



HIKAL®

HIKAL LTD

Regd. Office : 717/718, Maker Chamber - V, Nariman Point, Mumbai - 400 021.

MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF HIKAL LTD. HELD ON WEDNESDAY, 12<sup>TH</sup> AUGUST, 2015 AT 11.00 AM AT CENTRUM HALL A, 1<sup>ST</sup> FLOOR AT CENTRE 1, WORLD TRADE CENTRE, CUFFE PARADE, MUMBAI - 400 005 TO TRANSACT THE FOLLOWING BUSINESS

Present : 1. Mr. Jai Hiremath - (in the Chair)  
2. Mr. Sameer Hiremath - President & Joint Managing Director  
3. Mr. Kannan Unni - Director  
4. Mrs. Sugandha Hiremath - Director  
5. Members - (as per attendance list)

Present on  
Invitation : Mr. Aniruddh Godbole - Partner in M/s. BSR & Co. LLP,  
Statutory Auditors of the Company.

Mr. Jai Hiremath, Chairman took the Chair.

1. Notice of the meeting with the consent of the members was taken as read.
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting in order.
3. The Chairman welcomed the members to the annual general meeting. The Chairman then mentioned that his message is included in the Annual Report and informed that the registers/documents ought to be kept open for inspection as per law are available for inspection by shareholders. He further mentioned that there were no qualifications, observations or comments in the Auditors Report on the accounts for the year ended on 31.03.2015. Hence the same was taken as read with the consent of the Shareholders present in the meeting.
4. The Chairman informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules 2014 and clause 35B of the listing agreement with stock exchanges, remote e-voting and voting by ballot facilities were provided to the members of the Company. Members voted through e-voting till 11<sup>th</sup> August 2015 being the last date for e-voting. Similarly, at the venue of annual general meeting (on 12<sup>th</sup> August 2015), ballot forms were distributed to the Members present in person/proxy. Voting by show of hands was not allowed at the annual general meeting (AGM) in terms of provisions of Companies Act 2013.

The Board had appointed M/s Ashish Bhatt & Associates, practicing company secretaries as scrutinisers to scrutinise the votes cast through e-voting and ballot forms. Chairman informed the Shareholders that combined result of remote e-voting and voting by ballot forms will be declared after receipt of the Scrutinisers

CHAIRMAN'S  
INITIALS



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Report but within 72 hours of end of e-voting (which ended at 5.00 p.m. on 11<sup>th</sup> August, 2015). He further informed that the results will be sent to Stock Exchanges and will be uploaded on Hikal's website.

5. The shareholders considered the profit and loss account for the year ended 31st March 2015 and the balance-sheet as on that date and the auditors report thereon and the directors report attached thereto including the annexures annexed thereto.

The Chairman replied to the questions/queries of the shareholders, pertaining to the accounts.

**Ordinary Business :**

1. Mr. Vinod Agarwal proposed the following resolution as ordinary resolution.

“Resolved that the audited profit and loss account for the year ended 31<sup>st</sup> March 2015 and balance sheet as on that date (standalone & consolidated) together with the directors report and the auditors report thereon be and are hereby adopted”.

Mr. Vinay Bhide seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

2. Mr. A. I. Suraiya proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of Rs. 1.00 (Rupee One only) per equity share including Rs.0.50 (Fifty Paise only) per equity share declared as interim dividend for the year 2014-15 by the Board of Directors at their meeting held on 5.5.2015, be and is hereby declared out of the current profits of the company for the year ended 31.03.2015”.

“RESOLVED FURTHER THAT dividend warrants be posted within 30 days hereof to all the shareholders who are entitled to receive the payments”.

Mr. Suresh Kamath seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.



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3. Mr. A. I. Suraiya proposed the following resolution as ordinary resolution.

“RESOLVED THAT Ms. Sugandha Hiremath, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the company”.

Mr. Bharat Shah seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

4. Mr. Bharat Shah proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 to Section 142 and other provisions applicable if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. BSR & Co. LLP, Chartered Accountants bearing ICAI Registration No.101248W/W-100022 be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may fixed by the Audit Committee / Board of Directors of the Company.”

Mr. Suresh Kamath seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

**Special Business**

5. Mr. Vinod Agarwal proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Shivkumar Kheny, Independent Director of the Company (DIN : 01487360), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from 5<sup>th</sup> May 2015.”

Mr. Rajendra Shah seconded the resolution.

CHAIRMAN'S  
INITIALS

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On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,70,24,056 votes cast in favour and 12,93,465 votes cast against the resolution.

6. Mr. Suresh Kamath proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Wolfgang Welter, Independent Director of the Company (DIN : 00580197), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from 5<sup>th</sup> May 2015.”

Mr. A. I. Suraiya seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

7. Mr. Bharat Shah proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Professor Dr. Axel Kleemann, Independent Director of the Company (DIN : 02977521), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from 5<sup>th</sup> May 2015.”

Mr. Vinod Agarwal seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

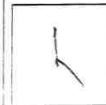
8. Mr. Rajendra Shah proposed the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of Rs. 1 Lac



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(Rupees One Lac only) plus service tax as applicable and reimbursement of out of pocket expenses to be paid to M/s VJ Talati & Co., cost auditors of the Company for the financial year 2015-16, as approved by the Board of Directors of the Company be and is hereby ratified.”

Mr. Bharat Shah seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,83,17,521 votes cast in favour and 0 votes cast against the resolution.

9. Mr. Suresh Kamat proposed the following resolution as special resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by addition of new clause No.183 after the existing clause No.182 which will be read as under :

CLAUSE NO. 183 :

Appointment of the an individual as Chairman & Managing Director at the same time : The company can appoint an individual as Chairman & Managing Director at the same time. This is in consonance with the provisions of section 203 of the Companies Act, 2013 which deals with the appointment of key managerial persons according to which an individual can be appointed as Chairman & Managing Director at the same time, if the articles of association contains the provision to this effect.”

“FURTHER RESOLVED THAT all the Directors and / or Company Secretary, be and is hereby authorised singly to do all the necessary things, acts, deeds as may be necessary in this regard”.

Mr. Rajendra Shah seconded the resolution.

On the basis of e-voting and ballot voting at the AGM the above resolution was passed with 3,71,56,791 votes cast in favour and 11,60,730 votes cast against the resolution.

There being no other business to transact, the meeting was terminated with a vote of thanks to the Chair.

CHAIRMAN'S INITIALS

Empty box for Chairman's initials

for HIKAL LTD.

*[Signature]*  
Company Secretary

*[Signature]*  
CHAIRMAN  
25/08/2015

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Hikal Ltd.

27<sup>th</sup> Annual General Meeting on 12<sup>th</sup> August 2015

SNo	Name of the Shareholder	Folio No. / DPID - Client ID	No. of Shares	Signature
1	Sham Lalshuktes	10653806	10000	[Signature]
2	Shishir Tamga	02823041	13705	[Signature]
3	Magdorel Rehmani	50741658	1000	[Signature]
4	Anisy Swadi P	10538713	5000	[Signature]
5	Manikadua G	12226034	500	[Signature]
6	N. Saniwasan	020042	2000	[Signature]
7	Raghavendra B. Mugal	020071	1000	[Signature]
8	Randeep R. Tak	22208601	100	[Signature]
9	K. Kelam Jain	15162066	50	Neesha Jain
10	Deepali S. Kadam	10156442	300	[Signature]
11	Suresh A. Kamath	IN302902	50	[Signature]
12	MANMAR M. ANGLANI	11693364 IN 302754 114437214	50	GM M. L.
13	Bhairat K. Shet	1203840000	100	BUSHAL
14	H. V. S. N. G. V. I. P.	1206440000	39000	[Signature]
15	Devent Electronics Pvt	10957315	33000	[Signature]
16	P. M. Sheth P	9920104	100	[Signature]
17	Shri. Dadasaheb Inwar P. Ltd.	10206442	13276575	[Signature]
18	Shri. Raneshwar Inwar P. Ltd.	10939564	654000	GM
19	Steadfast Investment P. Ltd.	10960209	262535	GM
20	Kand. R. J. Consultants P. Ltd.	10957325	42000	GM
21	Sunier Trust P	14024707	50000	Sugandha Hiremath
22	Sarver Trust P	12019823	125000	GM
23	Pallavi Trust P	12019815	125000	GM
24	Rishi Trust P	14024696	50000	GM
25	Anita Trust P	14090508	50000	GM
26	Nihal Trust P	14025113	50000	GM
27	Pooja Trust P	14249883	50000	GM
28	Anil Trust P	14250573	50000	GM
29	Jai Hiremath P	10934393	887750	[Signature]
30	Sameer Hiremath P	10934405	63000	[Signature]
31	Sugandha Hiremath P	10599303	643225	Sugandha Hiremath
32	K. K. Vankar	10453976	10000	[Signature]
33	M. R. Murgumdar	40374479	500	[Signature]



Sr No	Name	Follow up / Client ID	Share	Sisname
34	Vinod Agarwal	IN303116 / 10745291	5	Vinod Agarwal
35	Mahesh Bhatnagar	IN300020 / 10130023	5	M Bhatnagar
36	Dinesh Jashi	IN300011 / 10031148	50	D Jashi
37	Smriti Kurella	6769	50	S.A. Kurella
38	Vinay Bhide	10179670	15	Vinay Bhide
39	Bydoshi	10110615	25	Bydoshi
40	A. I. Sanyal	31839370	2620	A I Sanyal
41	Vithal Bhosle	003321812	01	V Bhosle
42	H. L. Turani	300888 / 14961023	500	Turani H.L.
43	Hemant Bhanu	900055 / 10005937	14130	Hemant Bhanu
44	SHOBHA BHARNE	IN300004 / 10291563	25	Shobha Bharné
45	Shobha S. Chaudhary	IN300003 / 10017546	05	S Chaudhary
46	Lunawar P.V.	IN300214 / 12185595	410	L Lunawar
47	MARMO BHOWA	20658009	1000	M Bhowa
48	DINESH G BHATIA	12017500 / 00083651	25	D Bhatia
49	C. ALPHONSO	301225 / 1027986	50	C Alphonso
50	C. K. JAIN	910532329	401	C K Jain
51	Kishor Venka	800866 / 10179742	100	K Venka
52	ANIL B. MEHTA	IN300513 / 10121501	05	Anil B. Mehta
53	CRETA B. MEHTA	IN300513 / 10121501	05	Creta B. Mehta
54	BARUN K. MEHTA	IN300513 / 10121501	05	Barun K. Mehta
55	MEENA M. NARAYAN	IN300513 / 10121501	05	Meena M. Narayan
56	SHANIBEN M. MEHTA	IN300513 / 10121501	05	Shaniben M. Mehta
57	SURESH B. MEHTA	IN300513 / 10121501	05	Suresh B. Mehta
58	Tahani. Tehani	300888 / 14961030	450	Tahani. T. L.
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