

Notice

Notice is hereby given that the 111th 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 Tuesday, the 7th August, 2018 at 12:30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Udit Amin (DIN: 00244235), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider and if thought fit, to pass the following resolution as an Ordinary resolution:**

Revision in term of appointment of Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act') and in partial supersession of the resolution passed by the members at the 110th Annual General Meeting (AGM) of the Company held on 28th July, 2017, the term of appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), as Statutory Auditors of the Company be and is hereby revised to hold the office till the conclusion of 115th AGM, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee."

SPECIAL BUSINESS

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

Payment of commission to Mr. Udit Amin, Non-Executive Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act'), the provisions of the amended Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ("SEBI LODR Regulations") and Articles of Association of the Company, approval of the members be and is hereby accorded to the payment of commission to Mr. Udit Amin (DIN 00244235), Non-Executive Director of the Company of upto 3% of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act for a period of 5 years w.e.f. the financial year ending on 31st March, 2018 up to and including financial year ending on 31st March, 2022, in addition to the sitting fees and reimbursement of expenses being paid by the Company for participating in the Board/Committee Meetings of the Company.

RESOLVED FURTHER THAT the total remuneration payable to the Executive and Non-Executive Directors cumulatively shall not exceed the overall ceiling of 11% of the net profits of the Company stipulated under Section 197 and 198 of the Act."

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

Re-appointment of Mr. Milin Mehta (DIN: 01297508) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Milin Mehta as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 1st April, 2019.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

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

Re-appointment of Mr. C. P. Buch (DIN: 05352912) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), rules framed thereunder and Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. C. P. Buch as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 1st April, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

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

Amendment to the Memorandum of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (‘the Act’) and subject to the approval of the regulatory authorities, the amendments to the Object Clause of the Memorandum of Association of the Company to cover only the existing and related activities, add incidental/ancillary objects as well as to bring them in line with the provisions of the Companies Act, 2013, as per the details mentioned in the explanatory statement, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

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

Adoption of new set of Articles of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (‘the Act’), the approval of the members of the Company be and is hereby given to the alteration of the existing Articles of Association by adoption of new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

10. **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. 2018-19:

“**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 (‘the Act’), the remuneration payable to Mr. Santosh Jerjurkar, 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 2018-19 amounting to Rs. 0.50 Lacs plus applicable taxes, 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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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 details of Mr. Udit Amin, Mr. Milin Mehta and Mr. C. P. Buch, Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are annexed herewith as Annexure – A to this notice.
5. The Register of Members of the Company will remain closed from Tuesday, 31st July, 2018 to Tuesday, 7th August, 2018 (both days inclusive), for the purpose of payment of dividend.
6. The dividend when sanctioned will be made payable on or before Friday, 10th August, 2018, to those members whose names stand on the Register of Members of the Company on Tuesday, 31st July, 2018 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.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their bank account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

7. As per the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Account.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company.

The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of transfer to the IEPF
6 th September, 2013	2012-13	October, 2020
13 th August, 2014	2013-14	September, 2021

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12 th July, 2015	2014-15	September, 2022
10 th July, 2016	2015-16	September, 2023
28 th July, 2017	2016-17	September, 2024

8. 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.
9. All the work related to share registry in terms of both - physical and electronic – are being conducted by Company's R & T Agents – Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020, Tel: +91 265 2356573, 2356794 Fax: +91 265 2356791, Email Id: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
10. 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 mentioned e-mail address.
11. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.
12. **Voting through Electronic Means and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mrs. Malika Amin, Managing Director & CEO or Mr. Abhijit Joshi, Director, will declare the e-voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with the scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website www.alembiclimited.com;
- (iii) CDSL website www.evotingindia.com and
- (iv) Stock Exchanges website www.nseindia.com and www.bseindia.com.

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

- (i) The voting period begins on Saturday, 4th August, 2018 (9:00 a.m.) and ends on Monday, 6th August, 2018 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 31st July, 2018 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 shares as on Tuesday, 31st July, 2018, 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 thereafter.

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- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. 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:

	For Members holding shares in Demat Form 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) 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 the 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 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.
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. 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (**ALEMBIC LIMITED - 180620006**) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use CDSL's Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) 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 the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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 the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

Registered Office:

Alembic Road,
Vadodara - 390 003
Date: 17th May, 2018

By Order of the Board,

Sd/-
Drigesh Mittal
Company Secretary

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 4

M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W) were appointed as Statutory Auditors of the Company at the 110th Annual General Meeting (AGM) of the Company held on 28th July, 2017, for a period of three years i.e. to hold the office till the conclusion of 113th AGM. Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Company is required to appoint the Statutory Auditor for a term of 5 consecutive years. Therefore, it is proposed to revise the term of appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), as Statutory Auditors of the Company for a period of five years i.e. to hold the office till the conclusion of 115th AGM.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 4 of this Notice.

