	5	6			
		May 14	Aug 07	Nov 13	Dec 24	Feb 10	March 17			
V. Ramachandra Kaundinya	Chairman							6	6	100
Ravi B. Kapoor	Member							6	5	83
Ranjana S. Salgaocar [#]	Member							4	4	100
Berjis Minoo Desai*	Member							2	1	50
Sugandha Hiremath	Member							6	6	100
		Attended				Leave of Absence				Not Applicable

[#]Mrs. Rajana S. Salgaocar was appointed as member of the Audit Committee with effect from August 07, 2025.
^{*}Mr. Berjis Minoo Desai ceased to be a member of the Audit Committee with effect from October 01, 2025, upon resignation as an Independent Director of the Company.

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The terms of reference of the Committee are as follows:

1. 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.

B. Stakeholders’ Relationship Committee

Committee composition and meetings held during the year

The Stakeholders’ Relationship Committee met 1 (One) time on August 07, 2025, during the financial year. The composition and number of meeting attended by members of the Committee are given below:

Name	Category	Stakeholders’ Relationship Committee Meeting	Held during the year	Attended	% of attendance
		2025			
		1			
		August 07			
Ravi B. Kapoor	Chairman		1	1	100
Ranjana S. Salgaocar	Member		1	1	100
Sugandha Hiremath	Member		1	1	100

Attended

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.
5. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

Number of shareholders’ complaints received during the financial year

The Committee looks into redressing of shareholders/investors’ complaints. Details of shareholders’ complaints received during the financial year 2025-26 is given below:

Number of shareholders’ complaints received during the financial year 2025-26	2
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints as on March 31, 2026	0

Compliance Officer

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

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C. Nomination and Remuneration Committee

Committee composition and meetings held during the year

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

(1) May 14, 2025, (2) August 07, 2025, (3) February 10, 2026.

The composition and number of meetings attended by members of the Committee are given below:

Name	Category	Nomination and Remuneration Committee Meetings			Held during the year	Attended	% of attendance
		2025		2026			
		1	2	3			
		May 14	Aug 07	Feb 10			
V. Ramachandra Kaundinya	Chairman				3	3	100
Shivani Bhasin Sachdeva	Member				3	2	67
Shrikrishna Kiran Adivarekar	Member				3	3	100
Ravi B. Kapoor	Member				3	2	67
Berjis Minoo Desai*	Member				2	1	50
Jai Hiremath	Member				3	3	100

Attended
 Leave of Absence
 Not Applicable

*Mr. Berjis Minoo Desai ceased to be a member of the Nomination and Remuneration Committee with effect from October 01, 2025, upon resignation as an Independent Director of the Company.

The terms of reference of the Committee are as follows:

- 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.
- 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:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- 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.
- 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.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

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 have approved the following criterion for performance evaluation of Independent Directors:

- Director's background, knowledge and skills are relevant to the Board and business of the Company.
- Whether the Director devotes sufficient time for Board matters and actively participates in the matters that are being discussed at the meetings.
- Whether the Director is available for any discussions/inputs outside of Board/Committee meetings.
- Whether the Director helps in bringing an independent judgement to bear on the deliberations especially on strategy, risk management and performance of the Company.
- Whether the Director works towards safeguarding the interest of all stakeholders in the Company.
- Whether the Director brings quality and value in Board discussions.

D. Corporate Social Responsibility Committee

Committee composition and meetings held during the year

The Corporate and Social Responsibility Committee met 2 (Two) times during the financial year, the details of which are as under:

(1) May 14, 2025, (2) February 11, 2026.

The composition and number of meetings attended by members of the Committee are given below:

Name	Category	Corporate Social Responsibility Committee Meetings		Held during the year	Attended	% of attendance
		2025	2026			
		1	2			
		May 14	Feb 11			
Jai Hiremath	Chairman			2	2	100
Sugandha Hiremath	Member			2	2	100
Ranjana S. Salgaocar	Member			2	2	100
Sameer Hiremath	Member			2	2	100

Attended

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E. Risk Management Committee

Committee composition and meetings held during the year

The Risk Management Committee met 2 (Two) times during the financial year, the details of which are as under:

(1) October 16, 2025, (2) March 31, 2026.

