

# ANNEXURE E

## Form No. MGT - 9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L26100GJ1907000033
(ii)	Registration Date	30/07/1907
(iii)	Name of the Company	Alembic Limited
(iv)	Category/Sub-Category of the Company	Company Limited by Shares
(v)	Address of the Registered Office and Contact Details	Alembic Road, Vadodara - 390 003. Tel: +91 265 2280550 Fax: +91 265 2282506 Website: www.alembiclimited.com Email Id: alembic.investors@alembic.co.in
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited B - 102 & 103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020. Tel: +91 265 2356573, 2356794 Email Id: vadodara@linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
(i)	API	35250 & 35260	44.22
(ii)	Real Estate	99531129	37.49

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
(i)	Nirayu Private Limited FF-54, Avishkar Complex, Old Padra Road, Vadodara – 390 015	U28100GJ1971PTC098778	Holding*	42.08%	2(46)
(ii)	Alembic City Limited Alembic Road, Vadodara – 390 003	U70100GJ1994PLC021552	Subsidiary	100.00	2(87)(ii)
(iii)	Alembic Pharmaceuticals Limited Alembic Road, Vadodara – 390 003	L24230GJ2010PLC061123	Associate	29.47	2(6)

\* Please refer Note 5 of Notes to standalone financial statements.

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### IV. SHAREHOLDING PATTERN (Equity share Capital Break up as percentage of Total Equity):

#### (i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2,09,91,910	-	2,09,91,910	7.86	1,81,64,285	-	1,81,64,285	7.07	(0.79)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	14,65,30,053	-	14,65,30,053	54.87	14,32,19,535	-	14,32,19,535	55.77	0.90
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other:									
i) Trust	25,98,400	-	25,98,400	0.97	24,86,244	-	24,86,244	0.97	-
ii) LLP	1,800	-	1,800	0.00	1,800	-	1,800	0.00	-
<b>Sub-total (A)(1):-</b>	<b>17,01,22,163</b>	<b>-</b>	<b>17,01,22,163</b>	<b>63.71</b>	<b>16,38,71,864</b>	<b>-</b>	<b>16,38,71,864</b>	<b>63.82</b>	<b>0.11</b>
<b>(2) Foreign</b>									
NRIs, Bodies Corporate, Banks, FIs, others	-	-	-	-	19,27,015	-	19,27,015	0.75	0.75
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19,27,015</b>	<b>-</b>	<b>19,27,015</b>	<b>0.75</b>	<b>0.75</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>17,01,22,163</b>	<b>-</b>	<b>17,01,22,163</b>	<b>63.71</b>	<b>16,57,98,879</b>	<b>-</b>	<b>16,57,98,879</b>	<b>64.57</b>	<b>0.86</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	1,21,73,065	-	1,21,73,065	4.56	1,46,05,408	-	1,46,05,408	5.69	1.13
b) Banks/FI	1,74,672	17,450	1,92,122	0.07	2,89,645	17,450	3,07,095	0.12	0.05
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs / FPI	30,89,483	-	30,89,483	1.16	26,76,542	-	26,76,542	1.04	(0.12)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others:									
i) Alternate Investment Funds	19,23,790	-	19,23,790	0.72	-	-	-	-	(0.72)
ii) Foreign Bank	-	-	-	-	6,500	-	6,500	0.00	-
<b>Sub-total (B) (1):-</b>	<b>1,73,61,010</b>	<b>17,450</b>	<b>1,73,78,460</b>	<b>6.51</b>	<b>1,75,78,095</b>	<b>17,450</b>	<b>1,75,95,545</b>	<b>6.85</b>	<b>0.34</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
(i) Indian	43,57,882	18,600	43,76,482	1.64	35,02,218	18,600	35,20,818	1.37	(0.27)
(ii) Overseas	-	-	-	-	-	-	-	-	-

