

# Notice

## **Alembic Pharmaceuticals Limited**

Regd. Office: Alembic Road, Vadodara – 390 003.

Tel: +91 265-2280550 Fax: +91 265-2282506

Web: www.alembicpharmaceuticals.com Email Id: apl.investors@alembic.co.in CIN: L24230GJ2010PLC061123

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the Members of Alembic Pharmaceuticals Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Friday, the 27<sup>th</sup> July, 2018 at 3:00 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 31<sup>st</sup> 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 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Mr. R. K. Baheti (DIN: 00332079), who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Business**

#### **4. 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. 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. H. R. Kapadia, 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 2018-19 amounting to ₹ 1.75 Lacs plus applicable tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

##### **Re-appointment of Mr. Shaunak Amin (DIN 00245523) as Managing Director 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 read with the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 ('the Act'), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shaunak Amin as Managing Director of the Company for a period of 5 years commencing from 2<sup>nd</sup> May, 2018 on the remuneration, terms and conditions as mentioned hereunder:

#### **Terms and Conditions of Re-appointment:**

Term of Appointment: 5 years from 2<sup>nd</sup> May, 2018 to 1<sup>st</sup> May, 2023.

#### **Remuneration:**

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of ₹ 18 Crores per annum as may be decided by the Board of Directors from time to time.

#### **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.

**Commission:**

Mr. Shaunak Amin shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, not exceeding 1% of the net profits of the Company for the respective financial year, subject to overall ceilings stipulated in Section 197 of the Act.

**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.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Shaunak Amin.

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

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

**Revision in Remuneration payable to Mr. Pranav Amin (DIN 00245099), Managing Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), approval of the members of the Company be and is hereby accorded for revision in maximum remuneration payable to Mr. Pranav Amin, Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2018 for the remaining tenure of his appointment i.e., upto 31<sup>st</sup> March, 2021, as under:

**Revised Remuneration:**

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of ₹ 18 Crores per annum as may be decided by the Board of Directors from time to time.

**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.

**Commission:**

Mr. Pranav Amin shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, not exceeding 1% of the net profits of the Company for the respective financial year, subject to overall ceilings stipulated in Section 197 of the Act.

**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.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the remuneration, terms and conditions, to the extent recommended by the

Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Pranav Amin.

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

- 7. To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**  
**Re-appointment of Mr. K. G. Ramanathan (DIN 00243928) 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 Regulation 17(1A) 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. K. G. Ramanathan as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

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

- 8. To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**  
**Re-appointment of Mr. Pranav Parikh (DIN 00318726) 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 Regulation 17(1A) 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. Pranav Parikh as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally 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:**  
**Re-appointment of Mr. Paresh Saraiya (DIN 00063971) 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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to the re-appointment of Mr. Paresh Saraiya as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 1<sup>st</sup> 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, necessary and expedient to give effect to this resolution."

- 10. 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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members 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. 1<sup>st</sup> 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, necessary and expedient to give effect to this resolution."

- 11. 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Incorporation) Rules, 2014 ('the Act'), the following clauses of Memorandum of Association be and are hereby amended in the following manner:

- a) The existing heading of Clause III be deleted.
- b) The existing heading of Clause III (A) be substituted by the following new heading:  
"The objects to be pursued by the Company on its incorporation are as under"
- c) The existing heading of Clause III (B) be substituted by the following new heading:  
"Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under"
- d) The existing Clause III (C) – "Other Objects" be deleted.
- e) References to sections and provisions of the Companies Act, 1956 in the existing Clause III (B) of the Memorandum of Association, be replaced and aligned with the corresponding sections of the Companies Act, 2013 and rules framed thereunder.

**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."

**12. 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 draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations 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."

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

**Increase in borrowing powers of the Company:**

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at their 4<sup>th</sup> Annual

General Meeting held on 28<sup>th</sup> July, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules framed thereunder ('the Act') and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company, its free reserves (reserves not set apart for any specific purpose) and securities premium account, provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary and expedient to give effect to the above resolution."

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

**Creation of charge / security over the assets / undertaking of the Company:**

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at their 4<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules thereunder ('the Act'), the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company, both present and future and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company

together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1) (c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in rate of exchange.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary and expedient to give effect to the above resolution."

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

**Granting loan, giving guarantee or providing security in respect of any loan to Subsidiary:**

**"RESOLVED THAT** pursuant to the provisions of Sections 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder ('the Act'), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and RPT Policy of the Company, approval of the members of the Company, be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan to Aleor Dermaceuticals Limited, a subsidiary of the Company, upto an amount of ₹ 250 Crores, in multiple tranches and on such terms and conditions as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

**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. R. K. Baheti, Mr. Shaunak Amin, Mr. Pranav Amin, Mr. K. G. Ramanathan, Mr. Pranav Parikh, Mr. Paresh Saraiya and Mr. Milin Mehta, Directors seeking re-appointment/variation in terms of appointment, pursuant to Regulation 36(3) of the 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 20<sup>th</sup> July, 2018 to 27<sup>th</sup> July, 2018 (both days inclusive), for the purpose of payment of dividend.
6. The dividend when sanctioned will be made payable on or before 2<sup>nd</sup> August, 2018, to those members whose names stand on the Register of Members of the Company on 20<sup>th</sup> 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 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.