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Item No. 5

Mr. Udit Amin (DIN: 00244235), Non-Executive Director of the Company, provides significant guidance and direction to the business of the Company. Mr. Udit Amin's involvement has contributed substantially to the performance of the Company.

Section 197 of the Companies Act, 2013 provides that a Non-Executive Director may be paid remuneration in excess of the limits of 1% of the net profits, if the Company by special resolution, authorizes such remuneration.

The Board of Directors at its meeting held on 17th April, 2018, on the recommendation of Nomination and Remuneration Committee, approved the payment of commission of upto 3% of the profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act for a period of 5 years w.e.f. the financial year ending on 31st March, 2018. The overall total remuneration payable to the Executive and Non-Executive Directors cumulatively shall not exceed the overall ceiling of 11% of the net profit of the Company stipulated under Section 197 and 198 of the Act.

Section 197 of the Companies Act, 2013 requires approval of members of the Company by passing a Special Resolution in the General Meeting for payment of remuneration by way of commission to Non-Executive Directors of the Company. Regulation 17(6) (ca) of the SEBI LODR Regulations which are effective from 1st April, 2019 requires the approval of shareholders by special resolution every year, where the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors. It is anticipated that the remuneration / commission payable to Mr. Udit Amin pursuant to this resolution shall exceed 50% of the total remuneration payable cumulatively to all non-executive directors in the financial year 2019-20 and this resolution will enable the Company to also make payment of the remuneration / commission to Mr. Udit Amin on the profits relevant to financial year 2018-19, payment of which may be made in the financial year 2019-20 i.e. after 1st April, 2019.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

No Directors, Key Managerial Personnel and relatives thereof, other than Mr. Chirayu Amin, Mrs. Malika Amin, Mr. Udit Amin, and their relatives are concerned or interested, financial or otherwise in the resolution at Item No. 5 of this Notice.

Item No. 6

Mr. Milin Mehta (DIN 01297508) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. Milin Mehta hold office as an Independent Director of the Company upto 31st March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Milin Mehta is a Chartered Accountant and is a Senior Partner of M/s. K. C. Mehta & Co., a reputed Chartered Accountants' Firm, since more than 3 decades. He is a fellow member of the Institute of Chartered Accountants of India. He is also a Law Graduate and holds a Master's Degree in Commerce. He was also a member of the Committee set up by the Central Board of Direct Taxed (CBDT) for framing "Tax Accounting Standards" which are renamed as "Income-tax Computation and Disclosure Standards" (ICDS). Presently, he is member of a Committee appointed by the Finance Minister under the CBDT for considering the MAT impact on introduction of IndAS and also to notify further ICDS due to introduction of IndAS. He has also co-authored a book on "Minimum Alternate Tax" published by The Bombay Chartered Accountants' Society. He is also active in social service.

In the opinion of the Board, Mr. Milin Mehta fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on 17th May, 2018, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Milin Mehta would be beneficial to the Company and it is desirable to re-appoint Mr. Milin Mehta as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1st April, 2019.

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Copy of the draft letter of appointment of Mr. Milin Mehta setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. Milin Mehta as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Milin Mehta, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

Item No. 7

Mr. C. P. Buch (DIN 05352912) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. C. P. Buch hold office as an Independent Director of the Company upto 31st March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. C. P. Buch has around 40 Years of Professional experience, including 27 years with Alembic group and more than 8 years with M/s. Deloitte Haskins and Sells. He is a fellow member of the Institute of Chartered Accountants of India. He is also a Law Graduate and holds a Post Graduate Diploma in Taxation. He has also been a visiting faculty on the subject of Taxation at Faculty of Law, M. S. University and at the Institute of Cost Accountants of India.

In the opinion of the Board, Mr. C. P. Buch fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on 17th May, 2018, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. C. P. Buch would be beneficial to the Company and it is desirable to re-appoint Mr. C. P. Buch as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1st April, 2019.

Copy of the draft letter of appointment of Mr. C. P. Buch setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. C. P. Buch as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

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

Item No. 8 & 9

The Companies Act, 2013 read with rules framed thereunder ('the Act') has been gradually notified and implemented by the Ministry of Corporate Affairs, over the last four years.

The existing Object Clause of the Memorandum of Association ('MoA') and Articles of Association ('AoA') of the Company contained clauses / regulations which were based on the provisions of the old Companies Act and contained references to the provisions of the same. It is considered desirable to amend the Object Clause of MoA to cover only the existing and related activities, add incidental/ancillary objects as well as to bring them in line with the provisions of the Companies Act, 2013 ('the Act'). It is also considered desirable to substitute the entire regulations contained in the AoA of the Company with a new set of Articles, to bring them in conformity with the provisions of the Act.