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>b) Individuals</b>									
(i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	4,78,84,854	49,87,614	5,28,72,468	19.80	4,39,33,751	43,26,341	4,82,60,092	18.79	(1.01)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	1,41,86,133	1,40,100	1,43,26,233	5.37	1,40,06,485	1,40,100	1,41,46,585	5.51	0.14
<b>c) NBFCs registered with RBI</b>	-	-	-	-	1,11,312	-	1,11,312	0.04	0.04
<b>d) Others (specify)</b>									
(i) Unclaimed Shares	8,25,751	-	8,25,751	0.31	8,06,251	-	8,06,251	0.31	-
(ii) Clearing Member	6,44,184	-	6,44,184	0.24	5,38,501	-	5,38,501	0.21	(0.03)
(iii) Non Resident Indians (NRI)- Repat	8,26,353	-	8,26,353	0.31	7,40,129	-	7,40,129	0.29	(0.02)
(iv) Non Resident Indians (NRI)- Non- Repat	8,05,086	3,150	8,08,236	0.30	8,27,154	2,550	8,29,704	0.32	0.02
(v) Trusts	3,06,036	5,700	3,11,736	0.11	1,86,910	-	1,86,910	0.07	(0.04)
(vi) Foreign Nationals	3,000	-	3,000	-	-	-	-	-	-
(vii) HUF	27,43,848	-	27,43,848	1.03	24,54,188	-	24,54,188	0.96	(0.07)
(viii) IEPF	17,92,914	-	17,92,914	0.67	17,92,914	-	17,92,914	0.70	0.03
<b>Sub-total (B)(2):-</b>	<b>7,43,76,041</b>	<b>51,55,164</b>	<b>7,95,31,205</b>	<b>29.78</b>	<b>6,88,99,813</b>	<b>44,87,591</b>	<b>7,33,87,404</b>	<b>28.58</b>	<b>(1.20)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>9,17,37,051</b>	<b>51,72,614</b>	<b>9,69,09,665</b>	<b>36.29</b>	<b>8,64,77,908</b>	<b>45,05,041</b>	<b>9,09,82,949</b>	<b>35.43</b>	<b>(0.86)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>26,18,59,214</b>	<b>51,72,614</b>	<b>26,70,31,828</b>	<b>100.00</b>	<b>25,22,76,787</b>	<b>45,05,041</b>	<b>25,67,81,828</b>	<b>100.00</b>	-

### (ii) Shareholding of Promoters:

Details of Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	
1.	Chirayu Amin*	86,92,930	3.26	-	83,17,644	3.24	-	(0.02)
2.	Malika Amin	60,11,460	2.25	-	57,51,939	2.24	-	(0.01)
3.	Udit Amin	20,13,960	0.75	-	19,27,015	0.75	-	-

\* 21,46,500 Equity Shares and 20,53,833 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

Details of Shareholding of persons and entities of promoter group:

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged / encumbered to total shares	
1.	Nirayu Private Limited	10,97,90,783	41.11	-	10,80,66,469 <sup>@</sup>	42.08	-	0.97
2.	Shreno Limited	3,67,37,560	13.76	-	3,51,51,541*	13.69	-	(0.07)
3.	Paushak Limited	1,710	0.00	-	1,525*	0.00	-	-
4.	Alembic Pharmaceuticals Ltd <sup>^</sup>	-	-	-	-	-	-	-
5.	Alembic City Limited <sup>^</sup>	-	-	-	-	-	-	-
6.	Shreno Publications Limited <sup>^</sup>	-	-	-	-	-	-	-
7.	Pranav Amin	20,19,600	0.76	-	19,32,411*	0.75	-	(0.01)
8.	Shaunak Amin	20,13,960	0.75	-	19,32,651*	0.75	-	-
9.	Samira Pranav Amin	60,000	0.02	-	57,410*	0.02	-	-
10.	Ranvir Pranav Amin	60,000	0.02	-	57,410*	0.02	-	-
11.	Inaaya Shaunak Amin	60,000	0.02	-	57,410*	0.02	-	-
12.	Naintara Shaunak Amin	60,000	0.02	-	57,410*	0.02	-	-
13.	Barkha Pranav Amin <sup>^</sup>	-	-	-	-	-	-	-
14.	Krupa Shaunak Amin <sup>^</sup>	-	-	-	-	-	-	-
15.	Tishya Udit Amin <sup>^</sup>	-	-	-	-	-	-	-
16.	Vidyanidhi Trust	16,19,100	0.61	-	15,49,202*	0.60	-	(0.01)
17.	Arogyavardhini Society	5,61,900	0.21	-	5,37,643*	0.21	-	-
18.	Utkarsh Vidyakendra	2,92,500	0.11	-	2,79,873*	0.11	-	-
19.	Ujjwal Vidyalaya	1,24,500	0.05	-	1,19,126*	0.05	-	-
20.	Laburnum Family Trust <sup>#</sup>	200	0.00	-	200	0.00	-	-
21.	Virsad Family Trust <sup>#</sup>	200	0.00	-	200	0.00	-	-
22.	Uday Education Society <sup>^</sup>	-	-	-	-	-	-	-
23.	Bhailal Amin General Hospital <sup>^</sup>	-	-	-	-	-	-	-
24.	Laksh Trust <sup>^</sup>	-	-	-	-	-	-	-
25.	Gallup Trust <sup>^</sup>	-	-	-	-	-	-	-
26.	Grace Star Trust <sup>^</sup>	-	-	-	-	-	-	-
27.	Satori Trust <sup>^</sup>	-	-	-	-	-	-	-
28.	Viramya Packlight LLP	1,800	0.00	-	1,800	0.00	-	-

