HIKAL®

Ref : HL:SVW:2014

28th August, 2014

The Deputy General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
P J Towers, Dalal Street, Mumbai - 1
Company Code No. 524735

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 51

Company Code : HIKAL

Dear Sir/Madam,

Re : Intimation in terms of the Listing Agreement

We enclose herewith the copies of scrutiniser's report issued by Ashish Bhatt & Asscociates, Company Secretaries in respect of voting done by the shareholders of the Company on various resolutions passed at the 26th Annual General Meeting (AGM) of the shareholders on 26th August 2014 held at Centrum Hall 'A', 1st Floor, World Trade Centre 1, Cuffe Parade, Mumbai, as under :

1 Report dated 22nd August 2014 in respect of e voting done during the period 20th August 2014 to 22nd August 2014

2 Report in Form No MGT 13 dated 26th August 2014 in respect of voting by way of ballot forms done by the shareholders at the venue of AGM

This is for your information and record.

Thanking you,

Yours faithfully,
for **HIKAL LTD.,**

S. V. Wahalekar
Company Secretary

Encl : as stated

Ashish C. Bhatt
B.Com., F.C.S.

ASHISH BHATT & ASSOCIATES
Company Secretaries

227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R. W. Sawant Marg, Near Rutu Park, Majiwada, Thane (W) 400 601.
Tel.: 2172 3134 Telefax: 2172 3302 E-mail: amisi99@mtnl.net.in / amisi99.ashish@gmail.com

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(XI) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman
26th Annual General Meeting of the Equity Shareholders
Of Hikal Limited to be held on 26th August 2014 at 11.00 a.m.
At Centrum Hall 'A', 1st Floor, Centre 1, World Trade Centre, Cuffe parade, Mumbai – 400005.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries, having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601, have been appointed as Scrutinizer of Hikal Limited ("the company") for the purpose of scrutinizing the e-voting process carried out as per the provisions of Companies act, 2013 and rule 20 of companies (Management and Administration) Rules 2014 on the below mentioned resolutions, at the 26th Annual General meeting of the Equity Shareholders of Hikal Limited, to be held on 26th August 2014 at 11.00 a.m. at Centrum Hall 'A', 1st Floor, Centre 1, World Trade Centre, Cuffe parade, Mumbai – 400005 , Maharashtra. we submit our report as under:

1. The e-voting period remained open from August 20, 2014 (10.00 a.m.) to August 22, 2014 (6.00 p.m.).

2. The shareholders holding shares as on the "cut off" date July 25, 2014 were entitled to vote on the proposed resolutions (Item No.1 to 9 as sent out in the Notice of the 26th AGM of the Company).

3. The votes were unblocked on August 22, 2014 around 6.20 p.m.in the presence of two witnesses Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S.,Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr.Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name:Tushar Patil

Name: Kaustubh Kulkarni

ASHISH BHATT & ASSOCIATES * COMPANY SECRETARIES * THANE

for HIKAL LTD.

Company Secretary

4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com)- ANNEXURE-A

5. The result of e-voting is as under

(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
9	7103371	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(b) Resolution 2- Declaration of dividend on equity shares.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
9	7103371	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(c) Resolution 3- Re-appointment of Mr. Amit Kalyani, Director, who retires by rotaion.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	6786033	95.53%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
4	317338	04.47%

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(d) Resolution 4- Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the auditors of the company in place of retiring auditors B S R & Company,as a auditor of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(e) Resolution 5- Appointment of Prof. Dr. Axel Kleemann as Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th May 2014.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(f) Resolution 6- Appointment of Mr. Prakash V. Mehta as an Independent Director of the Company to hold office for a term up to five consecutive years w.e.f. from 26/08/2014"

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(g) Resolution 7- Appointment of Mr. Kannan K Unni as an Independent Director of the Company to hold office for a term up to five consecutive years w.e.f. 26/08/2014

