

**ALEMBIC LIMITED**



**ANNUAL REPORT 2016-17**

**RETAIL SPACES THAT TICK ALL THE RIGHT BOXES**

- ✓ **GREAT LOCATION**
- ✓ **STRONG CUSTOMER BASE**
- ✓ **LARGE FRONTAGE**



**EXCELLENT VISIBILITY  
WITH EASY ACCESS TO  
MAIN ROADS**



**HOME TO 800+  
FAMILIES RESIDING  
IN THE VICINITY**



**AMPLE PARKING  
SPACE**

You know exactly what you want your dream shop or showroom to be like. You want it to be conveniently located and visibly prominent. You want it to be frequented by customers; who keep coming back for more. You want it to be designed so well and built so strong, that it doesn't grow old while your business grows large. And you want it to be available for possession at the earliest because when you find a place that is a dream come true, you want it to become a reality, immediately.

**Veda offers smartly designed, strongly built, and fabulously located customer-friendly shops and business-friendly offices that give you all that you have in mind, and more.**

## Board of Directors

Mr. Chirayu Amin  
Chairman  
Mrs. Malika Amin  
Managing Director & CEO  
Mr. Udit Amin  
Director  
Mr. Milin Mehta  
Director  
Mr. C. P. Buch  
Director  
Mr. R. C. Saxena  
Director  
Mr. Sameer Khera  
Director  
Mr. Abhijit Joshi  
Director

## Chief Financial Officer

Mr. Rasesh Shah

## Dy. Company Secretary

Mr. Drigesh Mittal

## Statutory Auditors

K. S. Aiyar & Co.  
Chartered Accountants  
Laxmi Estate No. F-07/08,  
Shakti Mills Lane, Off Dr. E. Moses Road,  
Mahalaxmi, Mumbai – 400 011.

## Bankers

Bank of Baroda Limited  
Axis Bank Limited  
HDFC Bank Limited  
Yes Bank Limited

## Registered Office

Alembic Road, Vadodara – 390 003.  
CIN: L26100GJ1907PLC000033  
Tel: (0265) 2280550 Fax: (0265) 2282506  
Email Id: alembic.investors@alembic.co.in  
Website: www.alembiclimited.com

## Manufacturing Facilities

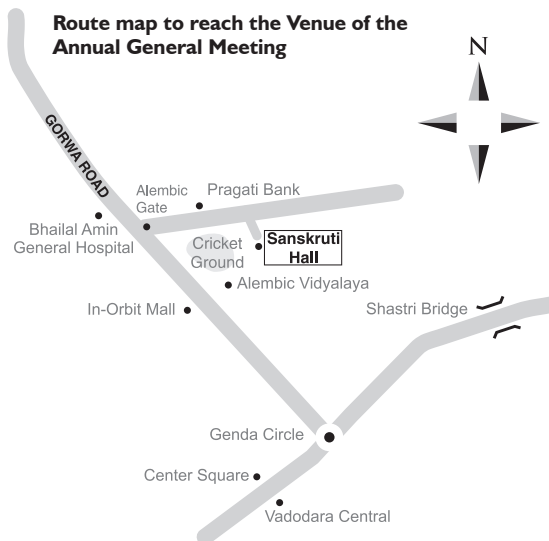
Alembic Road, Vadodara – 390 003, Gujarat.

## Registrar and Transfer Agent

M/s. Link Intime India Pvt. Ltd.  
B-102-103 Shangrila Complex, First Floor,  
Opp. HDFC Bank,  
Nr. Radhakrishna Char Rasta, Akota,  
Vadodara – 390 020.  
Tel: (0265) 2356573 / 2356794  
Fax: (0265) 2356791  
Email Id: vadodara@linkintime.co.in

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial/results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments information or events.



