

Notice

Notice is hereby given that the 108th Annual General Meeting of the Members of Alembic Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Wednesday, the 12th August, 2015 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Chirayu R. Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. K. S. Aiyar & Co., Chartered Accountants (FRN: 100186W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 107th Annual General Meeting held on 13th August, 2014 and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

Appointment of Mr. Abhijit Joshi (DIN: 06568584) as an Non-Executive Non-Independent Director:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Abhijit Joshi (DIN: 06568584), who was appointed as an Additional Director of the Company w.e.f. 5th November, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit of ₹ 1 Lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Abhijit Joshi for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

Appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Sameer Khera (DIN: 00009317), who was appointed as an Additional Director of the Company w.e.f. 25th February, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit of ₹ 1 Lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Sameer Khera for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto 24th February, 2020."

7. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

Ratification of Remuneration to the Cost Auditor for the F. Y. 2014-15:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. H. R. Kapadia, Cost Accountant (FRN: 100067) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15, amounting to ₹ 0.80 Lac excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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8. **To consider and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

Ratification of Remuneration to the Cost Auditor for the F. Y. 2015-16:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost Accountant (FRN:102697) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 amounting to ₹ 0.50 Lac excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.”

9. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

Approval for Material Related Party Transactions:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and 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) and pursuant to the Clause 49(VII) of the Listing Agreements entered into with the Stock Exchanges and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the Contracts entered into with Alembic Pharmaceuticals Limited (a related party of the Company) (‘APL’), for supply of various goods including various Active Pharmaceutical Ingredients (‘APIs’), excipients, spent solvents manufactured by the Company and providing products on job work basis to APL on the terms and conditions mentioned in the explanatory statement, provided, however that the contract(s) / transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members of the Company will remain closed from Wednesday, 5th August, 2015 to Wednesday, 12th August, 2015 (both days inclusive), for the purpose of payment of dividend.
5. The dividend when sanctioned will be made payable on or before 19th August, 2015, to those members whose names stand on the Register of Members of the Company on 5th August, 2015 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
7. All the work related to share registry in terms of both - physical and electronic – are being conducted by Company’s R & T Agents – M/s. Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank,

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Near Radhakrishna Char Rasta, Akota, Vadodara - 390020 Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791
Email ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address in future.

8. The Company has designated an exclusive Email ID: alembic.investors@alembic.co.in for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries/complaints or grievances, then please write to us at the above Email address.
9. Updation of Email ID: The Shareholders are requested intimate their Email ID to the Company or update their Email ID registered with Depository Participants, if the same is changed.
10. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A. The 'Step by Step' procedure and instructions for casting your vote electronically are as under:

- i. The e-voting period begins on 9th August, 2015 (9:00 a.m.) and ends on 11th August, 2015 (5:00 p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 5th August, 2015, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding share as on 5th August, 2015, may obtain the login ID and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 11th August, 2015 (5.00 p.m.)
- ii. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- iii. Next click on "Shareholders" tab to cast your votes.
- iv. Now Enter your User ID
For CDSL: 16 digits beneficiary ID.
For NSDL: 8 Character DP ID followed by Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

| | |
|------|--|
| PAN | Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on address label/ sticker affixed on back page of the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB# | Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in ddirnm/yyyy format. |

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|------------------------|---|
| Dividend Bank Details# | Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio. |
|------------------------|---|

Please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or member, please enter the member ID/folio no. in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. Click on the EVSN (150528001) for the Company (Alembic Limited) on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO", for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non — Individual Shareholders and Custodians.
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- xviii. Mr. Sushil Samdani, Partner, M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

On behalf of the Board of Directors,

Regd. Off.: Alembic Road,
Vadodara - 390003
Date: 7th May, 2015
CIN: L26100GJ1907PLC000033
Tel: 0265-2280550 Fax: 0265-2282506
Website: www.alembiclimited.com
Email: alembic.investors@alembic.co.in

Chirayu R. Amin
Chairman

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Explanatory Statement as required under Section 102 of the Companies Act, 2013**Item No. 5**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Abhijit Joshi as an Additional Director with effect from 5th November, 2014.

Mr. Abhijit Joshi (DIN: 06568584) has done his Masters in Organic Chemistry and Production Management. He has vast experience of 34 years in the fields of Basic Research, Tech-transfer, Production and Manufacturing site administration, etc. He has worked with various well known Indian as well as Multinational companies in pharmaceutical space.