The composition and number of meetings attended by members of the Committee are given below:

Name	Category	Risk Management Committee Meetings		Held during the year	Attended	% of attendance
		2025	2026			
		1	2			
		Oct 16	March 31			
Jai Hiremath	Chairman			2	2	100
Sameer Hiremath	Member			2	2	100
V. Ramachandra Kaundinya	Member			2	2	100
Ravi B. Kapoor	Member			2	2	100
Anish Swadi	Member			2	2	100

 Attended

The terms of reference of the Committee are as follows:

- To formulate a detailed risk management policy which shall include:
 - 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.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- 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

Sr. 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	Superannuated on April 14, 2026
6.	Ratish Jha	President - Human Resources	-
7.	Anil Ajmera	Head - Internal Audit	-
8.	K Suresh Babu	Head - Quality	-
9.	Parasuram Chavakulla	Head – Supply Chain Management	-
10.	Mansukh Gokalbhai Patel	Head - Sustainability & Corporate EHS	-
11.	Dr. Raghavendar Rao Morthala	Head – CDMO R&T Pharma & Animal Health BU	-
12.	Pankaj Sharma	Assistant Vice President – Information Technology	-
13.	Ravi Khadabadi	President – Crop Protection & Specialty Chemicals	Appointed with effect from May 27, 2026

IV. GENERAL BODY MEETING

Financial Year	Location	Day, Date & Time	Special Resolutions Passed
2022-2023	Held through video conferencing and was deemed to have been held at the Registered Office	Tuesday, September 26, 2023 11.30 A.M.	1) Appointment of Mr. Berjis Minoo 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 the 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. 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.
2023-2024	Held through video conferencing and was deemed to have been held at the Registered Office	Tuesday, September 17, 2024 11.30 A.M.	Re-appointment of Mr. Shrikrishna Kiran Adivarekar (DIN: 06928271), as an Independent Director of the Company for second term of 5 (Five) years with effect from December 22, 2024 to December 21, 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.
2024-2025	Held through video conferencing and was deemed to have been held at the Registered Office	Tuesday, September 23, 2025 11.30 A.M.	Nil

Postal Ballot**Special resolution or ordinary resolution passed through Postal Ballot during FY 2025-26:**

There was no special resolution or ordinary resolution passed through Postal Ballot during the financial year 2025-26.

Details of the special resolution proposed to be conducted through postal ballot:

The Board, based on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. Sandip Parikh (DIN: 00030990), as an Additional Director in the category of Independent Director of the Company for a period of five years with effect from May 27, 2026. Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders for appointment or re-appointment of a Director is required to be taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of shareholders is proposed to be taken through a postal ballot.

The Board of Directors has, in its meeting held on May 27, 2026, accorded their approval to conduct a Postal Ballot through electronic mode (i.e. through remote e-voting) for obtaining Shareholders' approval by a Special resolution for appointment of Mr. Sandip Parikh (DIN: 00030990) as an Independent Director of the Company for a period of five years with effect from May 27, 2026.

Consequent upon the Postal Ballot exercise launched by the Company, the Shareholders have approved by way of Special Resolution, the appointment of Mr. Sandip Parikh, as an Independent of the Company for a period of 5 (Five) years from May 27, 2026.

Procedure for Postal Ballot:

All postal ballots are carried out as per the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Circulars issued by Ministry of Corporate Affairs ("MCA Circulars") from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 non-compliance by the Company, 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:

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other authority on any matter relating to capital market during the last three years.

(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 <https://www.hikal.com/uploads/documents/CodeofConduct-BODandSr.Mgt.pdf>. 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 <https://www.hikal.com/uploads/documents/HikalWhistleBlowerPolicyRev2024.pdf>. 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 Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also complied with non-mandatory requirements as specified in Part E of Schedule II of the Listing Regulations 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 Securities and Exchange Board of India (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. 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 2025-26 as specified under Regulation 32 (7A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ix) A Certificate from Dhruvil 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 2025-26.

(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. 54 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 2025-26	0
Number of complaints disposed of during the financial year 2025-26	0
Number of complaints pending as on end of the financial year 2025-26	0

(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 assigned	Previous rating	Date of revision
Long term borrowing	ICRA Limited	[ICRA] A (Stable)	[ICRA] A+ (Stable)	November 24, 2025
Short term borrowing	ICRA Limited	[ICRA] A2+	ICRA A1	November 24, 2025

The Company does not have any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, in India or abroad during the financial year ended March 31, 2026.

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

Sr. No.	Name of the Entity	₹ in million
1.	Acoris Research Limited	0.33

REPORT ON CORPORATE GOVERNANCE (CONTD.)

