

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes – in favour			No. of Votes – against			% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)			(3)=[(2)/(1)]*100	(4)			(5)			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		Poll	E-voting	Total		Poll	E-voting	Total	Poll	E-voting	Total		
Resolution No. 3: Re-appointment of Mrs. Malika Amin, who retires by rotation (Ordinary)													
Whether promoter/promoter group are interested in the agenda/resolution?													
Yes													
Promoter and Promoter Group	172127166	0	172127166	172127166	100.00%	0	172127166	172127166	0	0	0	100.00%	0.00%
Public Institutions	24639146	0	15495016	15495016	62.89%	0	15495016	15495016	0	0	0	100.00%	0.00%
Public Non-Institutions	70265516	1176	494681	495857	0.71%	1176	494666	495842	0	15	15	99.997%	0.003%
Resolution No. 4: Ratification of appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company (Ordinary)													
Whether promoter/promoter group are interested in the agenda/resolution?													
No													
Promoter and Promoter Group	172127166	0	172127166	172127166	100.00%	0	172127166	172127166	0	0	0	100.00%	0.00%
Public Institutions	24639146	0	15504991	15504991	62.93%	0	15504991	15504991	0	0	0	100.00%	0.00%
Public Non-Institutions	70265516	1176	496901	498077	0.71%	1176	496896	498072	0	5	5	99.999%	0.001%
Resolution No. 5: Appointment of Mr. Udit Amin as Managing Director of the Company (Special)													
Whether promoter/promoter group are interested in the agenda/resolution?													
Yes													
Promoter and Promoter Group	172127166	0	172127166	172127166	100.00%	0	172127166	172127166	0	0	0	100.00%	0.00%
Public Institutions	24639146	0	15509191	15509191	62.95%	0	13971360	13971360	0	1537831	1537831	90.08%	9.92%
Public Non-Institutions	70265516	1176	494681	495857	0.71%	1176	494676	495852	0	5	5	99.999%	0.001%



Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes – in favour			No. of Votes – against			% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	Poll	E-voting	Total	(3)=[(2)/(1)]*100	Poll	E-voting	Total	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution No. 6: Ratification of the Remuneration to the Cost Auditor for the F.Y. 2016-17 (Ordinary)													
Whether promoter/promoter group are interested in the agenda/resolution?													
Promoter and Promoter Group	172127166	0	172127166	172127166	172127166	100.00%	0	172127166	172127166	0	0	100.00%	0.00%
Public Institutions	24639146	0	15509191	15509191	15509191	62.95%	0	15509191	15509191	0	0	100.00%	0.00%
Public Non-Institutions	70265516	1176	496901	498077	498077	0.71%	1176	496496	497672	0	405	99.92%	0.08%
Resolution No. 7: Approval of charges for service of documents on the shareholders (Ordinary)													
Whether promoter/promoter group are interested in the agenda/resolution?													
Promoter and Promoter Group	172127166	0	172127166	172127166	172127166	100.00%	0	172127166	172127166	0	0	100.00%	0.00%
Public Institutions	24639146	0	15509191	15509191	15509191	62.95%	0	15509191	15509191	0	0	100.00%	0.00%
Public Non-Institutions	70265516	1176	494681	495857	495857	0.71%	1176	493385	494561	0	1296	99.74%	0.26%



Consolidated Scrutinizer's Report

To,
The Chairman,
109th Annual General Meeting of the Equity Shareholders of
Alembic limited
Held on the 10th day of August, 2016 at 12:30 p.m.,
At "Sanskriti", Alembic Corporate Conference Centre,
Opp. Pragati Sahakari Bank Limited,
Alembic Colony,
Vadodara - 390003.

Scrutinizer's Report on Poll including voting by Electronic Means in respect of passing of the resolutions contained in the Notice dated April 26, 2016.

Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Asso., Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Alembic Limited** (the Company), for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s), at the 109th Annual General Meeting of the Equity Shareholders of Alembic Limited, held on Wednesday, 10th August, 2016, at 12:30 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolutions contained in the Notice dated April 26, 2016, based upon:

- a) The report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities, and
- b) The scrutiny of the Polling papers received at the 109th Annual General Meeting.

1. I submit my report as under:

- 1.1 After declaration of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

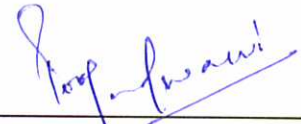


- 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Mr. Rahul R. Shah and Ms. Pooja Jadwani and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on 10th August, 2016 around 12:55 p.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot box being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.



Mr. Rahul R. Shah



Ms. Pooja Jadwani

- 1.3 The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
2. The results of the scrutiny of voting by Poll and voting by electronic means in respect of passing of resolutions contained in notice dated 26th April, 2016 is as under:

2.1 **Resolution No. 1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including Balance Sheet as at 31st March, 2016, 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. (Ordinary Resolution)

(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	208	188,133,253	100.00
Total	216	188,134,429	100.00

(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	5	0.00
Total	1	5	0.00

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	0	0
Total	0	0

2.2 **Resolution No. 2:****To declare dividend on equity shares. (Ordinary Resolution)**(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	208	188,133,253	100.00
Total	216	188,134,429	100.00



(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	5	0.00
Total	1	5	0.00

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	0	0
Total	0	0

2.3 **Resolution No. 3:**

To appoint a Director in place of Mrs. Malika Amin (DIN: 00242613), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)

(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	204	188,116,848	100.00
Total	212	188,118,024	100.00



(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	2	15	0.00
Total	2	15	0.00

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	*3	*16,395
Total	3	16,395

**3 shareholders holding total 16395 shares have neither voted in favour nor voted against.*

2.4 **Resolution No. 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. (Ordinary Resolution)

(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	207	188,129,053	100.00
Total	215	188,130,229	100.00

(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	5	0.00
Total	1	5	0.00

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	*1	*4,200
Total	1	4,200

**1 shareholder holding total 4200 shares has neither voted in favour nor voted against.*

2.5 **Resolution No. 5:**

Appointment of Mr. Udit Amin as Managing Director of the Company. (Special Resolution)

(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	65	186,593,202	99.18
Total	73	186,594,378	99.18

(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	142	1,537,836	0.82
Total	142	1,537,836	0.82

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	*2	*2,220
Total	2	2,220

*2 shareholders holding total 2200 shares have neither voted in favour nor voted against.

2.6 **Resolution No. 6:****Ratification of Remuneration to the Cost Auditor for the F.Y. 2016-17. (Ordinary Resolution)**(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	207	188,132,853	100.00
Total	215	188,134,029	100.00

(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	2	405	0.00
Total	2	405	0.00

(III) **Invalid** Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	0	0
Total	0	0

2.7 **Resolution No. 7:****Approval of charges for service of documents on the shareholders. (Ordinary Resolution)**(I) Voted **in Favour** of the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	8	1,176	0.00
Remote e-voting	203	188,129,742	100.00
Total	211	188,130,918	100.00



(II) Voted **against** the Resolution:

Mode of Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	4	1,296	0.00
Total	4	1,296	0.00

(III) Invalid Votes:

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast
Poll	0	0
Remote e-voting	*2	*2,220
Total	2	2,220

**2 shareholders holding total 2200 shares have neither voted in favour nor voted against.*

Note: Figures in percentage have been rounded off to 2 decimal points.

3. All the resolutions are passed with requisite majority.
4. The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman / Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,
Yours Faithfully,

S. Samdani
Partner
Samdani Shah & Asso.
Company Secretaries
CP # 2863
Vadodara, August 10, 2016.