

Form No. MGT- 13**Scrutinizers' Report**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman

107th Annual General Meeting of the Equity Shareholders of
Alembic Limited,

held on 13th day of August, 2014 at 4.00 p.m.

At "Sanskriti", Alembic Corporate Conference Centre,
Opp. Pragati Sahakari Bank Limited, Alembic Colony,
Vadodara - 390003

Dear Sir,

I, S. Samdani, Partner of M/s Samdani Shah & Associates, Company Secretaries, having office at 103 Tanishq Complex, Opp. SBI Urmi Branch, Productivity Road, Vadodara-390020, appointed as a Scrutinizer of Alembic Limited, ("the Company") for the purpose of poll taken on the below mentioned resolution(s), at the 107th Annual General Meeting of the Equity Shareholders of Alembic Limited, held on 13th day of August, 2014 at 4.00 p.m. at "Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390003. I submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

1. Adoption of Financial Statements for the year ended on 31st March, 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
21	55489	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
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(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

2. To declare 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
21	55489	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
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(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110



3. Re-appoint Mr. Ashok Tulankar, who retires by rotation

(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
21	55489	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
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(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

4. Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, as an Independent Auditors and fixing their remuneration

(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
21	55489	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
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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

5. Appointment of Mr. R. C. Saxena as an Independent Director for a term of 5 years

(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
21	55489	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
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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

6. Appointment of Mr. C. P. Buch as an Independent Director for a term of 5 years

(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
21	55489	100%

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

Number of members present	Number of votes cast by	% of total number of
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and voting (in person or by proxy)	them	valid votes cast
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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

7. Appointment of Mr. Milin Mehta as an Independent Director for a term of 5 years

(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
21	55489	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
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(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

8. Revision in terms of appointment including remuneration and re-designation of Mr. Udit Amin as Director & President –Operations

(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
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proxy)		
21	55489	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
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(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

9. To reconfirm authority to Board of Directors for borrowings up to Rs 750 Crore.

(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
21	55489	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
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(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110



10. To approve creation of charge/security over the assets/undertaking of the company, in respect of borrowings.

(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
20	55289	99.99%

(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	200	0.01%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

11. To approve alteration of Articles of Association 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
21	55489	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
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(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1110

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 / Director authorized by the Board for safe keeping.

Thanking You,

S. Samdani
Partner

Samdani Shah & Asso.
Company Secretaries
COP# 2863
Membership # 3677



Place: Vadodara

Dated: 13/08/2014