



## HIKAL LIMITED

CIN : L24200MH1988PTC048028

Registered Office : 717/718, Maker Chamber V, Nariman Point, Mumbai - 400021

Telephone : 022 – 30973100, Fax : 022 - 27574277

E-mail : secretarial@hikal.com Web : www.hikal.com

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Hikal Limited will be held on Monday, the 11<sup>th</sup> day of June, 2018 at 11.00 a.m. at Centrum Hall A, 1<sup>st</sup> Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai - 400005 to transact the following business:

#### **SPECIAL BUSINESS:**

##### **1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of ₹ 75,00,00,000 (Rupees Seventy Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two Only) each and 50,00,000 (Fifty Lacs) cumulative redeemable preference shares of ₹100/- (Rupees One Hundred Only) each be and is hereby reclassified to ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores ) Equity shares of ₹ 2/- (Rupees Two Only) each and ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lacs) cumulative redeemable preference shares of ₹100/- (Rupees One Hundred Only) each.”

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is ₹ 75,00,00,000 (Rupees Seventy Five Crores) comprising of ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores ) Equity shares of ₹ 2/- (Rupees Two Only) each and ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each (at a fixed dividend rate to be determined by the Board at the time of issue which shall not exceed 16%), with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.”

##### **2. Change in the Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) The Authorised Share Capital of the Company is ₹ 75,00,00,000 (Rupees Seventy Five Crores) comprising of ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity shares of ₹ 2/- (Rupees Two Only) each and ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each.”

“**RESOLVED FURTHER THAT** the Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 thereof by the following new Article as under:

3. The Authorised Share Capital of the Company is ₹ 75,00,00,000 (Rupees Seventy Five Crores) comprising of ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores ) Equity shares of ₹ 2/- (Rupees Two Only) each and ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each (at a fixed dividend rate to be determined by the Board at the time of issue which shall not exceed 16%), with the rights, privileges and conditions attached thereto as are provided by the Articles

of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

### 3. Issue of Bonus Shares

To consider and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 8,22,00,500/- (Rupees Eight crores Twenty Two Lakhs Five Hundred) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 2/- (Rupees Two only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 2/- (Rupees Two only) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (one) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 2 (two) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**RESOLVED FURTHER THAT**, the Board be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/ sub-committee of the Board to further delegate all or any of its powers/ duties to any of its members.”

**By Order of the Board of Directors**

For Hikal Ltd.

Sham Wahalekar

**Company Secretary**

**Mumbai, 9<sup>th</sup> May, 2018**

**NOTES :**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
2. **A Member entitled to attend and vote at this Extra Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.**
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Extra Ordinary General Meeting. The notice is also available on the Company's website [www.hikal.com](http://www.hikal.com) Communication details of R&T agent are as under:  
  
Universal Capital Securities Pvt. Ltd.  
21, Shakil Niwas, Mahakali Caves Road,  
Opp. Satya Sai Baba Temple, Andheri (East),  
Mumbai – 400093  
Phone : 022 – 28207203/04/05  
Fax: : 022 - 28207207  
Email : [info@unisec.in](mailto:info@unisec.in)
5. The facility for voting, through ballot paper shall also be made available at the meeting for members who have not already cast their vote prior to the meeting.
6. The members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again or change their vote at the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the register of contracts or arrangements under section 189 of the Companies Act, 2013 will be available for inspection by the members at the EOGM.
9. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 4<sup>th</sup> May 2018.
10. Members are requested to bring the Notice of Extra Ordinary General Meeting to the meeting. Further, members are requested to bring the attendance slip with them duly filled in and hand over the same at the entrance of the meeting hall.

11. In compliance with the provisions of Section 108 of the Companies Act 2013 and the rules framed thereunder read with the regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is also offering e-voting option to all the Members. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically. Facility for voting at the meeting by ballot or poll paper will be made available and members attending meeting who have not already cast their vote by remote e-voting would be able to exercise their right at the meeting.
12. In line with the “Green Initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of services of Notice/documents on the Shareholders, the Company is sending this Notice electronically on the registered e-mail addresses as opted by the Members. The Company is dispatching EOGM Notice to those shareholders who have not opted for Green initiative in accordance with the law.
13. The Company has appointed Mr Ashish Bhatt, a Practicing Company Secretary, as the Scrutinizer to conduct the e voting in a fair and transparent manner. The Scrutiniser shall unlock the votes and will submit the report to the Chairman of the company after completion of the scrutiny and the results of the Ballot / e voting will be announced within 48 hours from the end of e-voting period. The results of the Ballot / e voting will be posted on the Company’s website at [www.hikal.com](http://www.hikal.com) for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
14. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted alongwith the Notice on the website of the Company i.e. [www.hikal.com](http://www.hikal.com)

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 8<sup>th</sup> June, 2018 at 9 AM and ends on 10<sup>th</sup> June, 2018 at 5 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4<sup>th</sup> June, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once a vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue, but they may attend the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number, which is mentioned in the address label as serial number affixed on the EOGM Notice in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## ANNEXURE TO THE NOTICE

### **EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item 1 and 2: Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association & Articles of Association.**

The present authorised capital of the Company is ₹ 75,00,00,000 (Rupees Seventy Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two Only) each and 50,00,000 (Fifty Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each.