# Notice

Notice is hereby given that the 110th 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 Friday, the 28th July, 2017 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, 2017 including Balance Sheet as at 31st March, 2017, 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. Abhijit Joshi (DIN: 06568584), 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:**

### **Appointment of Statutory Auditors of the Company and to fix their remuneration:**

**"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, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this 110th Annual General Meeting (AGM) till the conclusion of 113th AGM of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM, in place of retiring Auditors M/s. K. S. Aiyar & Co., Chartered Accountants, 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:**

### **Appointment of Mrs. Malika Amin (DIN: 00242613) as Managing Director and Chief Executive Officer of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') approval of the members of the Company be and is hereby accorded to the appointment of Mrs. Malika Amin as the Managing Director and Chief Executive Officer of the Company for a period of 5 years w.e.f 1st February, 2017 on the remuneration, terms and conditions as mentioned hereunder, with an authority to the Board of Directors to alter or vary the remuneration and terms and conditions of the said appointment, to the extent recommended by the Nomination & Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in this resolution and the Companies Act, 2013:

#### **Remuneration:**

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of ₹ 1.50 Crores per annum.

#### **Perquisites and Allowances:**

- a) Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.
- b) Leave Travel Concession for self and family as per rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- d) Conveyance: As per rules of the Company.
- e) Free Telephone Facility at the residence as per rules of the Company.
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per rules of the Company.
- g) Leave: As per rules of the Company.  
Privilege Leave accumulated and not availed of during this tenure as Executive Director may be allowed to be encashed as per rules of the Company.
- h) Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

Mrs. Malika Amin would be eligible for reimbursement of all legitimate expenses actually and properly incurred by her while performing her duties, which would not be treated as perquisites.

**RESOLVED FURTHER THAT** the total remuneration, payable to Mrs. Malika Amin as Executive Director shall not exceed

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11% of the net profit of the Company for the relevant financial year.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.”

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

**Ratification of Remuneration to the Cost Auditor for the F.Y. 2017-18:**

“**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: 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 2017-18 amounting to ₹ 0.50 Lacs excluding 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.”

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

**Re-classification of the Promoters of the Company:**

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), the approval of the Members be and is hereby accorded for re-classification of Ms. Jyoti Suresh Patel, Mr. Anup N Kothari, Ms. Ninochaka A Kothari, Ms. Shreya Rupendra Mukharji and Ms. Yeraben Ramanbhai Amin, forming part of the existing Promoters of the Company from Promoter category to Public category.

**RESOLVED FURTHER THAT** that the Promoters seeking re-classification along with their personal promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised 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 Director 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 including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

**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 Mrs. Malika Amin, Managing Director & CEO and Mr. Abhijit Joshi, Director seeking appointment/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.
5. The Register of Members of the Company will remain closed from Friday, 21st July, 2017 to Friday, 28th July, 2017 (both days inclusive), for the purpose of payment of dividend.
6. As per Section 139(2) of the Act, M/s. K. S. Aiyar & Co., Chartered Accountants, Vadodara (Firm Registration No. 100186W) Statutory Auditors of the Company will be retiring at the conclusion of the ensuing Annual General Meeting and cannot be

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further appointed as the Statutory Auditors.

7. The dividend when sanctioned will be made payable on or before 3rd August, 2017, to those members whose names stand on the Register of Members of the Company on 21st July, 2017 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.

8. 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 Suspense 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.

9. 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.
10. 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, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020, Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791, Email Id: vadodara@linkintime.co.in. Shareholders are requested to send their communication to the aforesaid address in future.
11. The Company has designated an exclusive Email Id: [alembic.investors@alembic.co.in](mailto: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.
12. 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.
13. 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.

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;

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- (ii) Company's website [www.alembiclimited.com](http://www.alembiclimited.com);
- (iii) CDSL website [www.evotingindia.com](http://www.evotingindia.com) and
- (iv) Stock Exchanges website [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

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

- (i) The voting period begins on 25th July, 2017 (9:00 a.m.) and ends on 27th July, 2017 (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 21st July, 2017 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 21st July, 2017, may obtain the login Id and password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 – 170525002**) 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.