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(h) Resolution 8- Pursuant to section 180(1)(C)of the Companies Act, 2013 Company approving the borrowing limits by the Board of Directors of the Company up to Rs.7500/- Million.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(i) Resolution 9- - Remuneration to Messrs. V. J. Talati & Co., Cost Accountants, for the cost audit of the company for financial Year ending March 31, 2015

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	7103351	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	20	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

6. The register, all the papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

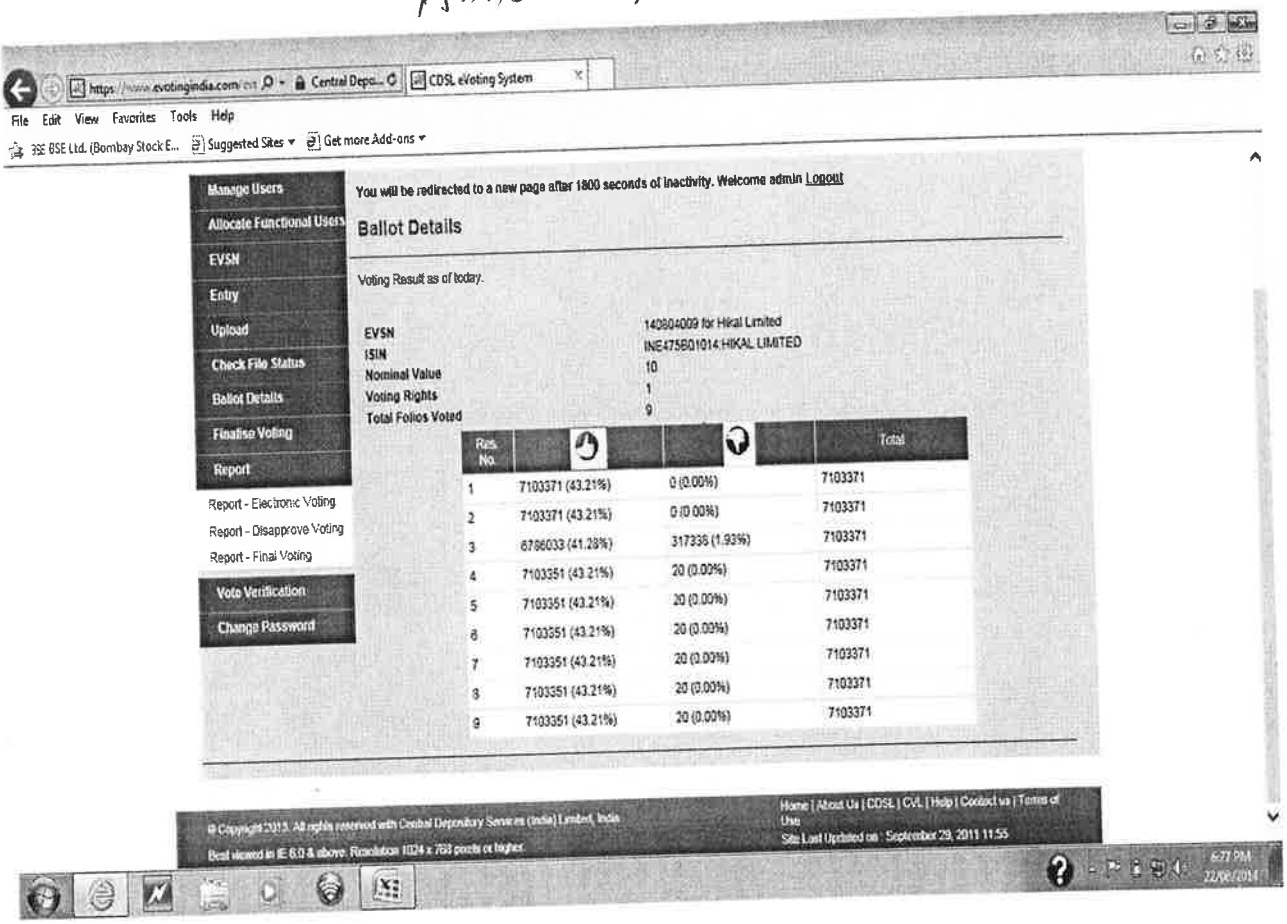
Yours faithfully,

Place: Thane
Dated: August 22, 2014

Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ ACB THANE

Annexure - A



Manage Users
Allocate Functional Users
EVSN
Entry
Upload
Check File Status
Ballot Details
Finalise Voting
Report
Report - Electronic Voting
Report - Disapprove Voting
Report - Final Voting
Vote Verification
Change Password

You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin Logout

Ballot Details

Voting Result as of today.