A separate proposal for Bonus issue of 4,11,00,250 (Four Crores, Eleven Lacs and Two Hundred and Fifty) Equity Shares of face value of ₹ 2/- each has been submitted for the approval of Shareholders under item no. 3 of this Notice.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and Article 3 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses.

The preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of ₹ 75,00,00,000 (Rupees Seventy Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two Only) each and 50,00,000 (Fifty Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each is reclassified to ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores ) Equity shares of ₹ 2/- (Rupees Two Only) each and ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five Lacs) cumulative redeemable preference shares of ₹ 100/- (Rupees One Hundred Only) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association & Articles of Association of the Company.

The Board of Directors recommends the passing of these Resolutions by special resolutions. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

#### **Item 3: Issue of Bonus shares**

The Board of Directors at its meeting held on May 9, 2018, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 2/- (Rupees Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹ 2/- (Rupees Two only) each for every 2 (two) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each by capitalising a sum of ₹ 8,22,00,500 (Rupees Eight Crores, Twenty-two Lakhs Five Hundred) out of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 160 of the Articles of Association of the Company permits payment of unissued shares to be issued to the members of the Company as fully paid bonus shares. Capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Resolutions as set out in the accompanied Notice for approval of the members.

The Directors of the Company, their relatives and key managerial persons may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

**By Order of the Board of Directors**

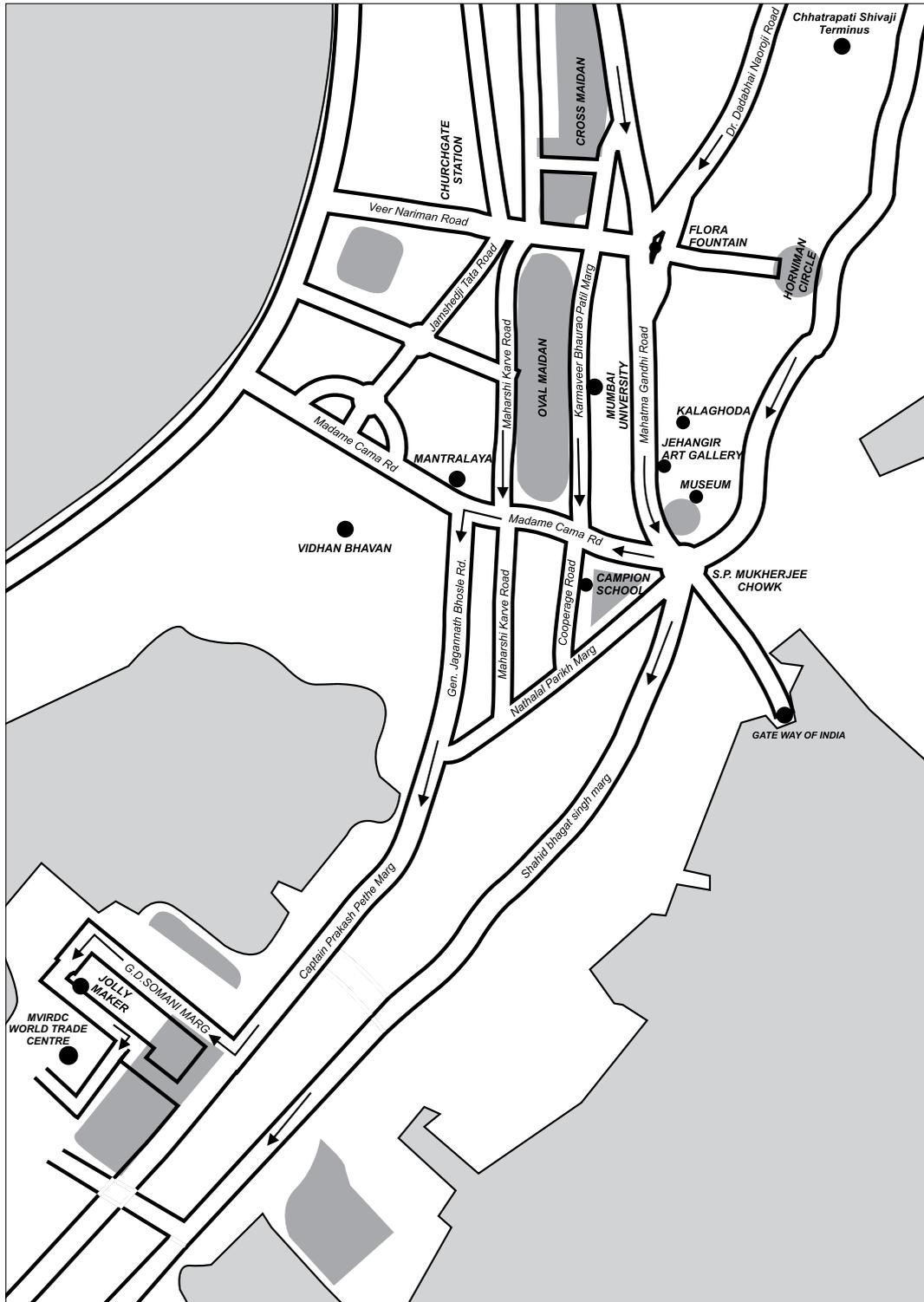
For Hikal Ltd.