The other details of Mr. Abhijit Joshi in terms of Clause 49 of the Listing Agreements are provided in Corporate Governance Report.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Abhijit Joshi holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Mr. Abhijit Joshi as a Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Abhijit Joshi as a Director, liable to retire by rotation, with effect from the date of this meeting and hence recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Abhijit Joshi, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of the Notice.

Item No. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Sameer Khera as an Additional Director with effect from 25th February, 2015.

Mr. Sameer Khera (DIN: 00009317) graduated in Mechanical Engineering from M. S. University in Vadodara. Since completing his post-graduation in Manufacturing Management from SPJIMR Mumbai, he has been the Managing Director at SEE Linkages Pvt. Ltd. and Director at Eclipse Global Pvt. Ltd. He has experience of more than 20 years in Strategy and Business Development, International Business, Operations and Systems. He is also a founder trustee at SEE Foundation which supports projects in educare and healthcare space with a focus on the girl child.

The other details of Mr. Sameer Khera in terms of Clause 49 of the Listing Agreements are provided in Corporate Governance Report. Copy of the draft letter for appointment of Mr. Sameer Khera as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Sameer Khera holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Mr. Sameer Khera as a Director.

In the opinion of the Board, Mr. Sameer Khera fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Sameer Khera, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of the Notice

Item No. 7

The Ministry of Corporate Affairs has notified the Companies (Cost Records and Audit) Rules, 2014 on 30th June, 2014 and further has notified amendments to the Companies (Cost Records and Audit) Rules, 2014 on 31st December, 2014. Pursuant to the said

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amendments, the Bulk Drugs & Real Estate division of the Company is required to maintain Cost Records and also required to get its Cost Records audited from a qualified Cost Accountant. Accordingly, on the recommendation of Audit Committee, the Board of Directors of the Company at their meeting held on 22nd January, 2015, approved the appointment and remuneration of Mr. H. R. Kapadia, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2015.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

As the notice of the previous Annual General Meeting was circulated to the Members prior to the notification of the Companies (Cost Records and Audit) Rules, 2014, the remuneration of cost auditor for the financial year 2014-15 is now proposed to be ratified at this Annual General Meeting.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2014-15 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 7 of the Notice.

Item No. 8

M/s. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the Cost Records of the Company for the Bulk Drugs & Real Estate division for the financial year 2015-16.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2015-16 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of the Notice.

Item No. 9

The Company had with prior approval of the Audit Committee and the Board of Directors entered into contracts with Alembic Pharmaceuticals Limited for supply of various goods including various APIs, excipients, spent solvents manufactured by the Company and providing products on job work basis ('Contracts') w.e.f. 30th January, 2014. The Contracts entered into by the Company are in the ordinary course of business and on an arm's length basis.

Alembic Pharmaceuticals Limited is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013 and hence the said Contracts between Alembic Limited and Alembic Pharmaceuticals Limited fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder and Clause 49 of the Listing Agreements.

The above referred Contracts being in the ordinary course of business and on an arm's length basis does not require approval of the shareholders pursuant to the third proviso Section 188(1) of the Companies Act, 2013. However, in accordance with Clause 49 (VII) (C) of the Listing Agreements, a transaction with a related party is considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The transactions entered into with Alembic Pharmaceuticals Limited in pursuance of the above stated Contracts, have in the current financial year exceeded the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements and hence is a material transaction in terms of Clause 49(VII)(C) of the Listing Agreements.

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Further, the Company envisages that even in the ensuing financial years, the value of such transactions would in aggregate exceed the above stated stipulated threshold.