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Pursuant to the provisions of Section 13 and 14 of the Act, approval of the members by way of Special Resolution is required for amendment in the Object Clause of the MoA and for adoption of a new set of AoA. The proposed draft of the MoA and AoA is being uploaded on the Company's website for perusal by the members.

The Board of Directors recommends the resolution at Item No. 8 & 9 of this Notice for your approval.

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 & 9 of this Notice.

Item No. 10

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. Mr. 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 Bulk Drugs & Real Estate division for the financial year 2018-19.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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 2018-19 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends the resolution at Item No. 10 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 10 of the Notice.

By Order of the Board,

Sd/-

Drigesh Mittal

Company Secretary

Registered Office:

Alembic Road, Vadodara - 390 003

Tel: +91 265 2280550

Fax: +91 265 2282506

Web: www.alembiclimited.com

Email Id: alembic.investors@alembic.co.in

CIN: L26100GJ1907PLC000033

Date: 17th May, 2018

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Annexure – A

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Mr. Udit Amin	Mr. Milin Mehta	Mr. C. P. Buch
Age	38 years	53 years	58 years
Qualifications	Graduate in Economics	B. Com., M.Com, FCA & Law Graduate	B. Com., FCA, Law Graduate & Post Graduate Diploma in Taxation
Experience	15 years	More than 30 years	40 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.	N.A.	N.A.
Remuneration last drawn (2017-18)	Refer Note I	Nil	Nil
Nature of expertise in specific functional areas	Management & Leadership	Strategy, Taxation and Corporate Restructuring	Finance, Taxation & Management
Date of first appointment on to the Board	24/04/2013	30/03/2010	14/08/2012
No. of Shares held in the Company as on 31 st March, 2018	20,13,960 Equity Shares	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Udit Amin is the son of Mr. Chirayu Amin and Mrs. Malika Amin	Mr. Milin Mehta does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Mr. C. P. Buch does not have any relation with other Directors, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	4	4	4
Directorship in other companies as on 31 st March, 2018	1. Paushak Limited	1. Shaily Engineering Plastics Limited 2. Alembic Pharmaceuticals Limited 3. Aleor Dermaceuticals Limited 4. Heubach Colour Private Limited 5. Gujarat Life Sciences Private Limited 6. TechnoKraft Products Private Limited 7. Startronic Investment Consultants Private Limited 8. Vadodara Marathon	Nil
Chairmanship / Membership of Committees of other Board	1. Paushak Limited- Member of Corporate Social Responsibility Committee	1. Shaily Engineering Plastics Limited Chairman of Audit Committee & Stakeholders Relationship Committee Member of Nomination & Remuneration Committee 2. Alembic Pharmaceuticals Limited Member of Audit Committee and Nomination & Remuneration Committee 3. Aleor Dermaceuticals Limited Chairman of Audit Committee and Nomination & Remuneration Committee	Nil

Note: I. Commission of Rs. 110 Lacs to Mr. Udit Amin, is subject to approval of Shareholders at the Annual General Meeting.

PROXY FORM
ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033

Regd. Office: Alembic Road, Vadodara - 390003

Tel: +91 265 2280550 Fax: +91 265 2282506 Website: www.alembiclimited.com,

Email Id: alembic.investors@alembic.co.in

Name of the Member(s):	
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:
Email Id :
Signature:or failing him
- Name:
Address:
Email Id :
Signature:or failing him
- Name:
Address:
Email Id :
Signature:

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 111th Annual General Meeting of the Company, to be held on the Tuesday, 7th August, 2018 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.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31st March, 2018.
2	Declaration of dividend on Equity Shares of the Company.
3	Re-appointment of Mr. Udit Amin (DIN: 00244235), who retires by rotation.
4	Revision in term of appointment of Statutory Auditors of the Company.
Special Business	
5	Payment of commission to Mr. Udit Amin, Non-Executive Director of the Company.
6	Re-appointment of Mr. Milin Mehta (DIN: 01297508) as an Independent Director of the Company.
7	Re-appointment of Mr. C. P. Buch (DIN: 05352912) as an Independent Director of the Company.
8	Amendment to the Memorandum of Association of the Company.
9	Adoption of new set of Articles of Association of the Company.
10	Ratification of Remuneration to the Cost Auditor for the FY. 2018-19.

Signed this..... day of..... 2018

Signature of Member(s)

Signature of Proxy holder(s)

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.

Affix
Revenue
Stamp

**ALEMBIC LIMITED**

CIN: L26100GJ1907PLC000033

Regd. Office: Alembic Road, Vadodara – 390003

Tel: +91 265 2280550 Fax: +91 265 2282506, Website: www.alembiclimited.com

Email Id: alembic.investors@alembic.co.in

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall

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 111th Annual General Meeting (AGM) of the Company held on Tuesday, 7th August, 2018 at 12:30 p.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003.

Signature of Member(s) / Proxy*

Notes:

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