Sham Wahalekar

**Company Secretary**

**Mumbai, 9<sup>th</sup> May, 2018**

### EOGM Venue and Route Map



Address : Centrum Hall 'A', 1<sup>st</sup> Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai – 400 005



# HIKAL LIMITED

CIN : L24200MH1988PTC048028

Registered Office : 717/718, Maker Chamber V, Nariman Point, Mumbai - 400021

Telephone : 022 – 30973100, Fax : 022 - 27574277

E-mail : secretarial@hikal.com Web : www.hikal.com

## Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### Extra Ordinary General Meeting : 11 June, 2018

Name of member(s) :
Registered address :
E Mail Id:
Folio No. / DP ID - Client ID:

I / We, being the member(s), holding \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ Or failing him / her
- Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, 11 June, 2018 at 11.00 a.m. at Centrum Hall 'A', 1<sup>st</sup> Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai – 400 005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Special Business</b>			
1	Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association		
2	Change in the Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association		
3	Issue of Bonus Shares		

Signed this ..... day of ..... 2018.

Affix Revenue stamp Re. 1
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Signature of the member

Signature of the Proxy Holder(s)

#### NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

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Telephone : 022 – 30973100, Fax : 022 - 27574277

E-mail : secretarial@hikal.com Web : www.hikal.com

### ATTENDANCE SLIP

**Folio No./ DP ID / Client ID:**

**Number of shares held:**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at the Centrum Hall 'A', 1<sup>st</sup> Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai – 400 005 on Monday, 11 June 2018 at 11.00 A.M.

\_\_\_\_\_  
Name of the Member / Proxy

(in BLOCK letters)

\_\_\_\_\_  
Signature of the Member / Proxy

#### Notes:

- 1) Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
- 2) Notice of the Extra Ordinary General Meeting (EOGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EOGM can print copy of this Attendance Slip.
- 3) Notice of Extra Ordinary General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



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### BALLOT FORM

1	Name and Registered Address of the Sole/ First named Shareholder / Member	:	
2	Name(s) of the Joint Shareholder(s) / Member(s), if any, (in block letters)	:	
3	Registered Folio No./ DP ID No./ Client ID No. * (*Applicable to members holding shares in dematerialized form)	:	
4	Number of share(s) held	:	

5 I/We hereby cast my/our votes in respect of the following Resolution as specified in the Notice of Hikal Ltd. dated 9 May 2018 to be passed through ballot / poll for the businesses stated in the said notice by conveying my/ our assent/ dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Description	Number of shares	I/We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
i	Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association			
ii	Change in the Authorised Share Capital and consequent Alteration of Capital clause in the Articles of Association			
iii	Issue of Bonus shares			

PLACE:

DATE:

\_\_\_\_\_  
(Signature of the Shareholder/Member)

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form.

(ii) Please read carefully the instructions printed overleaf before exercising your vote

## **INSTRUCTIONS**

- 1 A Shareholder/ Member desiring to exercise his/her vote by ballot may complete this ballot form and send it to the Company or hand over at the venue of Extra Ordinary General Meeting. However, envelopes containing Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
- 2 Please convey your assent/dissent in this Ballot Form. The assent/dissent received in any other form shall not be considered valid.
- 3 A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 4 This Ballot Form should be completed and signed by the Shareholder/ Member. In case of joint-holding, this Form should be completed and signed as per the specimen signature registered with the Company/Depository Participants by the first named Shareholder and in his/her absence, by the next named Shareholder/Member.
- 5 Unsigned Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Ballot shall be final and binding.
- 6 In case of shares held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board resolution/Authority together with attested specimen signature(s) of the authorised signatory(ies).
- 7 A Shareholder/Member need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
- 8 Duly completed Ballot Form should be received by the Scrutinizer not later than the close of working hours on June 10, 2018. Ballot Forms received after this date will be treated as if no reply from the Shareholders/Member has been received.
- 9 Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders/Members on the date of dispatch of the notice.
- 10 Shareholders/Members are requested not to send any other paper along with the Ballot Form. Any extraneous paper found would be destroyed by the scrutiniser.