The relevant particulars of the transaction is as under:

| | | |
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| (a) | Name of the related party | Alembic Pharmaceuticals Limited |
| (b) | Name of the director or Key Managerial personnel who is related | Mr. Chirayu R. Amin, Mrs. Malika C. Amin, Mr. Udit C. Amin and Mr. Milin Mehta |
| (c) | Nature of relationship | 1) Alembic Pharmaceuticals Limited is an Associate of Alembic Limited. 2) Mr. Chirayu R. Amin is Chairman and Managing Director of Alembic Pharmaceuticals Limited and holds, along with Mrs. Malika C. Amin, Mr. Udit C. Amin and other relatives more than two percent of its paid up share capital. 3) Mr. Milin Mehta is an Independent Director in both Alembic Limited and Alembic Pharmaceuticals Limited. |
| (d) | Sale price | At mutually agreed sale price, determined periodically on arms length basis, considering prevalent market conditions. |
| (e) | Payment Schedule | Within 30 days or such other period as may be decided. |
| (f) | Nature, material terms and particulars of the arrangement | Supply of various goods including various APIs, excipients, spent solvents manufactured by the Company and providing products on job work basis. |
| (g) | Duration of the contract | Five years |
| (h) | Any other information relevant or important for the members to make a decision on the proposed transaction | None |

The contracts mentioned above are open for inspection for members at such time and place as mentioned in the notes to this Notice.

The Board recommends passing of the Special Resolution as set out at item no. 9 of the Notice.

None of the other Directors and Key Managerial Personnel or their relatives other than Mr. Chirayu R. Amin, Mrs. Malika C. Amin, Mr. Udit C. Amin & Mr. Milin Mehta and their relatives are in any way concerned or interested in the resolution. However, in accordance with the provisions of Clause 49 (VII) (E) of the Listing Agreements, the above being a material related party transactions, all related parties (including the above) shall abstain from voting on such resolution.

On behalf of the Board of Directors,

Regd. Off.: Alembic Road,
Vadodara - 390003
Date: 7th May, 2015
CIN: L26100GJ1907PLC000033
Tel: 0265-2280550 Fax: 0265-2282506
Website: www.alembiclimited.com
Email: alembic.investors@alembic.co.in

Chirayu R. Amin
Chairman

Proxy Form

CIN : L26100GJ1907PLC000033
 Name of the Company : **Alembic Limited**
 Registered office : Alembic Road, Vadodara - 390003, Gujarat, India.
 Tel. : 0265-2280550 • Fax : 0265 - 2282506 • Web: www.alembiclimited.com • E-mail : alembic.investors@alembic.co.in

| | | | |
|--------------------------------|--|------------|--|
| Name of the Member(s) / Proxy: | | | |
| Registered Address: | | | |
| | | | |
| Email-ID: | | | |
| Folio No./DP ID: | | Client ID: | |

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him
- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him
- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 108th Annual General Meeting of Alembic Ltd. to be held on Wednesday, the 12th day of August, 2015 at 12.30 p.m. at "Sanskriti" Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution |
|--------------------------|--|
| Ordinary Business | |
| 1 | Adoption of Audited Financial Statements for the year ended 31 st March, 2015. |
| 2 | Declaration of dividend on Equity Shares. |
| 3 | Re-appointment of Mr. Chirayu R. Amin, who retires by rotation. |
| 4 | Ratification of M/s. K. S. Aiyar & Co. Chartered Accountants as Statutory Auditors of the Company. |
| Special Business | |
| 5 | Appointment of Mr. Abhijit Joshi (DIN: 06568584) as an Non-Executive Non-Independent Director. |
| 6 | Appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director. |
| 7 | Ratification of Remuneration to the Cost Auditor for the F. Y. 2014-15. |
| 8 | Ratification of Remuneration to the Cost Auditor for the F. Y. 2015-16. |
| 9 | Approval for Material Related Party Transactions. |

Signed this..... day of..... 2015

Signature of Shareholder(s)

Signature of Proxyholder(s)

| |
|-----------------------------------|
| Affix Revenue Stamp of ₹ |
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Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.



Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

CIN : L26100GJ1907PLC000033
 Name of the Company : **Alembic Limited**
 Registered office : Alembic Road, Vadodara - 390003, Gujarat, India.
 Tel. : 0265-2280550 • Fax : 0265 - 2282506 • Web : www.alembiclimited.com • E-mail : alembic.investors@alembic.co.in

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|---|--|
| Name of the Member(s) / Proxy (In Block Letters): | |
| Folio No. | |
| DP ID - Client ID | |
| No. of Shares Held | |

I hereby record my presence at the 108th Annual General Meeting of the Company at "Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 on Wednesday, the 12th August, 2015 at 12.30 p.m.

 Signature of the Member(s) / Proxy*

Notes:

- Members are requested to bring their copies of Annual Report at the AGM.
- *Please strike off whichever is not applicable.