

AGM

NOTICE 2022

HIKAL LIMITED

CIN : L24200MH1988PTC048028

Telephone : 022- 62770299,

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Email : secretarial@hikal.com

Website : www.hikal.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of Hikal Ltd. will be held on Thursday, 22 September 2022 at 11:30 a.m. (IST) through Video Conferencing (VC) facility/Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Businesses:

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the year ended 31 March 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹ 1.20/- per equity share of ₹ 2/- each and to declare a final dividend of ₹ 0.40/- per equity share of ₹ 2/- each, aggregating to a total dividend of ₹ 1.60/- per equity share of ₹ 2/- each, for the Financial Year 2021-22.
3. To appoint a Director in place of Mr. B. N. Kalyani (DIN: 00089380), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for reappointment.

Special Businesses:

4. To consider and approve the appointment of Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013, relevant applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, Mr. Shrikrishna K. Adivarekar (DIN: 06928271) appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors with effect from 22 December 2021, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years w.e.f. 22 December 2021.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution.”

5. To consider and approve the re-appointment of Mrs. Shivani Bhasin Sachdeva (DIN: 00590500) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013, relevant applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, Mrs. Shivani Bhasin Sachdeva (DIN: 00590500) appointed as an additional director in the category of Independent Director by the Board of Directors with effect from 1 August 2022 be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years commencing from 1 August 2022 up to 31 July 2027.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution.”

6. To approve payment of commission to Non-executive Directors of the Company.

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the articles of association of Company, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission to the Non-Executive Directors of the Company in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding 1% (One percent) of the net profits of the Company in any financial year computed in

accordance with the provisions of Section 198 of the Act, for each relevant financial year, for a period of five years, commencing from 1 April 2023 up to 31 March 2028;

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT all the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution."

7. To increase the borrowing powers of the Board.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolutions passed by the shareholders at the 26th Annual General Meeting of the Company held on 26 August 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Memorandum & Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or a Committee thereof to borrow such sums of money, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of paid up share capital of the Company, its free reserves and securities premium account, provided that the total amount, outstanding at any time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed the aggregate of paid up share capital of the Company, its free reserves and securities premium account by more than ₹ 7,500 Million.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms / other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution."

8. To authorise the Board of Directors to create mortgage and charge on the assets of the Company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders at the 26th Annual General Meeting of the Company held on 26 August 2014 and pursuant to Section 180(1)(a) of the Companies Act, 2013 read with the rules framed thereunder (including any

statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of the Memorandum & Articles of Association of the Company, consent of the members, be and is hereby accorded to the board of directors of the Company or a Committee thereof, to sell, lease, mortgage and / or create charge or otherwise dispose of, in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties, and/or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, on such terms and conditions, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings of the Company, together with interest costs, charges, expenses and all other sums payable by the Company to the concerned Lenders/ Institutions, not exceeding the aggregate of paid up share capital of the Company, its free reserves and securities premium account by more than ₹ 7,500 Million, under the respective arrangements entered into/to be entered into by the Company and/or the Board.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution."

9. To consider and ratify the remuneration payable to M/s. V. J. Talati & Co., cost auditors of the Company, for the financial year 2022-23.

To consider and if thought fit, to pass, the following resolution as an **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 ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. V. J. Talati & Co., cost auditors of the Company for the financial year 2022-23, as recommended by Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorised to file the returns/ forms/ other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution."

Registered Office:

717/718, Maker Chamber V,
Nariman Point,
Mumbai – 400 021
Dated: 10 August 2022

By Order of the Board
of Directors

For **HIKAL LIMITED**,
Sd/-
Rajasekhhar Reddy
Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts concerning the businesses under item nos. 4 to 9 of the accompanying notice, is annexed hereto. The Board of Directors at its meeting held on 10 August 2022 considered that the special businesses under item nos. 4 to 9, being considered unavoidable, be transacted at the 34th AGM of the Company.
2. In terms of Section 152 of the Act, Mr. B. N. Kalyani (DIN: 00089380), retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends the re-appointment of Mr. B. N. Kalyani as a Director of the Company. Details of all the Directors proposed to be appointed/ re-appointed as required in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India (ICSI), are annexed to this Notice.
3. In view of the situation arisen due to the COVID-19 global pandemic, the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021 and 5 May 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated 12 May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15 January 2021 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the Securities and Exchange Board of India (collectively referred to as 'the Circulars'), permitted the holding of AGM through VC / OAVM, without the physical presence of the members at a common venue. Accordingly, the 34th AGM of the Company will be convened through VC / OAVM in compliance with the provisions of the Act, and Rules made thereunder, Listing Regulations read with the Circulars. The deemed venue for the 34th AGM shall be the registered office of the Company i.e. 717/718, Maker Chamber V, Nariman Point, Mumbai – 400 021.
4. In line with the Circulars, the Company is providing VC / OAVM facility to its members to attend the AGM. Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility for attending the AGM virtually will be made available for 1,000 members on first come first served basis. The large members (i.e. members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee, auditors etc. can attend the AGM without restriction on account of first come first served basis.
5. 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 19 August 2022.
6. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company.** However, the facility for appointment of proxies by members will not be available as the AGM will be held through VC / OAVM and physical attendance of the members is dispensed with pursuant to the Circulars and hence, the Proxy Form and the Attendance Slip are not annexed to this Notice.
7. However, in pursuance of Sections 112 and 113 of the Act, representatives of members such as the President of India or the Governor of a State can attend the AGM through VC / OAVM and cast their votes through e-voting. Corporate members whose authorised representatives are intending to attend the meeting are requested to send a certified copy of the board resolution authorising such representative to attend the AGM through VC / OAVM, to the Company at secretarial_agm@hikal.com and cast their votes through e-voting.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The register of directors & key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in this Notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the Company by sending e-mail to secretarial_agm@hikal.com.
10. In accordance with the Circulars, the Notice of the AGM along with the Annual Report for the financial year 2021-22 has been sent only through electronic mode to the members who have registered their e-mail addresses with the Company/depository participants. Members may note that the Notice of AGM and Annual Report are also available on the Company's website: www.hikal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
11. The shareholders who have not registered their e-mail address may register their e-mail address with their depository participant at the earliest to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly register their e-mail address with the Registrar & Share Transfer Agent (RTA) by sending a request, in the prescribed format along with necessary documents, for updating their KYC details as per SEBI circular no. SEBI/HO/ MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021, to the Company's RTA i.e. Universal Capital Securities Pvt. Ltd., C-101, 247 Park, LBS Road, Vikhroli W, Mumbai – 400 083.
12. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the Circulars, the

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Company is providing the facility of e-voting (including remote e-voting) to the members to cast their votes electronically on all resolutions set forth in this Notice and to attend the meeting through VC / OAVM. For this purpose, the Company has availed the services of CDSL for facilitating e-voting and to attend the AGM through VC / OAVM. The detailed instructions for e-voting and attending the AGM through VC / OAVM are given below.

13. Members are requested to intimate immediately, any change in their address to their depository participants with whom they maintain their demat accounts. If the shares are held in physical form, change in address has to be intimated to the Company's registrar and transfer agent (RTA), Universal Capital Securities Pvt. Ltd., C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083, India; Tel: +91 (22) 2820 7203-05 / 4918 6178-79, F: +91 22 2820 7207; E-mail at: info@unisec.in.
14. Members are requested to mention their Folio number /Client ID number (in case of demat shares) in all their correspondence with the Company's RTA in order to facilitate the RTA to reply to the queries promptly.
15. SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company or its RTA.
16. The register of members and share transfer books of the Company will remain closed from Friday, 16 September 2022 to Thursday, 22 September 2022 (both days inclusive).
17. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, as amended from time to time, dividend which remains unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, the Company will be transferring the unpaid/unclaimed final dividend for the financial year 2014-15 to IEPF within 30 days of the due date i.e. 17 September 2022, along with the shares on which the dividend has remained unpaid/ unclaimed for seven consecutive years. Members who have not encashed their dividend warrant(s) from financial year

2014-15, are requested to make their claim before they are transferred to IEPF by specifying their Folio No./DP ID and Client ID to the Registrar and Transfer Agents, Universal Capital Securities Pvt. Ltd., C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083.

18. The Board had during the financial year declared and paid an interim dividend of ₹ 1.20/- (60%) per equity share of face value of ₹ 2/- each. Further, the board of directors of the Company at their meeting held on 28 May 2022 recommended a dividend of ₹ 0.40/- (20%) per equity share of face value of ₹ 2/- each as final dividend for the financial year 2021-22 and if approved by the shareholders, the total dividend declared and paid for the financial year will aggregate to 80% of the face value. The final dividend will be paid within 30 days from the date of declaration, subject to deduction of tax at source to those members whose names appear on the register of members of the Company as of end of the day on 15 September 2022, being the record date.
19. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request, in the prescribed format along with necessary documents, for updating their KYC details as per SEBI circular no. SEBI/HO/ MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021, to the Company's RTA i.e. Universal Capital Securities Pvt. Ltd., C-101, 247 Park, LBS Road, Vikhroli W, Mumbai – 400 083.

Pursuant to the requirement of Income Tax Act, 1961 ("the Act"), as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1 April 2020 shall be taxable in the hands of the shareholders. The Company will, therefore, be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax (WHT) rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Registrar and Transfer Agent (RTA) (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

A. Resident Shareholders:

i. Tax Deductible at Source for Resident Shareholders

| Sr. No. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|---------|---|-----------------------------------|---|
| 1. | Valid PAN updated in the Company's Register of Members | 10% | No document required. If dividend does not exceed ₹ 5,000/-, no TDS/withholding tax will be deducted. |
| 2. | No PAN/Valid PAN not updated in the Company's Register of Members | 20% | TDS/Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered. All the shareholders are requested to update, on or before 15 September 2022, their PAN with their Depository Participant (if shares are held in electronic form) and Company/RTA (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. |
| 3. | Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of the Act | Rate specified in the certificate | Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before 15 September 2022. |

ii. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in the table below by sending an email to tdsdividend@hikal.com latest by 11:59 p.m. (IST) on 15 September 2022.

| Sr. No. | Particulars | Withholding tax rate | Documents required (if any)/Remarks |
|---------|--|----------------------|---|
| 1. | Submission of form 15G/15H | NIL | Declaration in Form No. 15G (applicable to an individual who is below 60 years)/Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions. |
| 2. | Shareholders to whom Section 194 of the Act does not apply as per second proviso to Section 194 such as LIC, GIC, etc. | NIL | Documentary evidence for exemption u/s 194 of the Act, a self-declaration that they have a full beneficial interest with respect to the shares owned by them along with a self-attested copy of PAN. |
| 3. | Shareholder covered u/s 196 of the Act such as Government, RBI, corporations established by Central Act & mutual funds. | NIL | Documentary evidence for coverage u/s 196 the Act, self-declaration that they are specified and covered under Section 10 (23D) of the Act along with a self-attested copy of PAN card. |
| 4. | Category I and II Alternate Investment Fund | NIL | SEBI registration certificate to claim benefit under Section 197A (1F) of the Act, self-declaration that their income is exempt under Section 10 (23FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIF along with a self-attested copy of the PAN card. |
| 5. | Recognised provident funds, approved superannuation fund and approved gratuity fund | NIL | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) along with a self-attested copy of the PAN card. |
| 6. | New Pension System Trust | NIL | Necessary documentation to claim under Section 197A(1E) of the Act, self declaration that their income is exempt under Section 10(44) of the Act along with a self-attested copy of the PAN card. |
| 7. | Any resident shareholder exempted from TDS deduction as per the provisions of the Act or by any other law or notification. | NIL | Necessary documentary evidence substantiating exemption from deduction of TDS along with a self-attested copy of the PAN card. |

Application of nil rate at the time of tax deduction/withholding on dividend amounts will depend upon the completeness and satisfactory review by the Company, of the documents submitted by such shareholders.

B. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, latest by 11:59 p.m. (IST) on 15 September 2022, the document(s), as mentioned in the table below, by sending an e-mail to tdsdividend@hikal.com. In case all necessary documents are not submitted, then the TDS/ withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

| Sr. No. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|---------|--|---|---|
| 1. | Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)/ Other Non-Resident shareholders. | 20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial. | <p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Self-attested copy of Tax Residency Certificate ("TRC") issued by revenue authority of country of residence of shareholder for the year in which dividend is received. Kindly note that TRC should cover the period of payment i.e. FY 2022-23 and should be in English Language. If the local language is other than English, TRC shall be required to be translated into English and be required to be notarised/ apostille; 2. Self-attested copy of PAN card or declaration as per Rule 37BC of Income Tax Rules, 1962 in the specified format. 3. Form 10F filled & duly signed. 4. Self-declaration, primarily covering: <ul style="list-style-type: none"> (a) Non-resident is eligible to claim the benefit of respective tax treaty; (b) Non-resident receiving the dividend income is the beneficial owner of such income; (c) Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; (d) Non-resident complies with any other condition prescribed in the relevant tax treaty and provisions under the Multilateral Instrument ('MLI'); (e) Non-resident does not have a place of effective management in India. <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company).</p> |

| Sr. No. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|---------|---|-------------------------------|---|
| 2. | Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority. | Rate specified in certificate | Lower tax deduction certificate obtained from Income Tax Authority |
| 3. | Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other applicable law. | NIL | Necessary documentary evidence substantiating exemption from WHT deduction. |

20. The Finance Act, 2021, has *inter alia* inserted the provisions of Section 206AB of the Act with effect from 1 July 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amount paid/credited to 'specified person':

- At twice the rate specified in the relevant provision of the Act; or
- At twice the rates or rates in force; or
- At the rate of 5%

The 'specified person' means a person who has:

- not filed return of income for assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- subjected to tax deduction/collection at source in aggregate amounting to ₹ 50,000 or more in the said previous year.

Note: The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

21. The Forms 15G, 15H, 10F and the format of self-declaration referred above, are available on the Company's website www.hikal.com. Any communication on the tax/deduction received after 15 September 2022 shall not be considered.

22. The Company is not obligated to apply the beneficial tax treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial tax treaty rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders. TDS is required to be deducted/withheld at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Act, if such valid certificate is provided.

23. It may be further noted that in case the tax on said dividend is deducted/withheld at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted/withheld.

24. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s), especially with respect to their residential status, such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company

with all information/documents and co-operation at the time of payment of dividend/during the course of any appellate proceedings.

25. The Company will arrange to send the TDS certificate to the shareholder's registered email address in due course, post payment of the dividend. In case the shareholder has not registered their email address with Company's Registrar and Transfer Agents, kindly register the same for shareholders holding shares in physical form and with the Depository Participant for shareholders holding shares in demat form.

26. Above communication on tax deduction at source sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

27. The clearing members/ trading members holding shares of the Company in their pool account on the record date are advised to take necessary steps to transfer the Shares to the demat accounts of the beneficial owners, in order to avoid any complications related to deduction of tax at source, in connection with the dividend.

28. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the Company. These forms are available on the website of the Company www.hikal.com.

29. The Company has appointed M/s. Dhruvil M. Shah & Co., Practicing Company Secretaries, as the Scrutiniser to scrutinise the votes cast through remote e-voting and through the e-voting system during the meeting, in a fair and transparent manner. The Scrutiniser shall unlock the votes and will submit the consolidated report to the Chairman of the Company or such other person as may be authorised by the Chairman, after completion of the scrutiny and the results of the e-voting (including remote e-voting) will be announced within 48 hours from the conclusion of the 34th AGM. The results of the e voting will be posted on the Company's website at www.hikal.com for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed and on the website of CDSL.

30. Since the AGM will be held through VC / OAVM, the route map is not annexed to this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The instructions for shareholders for remote e-voting:

- (i) The remote e-voting period commences at 9.00 a.m. (IST) on Monday, 19 September 2022 and ends at 5.00 P.M. (IST) on Wednesday, 21 September 2022. During this period, Members holding shares either in physical or de-materialised form as on the Cut-Off Date i.e. Thursday, 15 September 2022, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|---|---|
| | <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen character demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and click on "Login".
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form other than individual and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none"> 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 3 above. |