<sup>@</sup> The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company and creeping acquisition of shares during the year.

\* The change in shareholding is pursuant to shares offered under the Buyback of Equity Shares of the Company.

<sup>^</sup> As per the disclosures under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, furnished by the Promoters.

<sup>#</sup> Equity shares held in the name of the Trustees on behalf of the trust.

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(iii) Change in Promoter's Shareholding (please specify, if there is no change):

Sr. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year		17,01,22,163	63.71	17,01,22,163	63.71
	Buyback of shares	09.05.2018	69,68,391	(2.61)	16,31,53,772	63.54
	Market Purchase by Nirayu Private Limited	19.11.2018	1,00,000	0.04		
		20.11.2018	1,00,000	0.04		
		21.11.2018	1,00,000	0.04		
		22.11.2018	90,000	0.04		
		26.11.2018	91,631	0.04		
		27.11.2018	38,679	0.02		
		28.11.2018	1,30,000	0.05		
		29.11.2018	75,682	0.03		
		30.11.2018	74,008	0.03		
		03.12.2018	80,000	0.03		
		04.12.2018	66,397	0.03		
		05.12.2018	1,00,000	0.04		
		06.12.2018	83,749	0.03		
		07.12.2018	69,854	0.03		
		17.12.2018	13,742	0.01		
		18.12.2018	4,466	0.00		
		24.01.2019	1,00,000	0.04		
		25.01.2019	1,00,000	0.04		
		04.02.2019	69,454	0.03		
		05.02.2019	66,054	0.03		
		06.02.2019	52,378	0.02		
		07.02.2019	40,000	0.02		
		08.02.2019	50,000	0.02		
		11.02.2019	50,000	0.02		
		12.02.2019	19,237	0.01		
		13.02.2019	22,711	0.01		
		14.02.2019	49,347	0.02		
	15.02.2019	30,000	0.01			
	18.02.2019	38,822	0.02			
	27.02.2019	37,315	0.01			
	28.02.2019	1,00,000	0.04			
	01.03.2019	50,000	0.02			
	05.03.2019	50,000	0.02			
	12.03.2019	91,581	0.04			
	13.03.2019	85,000	0.03			
	14.03.2019	50,000	0.02			
	15.03.2019	50,000	0.02			
	18.03.2019	50,000	0.02			
	22.03.2019	40,000	0.02			
	25.03.2019	50,000	0.02			
	26.03.2019	45,000	0.02			
	27.03.2019	40,000	0.02			
	At the end of the year		16,57,98,879	64.57	16,57,98,879	64.57

## ANNEXURE E

**(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding at the beginning (01.04.2018)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Nirayu Private Limited	10,97,90,783	41.12	During the financial year	26,45,107*	Increase	10,80,66,469	42.08
					43,69,421*	Decrease		
2	Shreno Limited	3,67,37,560	13.76	09.05.2018	-	Increase	3,51,51,541	13.69
					15,86,019^	Decrease		
3	SBI Small and Midcap Fund	1,21,73,065	4.56	During the financial year	29,11,954	Increase	1,46,05,408	5.69
					4,79,611	Decrease		
4	Pranav Amin	20,19,600	0.76	09.05.2018	-	Increase	19,32,411	0.75
					87,189^	Decrease		
5	Shaunak Amin	20,13,960	0.75	09.05.2018	-	Increase	19,32,651	0.75
					81,309^	Decrease		
6	Vidyanidhi Trust	16,19,100	0.61	09.05.2018	-	Increase	15,49,202	0.60
					69,898^	Decrease		
7	Yeraben Amin	15,61,830	0.58	09.05.2018	-	Increase	13,63,430	0.53
					67,426^	Decrease		
8	Shreya Mukherjee	13,63,430	0.51	09.05.2018	-	Increase	13,04,569	0.51
					58,861^	Decrease		
9	Ninochaka Kothari	7,84,218	0.29	09.05.2018	-	Increase	7,53,916	0.29
					30,302^	Decrease		
10	The Emerging Markets Small Cap Series Of the DFA Investment Trust Company	6,49,379	0.24	During the financial year	-	Increase	6,25,263	0.24
					24,116	Decrease		
11	IL & FS Trust Company Limited - Forefront Alternative Investment Trust - Forefront Alternative Equity Scheme#	19,23,790	0.75	During the financial year	-	Increase	-	-
					19,23,790	Decrease		