EVSN	140804009 for Hikal Limited
ISIN	INE475B01014 HIKAL LIMITED
Nominal Value	10
Voting Rights	1
Total Folios Voted	9

Res. No.			Total
1	7103371 (43.21%)	0 (0.00%)	7103371
2	7103371 (43.21%)	0 (0.00%)	7103371
3	6786033 (41.28%)	317338 (1.93%)	7103371
4	7103351 (43.21%)	20 (0.00%)	7103371
5	7103351 (43.21%)	20 (0.00%)	7103371
6	7103351 (43.21%)	20 (0.00%)	7103371
7	7103351 (43.21%)	20 (0.00%)	7103371
8	7103351 (43.21%)	20 (0.00%)	7103371
9	7103351 (43.21%)	20 (0.00%)	7103371

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For ASHISH BHATT & ASSOCIATES
COMPANY SECRETARIES

Bhatt A.C

ASHISH C. BHATT

ASHISH BHATT & ASSOCIATES
THANE
COMPANY SECRETARIES

Ashish C. Bhatt
B. Com., F.C.S.
ASHISH BHATT & ASSOCIATES
Company Secretaries
227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg. Near Rutu Park, Majiwada, Thane (W) 400 601.
Tel.: 2172 3134 Telefax: 2172 3302 E-mail : amisi99@mtnl.net.in / amisi99.ashish@gmail.com

FORM No. MGT-13
Report of Scrutinizer
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman,
26th Annual General Meeting of the Equity Shareholders
Of Hikal Limited
Held on 26th August, 2014 at Centrum Hall 'A', 1st Floor, Centre 1, World Trade Centre, Cuffe parade, Mumbai – 400005.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Equity Shareholders of Hikal Limited held on 26th August, 2014 at Centrum Hall 'A', 1st Floor, Centre 1, World Trade Centre, Cuffe parade, Mumbai – 400005, Maharashtra., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Universal Capital Securities Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I found 3 poll papers invalid having 275500 shares.

4. The polling Box was opened in the presence of Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S. Ltd., Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr.Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S. Ltd., Gopal Nagar 2, Dombivali (E), 421201 as witnesses after the voting process is over.

Mr. Tushar Patil

Mr. Kaustubh Kulkarni

for HIKAL LTD.
Company Secretary

5. The result of the Poll is as under:

(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(b) Resolution 2- Declaration of dividend on equity shares.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(c) Resolution 3- Re-appointment of Mr. Amit Kalyani, Director, who retires by rotaion.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(d) Resolution 4- Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the auditors of the company in place of retiring auditors B S R & Company, as a auditor of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(e)) Resolution 5- Appointment of Prof. Dr. Axel Kleemann as Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th May 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(f) Resolution 6- Appointment of Mr. Prakash V. Mehta as an Independent Director of the Company to hold office for a term up to five consecutive years w.e.f. from 26/08/2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(g) Resolution 7- - Appointment of Mr. Kannan K. Unni as an Independent Director of the Company to hold office for a term up to five consecutive years w.e.f. 26/08/2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(h) Resolution 8- Pursuant to section 180(1)(C)of the Companies Act, 2013 Company approving the borrowing limits by the Board of Directors of the Company up to Rs.7500/- Million.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

(I) Resolution 9- Remuneration to Messrs. V. J. Talati & Co., Cost Accountants, for the cost audit of the company for financial Year ending March 31, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	5580658	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	275500

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Thane
Dated: August 26, 2014

Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE