



HIKAL®

HL:MM:2015

1st September, 2015

The Deputy General Manager
The Stock Exchange, Mumbai
Corporate Relationship Department
1st floor, New Trading Ring, P. J. Towers,
Dalal Street, Mumbai – 400 001.

Company Code No. : **524735**

Dear Sir,

Reg : Intimation in terms of clause 31 (d) of the listing agreement

In terms of Clause No. 31 (d) of the listing agreement we enclose herewith minutes of the 27th annual general meeting of the shareholders of the company held on 12th August 2015, duly certified.

Kindly acknowledge the receipt.

Thanking You,

Yours faithfully,
For Hikal Ltd.

S V Wahalekar
Sr VP Finance & Company Secretary

Encl : as stated above.

cc to : The National Stock Exchange of India Ltd., Mumbai Symbol : HIKAL

HIKAL LTD

Admn. Office : Great Eastern Chambers, Sector - 11, CBD Belapur, Navi Mumbai - 400 614. Tel. : (91-22) 3097 3100 Fax : (91-22) 3097 3281
Factory : T-21, MIDC Ind. Area, Talaja, Pin - 410 208, Dist. Raigad, Maharashtra. Tel.: (91-22) 3099 0100 Fax : (91-22) 2741 1844
Regd. Office : 717/718, Maker Chambers V, 7th Floor, Narman Point, Mumbai - 400 021 Tel. : (91-22) 6630 1801 / 2283 4587 Fax : (91-22) 2283 3913
Email : info@hikal.com Web.: www.hikal.com CIN : L24200MH1988PTC048028



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MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
HIKAL LTD. HELD ON WEDNESDAY, 12TH AUGUST, 2015 AT 11.00 AM AT
CENTRUM HALL A, 1ST 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.

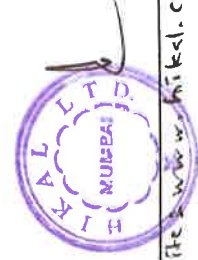
1. Notice of the meeting with the consent of the members was taken as read.
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting in order.
3. The Chairman welcomed the members to the annual general meeting. The Chairman then mentioned that his message 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 11th August 2015 being the last date for e-voting. Similarly, at the venue of annual general meeting (on 12th 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 11th 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 31st 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 5th May 2015.”

Mr. Rajendra Shah seconded the resolution.

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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 5th 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.

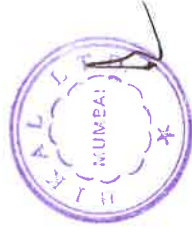
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 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 5th 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



for HIKAL LTD.

[Signature]
Company Secretary

[Signature]
CHAIRMAN
25/08/2015

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CIN : L24200MH1988PTC048028

Hike! Ltd.

27th Annual General Meeting on 12th August 2015

SNo	Name of the Shareholder	Folio No./ DPID - Client ID	Num. of Shares	Signature
1	Sham Lal Shahdiker	10653806	1000	Shahdiker
2	Shishir Tamng	02823041	15705	Shishir
3	Magdard Rehman	50741658	1000	Magdard
4	Anisya Swadi P	10538713	5000	Anisya
5	Manikarajua S.	12228094	500	Manikarajua
6	Ne. Srinivasan	000042	2000	Ne. Srinivasan
7	Raghavendra B. Mungole	000071	1000	Raghavendra
8	Sandeep R. Tale	22208601	100	Sandeep
9	Kirelgaon Javv	15162066	50	Kirelgaon
10	Deepale S. Kadlam	10156442	300	Deepale
11	Suresh A. Kamath	IN302902	50	Suresh
12	MADHAR M. ANGLANI	41453364	50	M. A. M. L.
13	Bhairat V. Shah	IN 300754	1	Bushah
14	H. S. SHIVHARI	1203840000	1	Bushah
15	Deccan Electronics Pvt	350000	1	Bushah
16	R. V. Shah	10957315	33000	R. V. Shah
17	Shri Dadasaheb Inam P. S.	9573100	100	R. V. Shah
18	Shri Raneshwar Inam P. S.	10706442	1327675	R. V. Shah
19	Shri Raneshwar Inam P. S.	10939564	65000	R. V. Shah
20	Shri Raneshwar Inam P. S.	10960009	260535	R. V. Shah
21	Shri Raneshwar Inam P. S.	10957325	42000	R. V. Shah
22	Shri Raneshwar Inam P. S.	14024707	50000	R. V. Shah
23	Shri Raneshwar Inam P. S.	12019823	125000	R. V. Shah
24	Shri Raneshwar Inam P. S.	12019815	125000	R. V. Shah
25	Shri Raneshwar Inam P. S.	14024690	50000	R. V. Shah
26	Shri Raneshwar Inam P. S.	14090508	50000	R. V. Shah
27	Shri Raneshwar Inam P. S.	14025113	50000	R. V. Shah
28	Shri Raneshwar Inam P. S.	14249883	50000	R. V. Shah
29	Shri Raneshwar Inam P. S.	14250573	50000	R. V. Shah
30	Shri Raneshwar Inam P. S.	10934399	887750	R. V. Shah
31	Shri Raneshwar Inam P. S.	10934405	63000	R. V. Shah
32	Shri Raneshwar Inam P. S.	10599303	643000	R. V. Shah
33	Shri Raneshwar Inam P. S.	10453976	10000	R. V. Shah
34	Shri Raneshwar Inam P. S.	40374479	500	R. V. Shah

sr no	Name	folio no	clerk-ID	share	Signature
34	VINOD AGARWAL	IN303116	10745291	5	Vinod Agwal
35	MAHESH BHALUJI	IN300000	101300023	5	M Mahesh
36	D.N.D. JASHI	IN300011	10031148	50	D.N.D. Jashi
37	Smrutati Kurekari	6769		50	S.A. Kurekari
38	Vinay Bhalu	10179670		15	Vinay Bhalu
39	Bydoshi	10110615		25	Bydoshi
40	A.L. Sanyal	31839370		2620	A.L. Sanyal
41	Vithal Bhosle	003351872		04	Vithal Bhosle
42	H. L. Tulsani	300888	14061023	500	H.L. Tulsani
43	Hemant Tulsani	300055	10005937	1413	Hemant Tulsani
44	SHOBHA BHARNÉ	IN300001	10291563	25	Shobha Bharné
45	Shabbir S. Sanyal	IN300003	10017546	05	Shabbir S. Sanyal
46	Lunawar P.V.	IN300214	12185595	400	Lunawar P.V.
47	MANOJ BARNDA	20658009		1000	Manoj Barna
48	DINESH AGARWAL	120175000000	833651	25	Dinesh Agwal
49	C. ALPHONSO	301225	10279876	50	C. Alphonso
50	C. Rajin	910532329		501	C. Rajin
51	Kishor Kumbhar	800886	10179742	100	Kishor Kumbhar
52	ANIL B. MATHA	IN300513	10123501	05	Anil B. Matha
53	CREETA B. MATHA	IN300513	10123501	05	Creeta B. Matha
54	PARVATHI K. MATHA	IN300513	10123515	05	Parvathi K. Matha
55	MEENA MANJARI BARNDA	IN300513	10123515	05	Meena Manjari Barna
56	SHANID BENJ. MATHA	IN300513	10123520	05	Shanid Benj. Matha
57	SURESH B. MATHA	IN300513	10123520	05	Suresh B. Matha
58	Jadhavi. Tulsani	300888	14061023	450	Jadhavi. Tulsani
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