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 and Mumbai Lakshadeep, in terms of Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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	: Wednesday, September 23, 2026
Time	: 11:30 A.M.
Venue	: Through VC/OAVM

(B) Financial Year:

April 01, 2025, to March 31, 2026

(C) Tentative Financial Calendar 2026-27:

1 st Quarter results	: On or before August 14, 2026
2 nd Quarter results	: On or before November 14, 2026
3 rd Quarter results	: On or before February 14, 2027
4 th Quarter results	: On or before May 30, 2027

(D) Record date:

Friday, September 04, 2026

(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 2026-27 to these Exchanges.

(G) Stock Code:

Stock Exchange	Scrip Code
BSE Limited (BSE) P J Towers, Dalal Street Fort, Mumbai - 400 001	524735
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400 051	HIKAL
Demat ISIN number in NSDL & CDSL	: INE475B01022
Corporate Identification Number (CIN)	: L24200MH1988PTC048028

(H) Share Transfer Agents:

MUFG Intime India Private Limited
C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083
Tel: +91 81 0811 6767; Toll-free number: 1800 1020 878;
Email: investor.helpdesk@in.mpms.mufg.com;
Website: 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 January 25, 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.

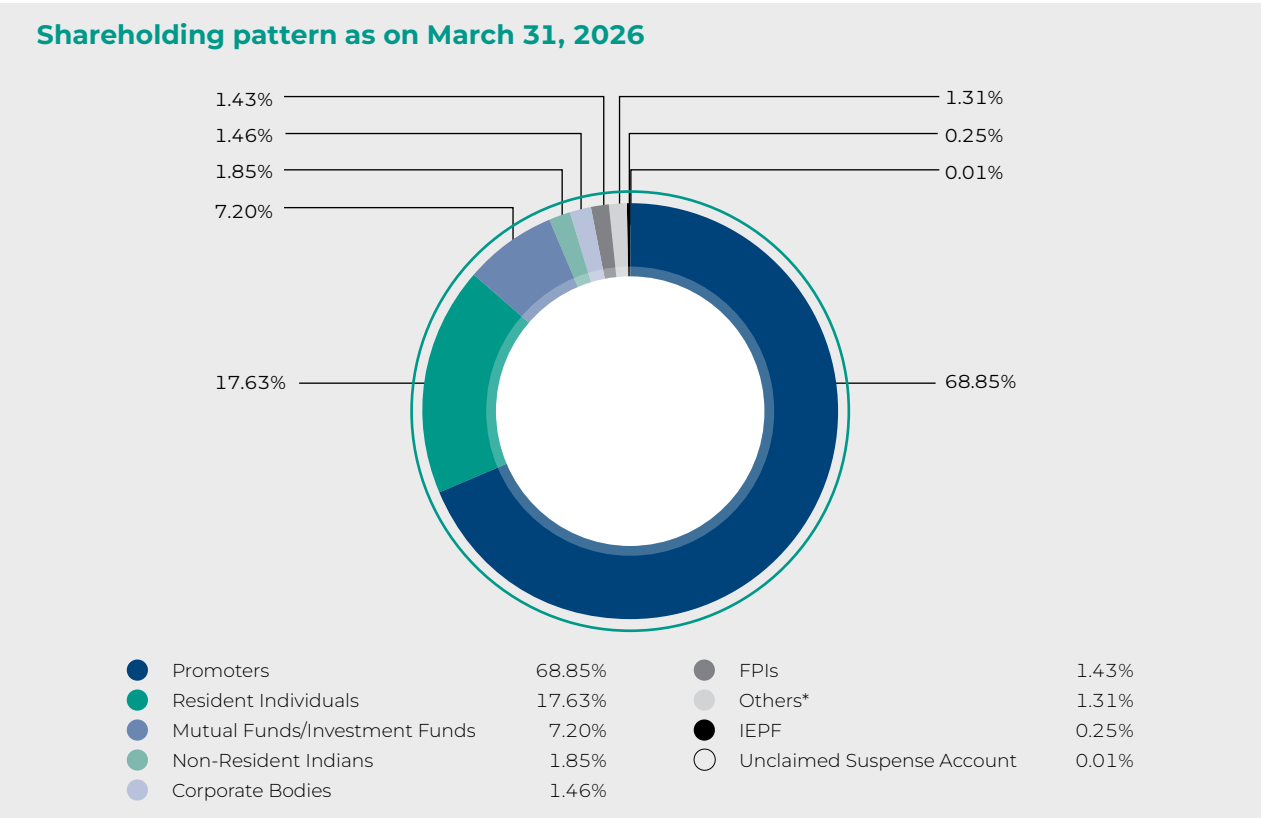
(J) Distribution of Shareholding (Equity) as on March 31, 2026

Shareholding nominal value of		Shareholders		Shareholdings	
₹	₹	Number	% to Total	Number	% to Total
1	500	68691	90.5652	5605793	4.5464
501	1000	3430	4.5223	2641316	2.1422
1001	2000	1799	2.3719	2662842	2.1596
2001	3000	767	1.0112	1894871	1.5368
3001	4000	275	0.3626	983151	0.7974
4001	5000	215	0.2835	1004503	0.8147
5001	10000	375	0.4944	2735772	2.2188
10001	10001 and Above	295	0.3889	105772502	85.7842
Total		75847	100	123300750	100

(K) Shareholding Pattern as on March 31, 2026 is as under:

Category of Shareholders	Number of Equity Shares	Percentage
Promoters	84892764	68.85
Resident Individuals	21740846	17.63
Mutual Funds/Investment Funds	8878028	7.20
Non-Resident Indians	2281636	1.85
Corporate Bodies	1801771	1.46
FPIs	1765980	1.43
Others	1620857	1.31
IEPF	310982	0.25
Unclaimed Suspense Account	7886	0.01
Total	123300750	100

REPORT ON CORPORATE GOVERNANCE (CONTD.)



*Others include Trusts, Body Corp-ltd Liability Partnership, Hindu Undivided Family, Clearing Member, Trust (Employees), Central Government/President of India.

(L) Dematerialisation of shares

As on March 31, 2026, 99.91 % (123,191,475 shares) of the total equity capital is held in dematerialised form, out of which 90.41% (111,470,493 shares) is held with NSDL and 9.51% (11,720,982 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 March 31, 2026.

(N) Plant Locations:

- a) MIDC, Taloja, Dist. Raigad, Maharashtra
- b) MIDC, Mahad, Dist. Raigad, Maharashtra
- c) GIDC, Panoli, Dist. Bharuch, Gujarat
- d) KIADB, Jigani, Bengaluru, Karnataka
- e) 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 - 400 083
Tel: +91 81 0811 6767; Toll-free number: 1800 1020 878;
Email: investor.helpdesk@in.mpms.mufg.com;
Website: 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

Sr. No.	Particulars	Details
a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	34 shareholders & 28511 shares
b)	Number of shareholders who approached Company for transfer of shares from suspense account during the year;	0
c)	Number of shareholders to whom shares were transferred from suspense account during the year;	0
d)	Shares transferred to shareholders from Suspense account during the year	0
e)	Number of shares transferred from suspense account to Investor Education and Protection Fund, during the year;	20625
f)	Aggregate number of shareholders whose shares are lying in the suspense account at the end of the year;	12
g)	Aggregate number of outstanding shares in the suspense account lying at the end of the year;	7886

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

Place: Mumbai
Date: August 26, 2026

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 March 31, 2026, 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 Limited

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

Place: Mumbai
Date: May 25, 2026

Sd/-
Kuldeep Jain
Chief Financial Officer

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

To the Members,
Hikal Limited

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 Members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management for the financial year ended March 31, 2026.

For Hikal Limited

Sd/-
Sameer Hiremath

Vice Chairman and Managing Director
DIN: 00062129

Place: Mumbai
Date: August 26, 2026

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
CIN: L24200MH1988PTC048028
717/718, Maker Chamber V,
Nariman Point, Mumbai - 400 021

We have examined all the relevant records of **Hikal Limited** (hereinafter referred to as **“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 March 31, 2026.

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

Sd/-
Dhruvil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021H001202412

Place: Mumbai
Date: August 26, 2026

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 - 400 021

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 none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 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.	Mrs. Shivani Bhasin Sachdeva	00590500	01-08-2019
5.	Mr. Shrikrishna Kiran Adivarekar	06928271	22-12-2021
6.	Mr. V Ramachandra Kaundinya	00043067	01-10-2023
7.	Mr. Berjis Minoo Desai ¹	00153675	01-10-2023
8.	Mr. Ravi Kapoor	01761752	11-01-2024
9.	Ms. Ranjana Shivanand Salgaocar	00120120	23-03-2024
10.	Mr. Sameer Jai Hiremath	00062129	26-05-1999
11.	Mr. Sarangan Suresh	10562713	01-04-2024

¹Mr. Berjis Minoo Desai ceased to be an Independent Director of the Company with effect from October 1, 2025.

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

Sd/-
Dhruvil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021H001202291

Place: Mumbai
Date: August 26, 2026