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- (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.
- (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 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

**Registered Office:**  
Alembic Road,  
Vadodara – 390 003.  
Date: 9th May, 2017

By Order of the Board,

**Drigesh Mittal**  
Dy. Company Secretary



# Notice

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

### Item No. 5

The Board of Directors at its meeting held on 19th January, 2017, on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mrs. Malika Amin as Managing Director and Chief Executive Officer of the Company for a period of 5 years w.e.f. 1st February, 2017.

Mrs. Malika Amin has been a Director of the Company since 2nd July, 1988. She was also the Whole-time Director of the Company till 30th June, 2012. She has more than 3 decades of experience in handling Business Strategy, Administration & HR.

The details of Mrs. Malika Amin as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure – A to this Notice.

The Board of Directors recommends passing of Special Resolution as set out at Item No. 5 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Chirayu Amin, Mrs. Malika Amin and Mr. Udit Amin and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

### Item No. 6

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 2017-18.

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 2017-18 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of ordinary resolution as set out at Item No. 6 of this 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. 6 of the Notice.

### Item No. 7

The Company was in receipt of requests from (i) Ms. Jyoti Suresh Patel, (ii) Mr. Anup N. Kothari, (iii) Ms. Ninochaka A. Kothari, (iv) Ms. Shreya Rupendra Mukharji and (v) Ms. Yeraben Ramanbhai Amin, Promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:

Sr. No.	Name of applicants classified under Promoter Group category	No. of Equity Shares held	% of Shareholding
1	Jyoti Suresh Patel*	9,75,600	0.37
2	Anup N. Kothari	3,80,000	0.14
3	Ninochaka A. Kothari	12,65,800	0.47
4	Shreya Rupendra Mukharji	17,43,150	0.65
5	Yeraben Ramanbhai Amin	16,61,830	0.62
	<b>TOTAL</b>	<b>60,26,380</b>	<b>2.26</b>

\* Holding equity shares in different demat accounts due to her different joint holdings.

Ms. Jyoti Suresh Patel (aged 80 years), Ms. Ninochaka A. Kothari (aged 73 years), Ms. Shreya Rupendra Mukharji (aged 68 years) and Ms. Yeraben Ramanbhai Amin (aged 65 years) are the sisters of Mr. Chirayu Amin, Promoter – Chairman of the Company and hold equity shares in the Company as stated in table given above. Mr. Anup N. Kothari (aged 78 years) is the spouse of Ms. Ninochaka A. Kothari and hold equity shares in the Company as stated in table given above.

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of Key Managerial Personnel in the Company. They also do not have any special rights through

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formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 7 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Chirayu Amin, Mrs. Malika Amin and Mr. Udit Amin and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

**Registered Office:**

Alembic Road, Vadodara – 390 003.  
Tel: (0265) 2280550 Fax: (0265) 2282506  
Web: www.alembiclimited.com  
Email Id: alembic.investors@alembic.co.in  
CIN: L26100GJ1907PLC000033  
Date : 9th May, 2017

By Order of the Board,

**Drigesh Mittal**  
Dy. Company Secretary

**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	Mrs. Malika Amin	Mr. Abhijit Joshi
Age	62 years	61 years
Qualifications	M.A.	Masters in Organic Chemistry and Production Management
Experience	32 years	36 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 5 of this notice	N.A.
Remuneration last drawn (2016-17)	₹ 20.95 Lacs*	N.A.
Nature of expertise in specific functional areas	Management & Leadership	Manufacturing, Management & Leadership
Date of first appointment on to the Board	02/07/1988	05/11/2014
No. of Shares held in the Company as on 31st March, 2017	60,11,460	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Malika Amin is wife of Mr. Chirayu Amin and mother of Mr. Udit Amin	N.A.
No. of Meetings of the Board attended during the year	4	4
Directorship in other companies as on 31st March, 2017	Shreno Limited Sierra Investments Private Limited Sierra Healthcare Limited	Paushak Limited
Chairmanship / Membership of Committees of other Board	<b>Sierra Investments Private Limited</b> Chairperson of Corporate Social Responsibility Committee	<b>Paushak Limited</b> Member of Stakeholders Relationship Committee

\* Appointed as Managing Director & CEO w.e.f. 1st February, 2017