\* The change in shareholding is pursuant to the shares offered under Buyback of Equity Shares of the Company and Creeping acquisition of shares during the year.

^ The change in shareholding is pursuant to the shares offered under Buyback of Equity Shares of the Company.

# Ceased to be a top ten shareholder as on 31<sup>st</sup> March, 2019.

**Note:**

1. The date wise increase/decrease in shareholding of the top ten shareholders is available on the website of the Company.
2. The above information is based on the weekly beneficiary positions received from Depositories.
3. The details of holding has been clubbed based on PAN.

## ANNEXURE E

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning/ end of the year				
1.	Mr. Chirayu Amin, Chairman*	86,92,930	3.26	83,17,644#	3.24
2.	Mrs. Malika Amin, Managing Director & CEO	60,11,460	2.25	57,51,939#	2.24
3.	Mr. Udit Amin, Director	20,13,960	0.75	19,27,015#	0.75
4.	Mr. Sameer Khera, Independent Director	2,000	0.00	2,000	0.00

Note: None of the other Director and Key Managerial Personnel holds any shares in the Company.

\* 21,46,500 Equity Shares and 20,53,833 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

# The change in the shareholding is pursuant to shares offered under buyback of Equity Shares.

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Director and/or Manager:**

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD
		Malika Amin
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	131.30 0.40 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit	-
5.	Others, please specify	-
	<b>Total (A)</b>	<b>131.70</b>
	Ceiling as per the Act	504.93

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### B. Remuneration to other Directors:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Milin Mehta	R. C. Saxena	C. P. Buch	Sameer Khera	Chirayu Amin	Udit Amin	Abhijit Joshi	
1.	Independent Directors								
	· Fee for attending board/ committee	2.75	2.35	3.40	1.20	-	-	-	9.70
	· Commission	-	-	-	-	-	-	-	-
	· Others, Please specify	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	<b>2.75</b>	<b>2.35</b>	<b>3.40</b>	<b>1.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.70</b>
2.	Other Non-Executive Directors								
	· Fee for attending board/ committee	-	-	-	-	1.70	1.40	1.50	4.60
	· Commission	-	-	-	-	-	85.00*	-	85.00*
	· Others, Please	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.70</b>	<b>86.40</b>	<b>1.50</b>	<b>89.60</b>
	<b>Total Managerial Remuneration (1+2)</b>	<b>2.75</b>	<b>2.35</b>	<b>3.40</b>	<b>1.20</b>	<b>1.70</b>	<b>86.40</b>	<b>1.50</b>	<b>99.30</b>
	Overall Ceiling as per the Act								504.93

\* Commission to Mr. Udit Amin was approved by the members at the 111<sup>th</sup> AGM held on 7<sup>th</sup> August, 2018 of the Company.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Malika Amin CEO	Drigesh Mittal Company Secretary	Rasesh Shah CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	Covered at point VI – A above	12.13	46.82	58.95
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961		-	-	-
2.	Stock Option		-	-	-
3.	Sweat Equity		-	-	-
4.	Commission - as % of profit		-	-	-
5.	Others, please specify		-	-	-
	<b>Total</b>		<b>12.13</b>	<b>46.82</b>	<b>58.95</b>

**Note:** The above stated figures for remuneration are extracted from Form-16 of the individual Managerial Personnel and Key Managerial Personnel for the F.Y. 2018-19. Whereas the figures for the managerial remuneration in Corporate Governance Report are prepared on the basis of accrual accounting principle and hence are not comparable.

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There has been no penalty or punishment or compounding of offences against/by the Company, Directors and Other Officers in default under the provisions of the Companies Act, 2013 during the F.Y. 2018-19.

For and on behalf of the Board of Directors,

Sd/-

**Chirayu Amin**  
Chairman  
(DIN : 00242549)

Date: 13<sup>th</sup> August, 2019  
Place: Vadodara