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
29 <sup>th</sup> August, 2011	2010-11	September, 2018
9 <sup>th</sup> August, 2012	2011-12	September, 2019
7 <sup>th</sup> August, 2013	2012-13	September, 2020
28 <sup>th</sup> July, 2014	2013-14	August, 2021
31 <sup>st</sup> July, 2015	2014-15	August, 2022
29 <sup>th</sup> July, 2016	2015-16	August, 2023
20 <sup>th</sup> July, 2017	2016-17	August, 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 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: apl.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 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 & CEO of the Company and in his absence Mr. R. K. Baheti, Director - Finance & CFO, will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with scrutinizer's report will be displayed on the:

- Notice Board of the Company at its Registered Office;
- Company's website [www.alembicpharmaceuticals.com](http://www.alembicpharmaceuticals.com);
- CDSL website [www.evotingindia.com](http://www.evotingindia.com) and
- 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 e-voting period begins on 24<sup>th</sup> July, 2018 (9:00 a.m.) and end on 26<sup>th</sup> July, 2018 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 20<sup>th</sup> 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 20<sup>th</sup> 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 after 26<sup>th</sup> July, 2018 (5.00 p.m.).
- ii. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- iii. Next click on “Shareholders” tab to cast your votes.
- 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:

PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (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 the 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.
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.

# please enter DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or Company, please enter the member id/folio no. 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 reach directly to the company selection screen. However, members holding shares in demat form

will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such 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. 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 PHARMACEUTICALS LIMITED - 180613016**) 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 Resolutions.
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If demat account holder has forgotten the 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 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 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 custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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)

By Order of the Board,

Registered Office:  
Alembic Road,  
Vadodara - 390 003  
Date: 16<sup>th</sup> May, 2018

**Sd/-**  
**Ajay Kumar Desai**  
Senior Vice President – Finance &  
Company Secretary



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

### **Item No. 4**

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. The Board of Directors at its meeting held on 16<sup>th</sup> May, 2018, on the recommendation of Audit Committee, approved the appointment and remuneration of Mr. H. R. Kapadia, Cost Accountant, to conduct the audit of the cost records of the Company 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. 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.

### **Item No. 5**

Mr. Shaunak Amin (DIN 00245523) is heading Branded Formulation Business of the Company. The Company has made steady progress in terms of revenues as well as in terms of profits in challenging times under his leadership and his continued services will benefit the Company in its growth path.

The Board of Directors at its meeting held on 31<sup>st</sup> January, 2018, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Shaunak Amin as Managing Director of the Company for a period of five years commencing from 2<sup>nd</sup> May, 2018.

The details of Mr. Shaunak 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 the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Chirayu Amin, Mr. Pranav Amin and Mr. Shaunak 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. Pranav Amin (DIN 00245099) is heading International Business of the Company. The Company has registered huge growth during these years. In International Business, the Company has made significant inroads in the US markets against huge odds. Additionally lot of investments are being made in new projects to accelerate growth in future. The domestic business is also growing steadily inspite of lots of external hiccups.

Considering the progress made by the Company under his leadership and considering the industry benchmarks for the remuneration for similar position, the Board of Directors at its meeting held on 16<sup>th</sup> May, 2018, on the recommendation of Nomination and Remuneration Committee, approved the revision in remuneration payable to Mr. Pranav Amin, Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2018.

The details of Mr. Pranav Amin as required under the provisions of para 1.2.5 of the Secretarial Standard on General Meetings (SS-2) 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 other than Mr. Chirayu Amin, Mr. Pranav Amin and Mr. Shaunak Amin and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

### **Item No. 7**

Mr. K. G. Ramanathan (DIN 00243928) 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. K. G. Ramanathan hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. K. G. Ramanathan is a Postgraduate in Physics from University of Madras and is a Retd. IAS Officer. He has worked in senior administrative positions in the State of Gujarat and Government of India for more than three decades. He has wide industrial experience particularly in the fields of fertilizers,

chemicals and petrochemicals. Before his retirement from Government service, he was the Chairman and Managing Director of erstwhile Indian Petrochemicals Corporation Limited (IPCL), a prestigious petrochemical Company of India. Mr. K. G. Ramanathan was the President of Chemical and Petrochemical Manufacturers Association of India. He is the founder President of Indian Centre for Plastics in the Environment (ICPE).

Mr. K. G. Ramanathan has attained the age of 78 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of members by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Director who has attained seventy five years of age.

In the opinion of the Board, Mr. K. G. Ramanathan 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 16<sup>th</sup> 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. K. G. Ramanathan would be beneficial to the Company and it is desirable to re-appoint Mr. K. G. Ramanathan as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. K. G. Ramanathan 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. K. G. Ramanathan 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. K. G. Ramanathan, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

#### **Item No. 8**

Mr. Pranav Parikh (DIN 00318726) 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. Pranav Parikh hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Pranav Parikh is a Commerce Graduate and has done Business Administration Program at Harvard University, USA. He is an Industrialist and the founder and Chairman of TechNova Imaging Systems (P) Ltd. ('Technova') and a Director of Lemuir Group, a comprehensive logistics solution provider. Mr. Pranav Parikh started Technova in 1979 and under his leadership, Technova has become one of the largest manufactures in the world for offset plates, graphics art chemistry and digital print media. He has vast experience as an industrialist and has been an active participant in various industrial fora and organizations.

Mr. Pranav Parikh has attained the age of 75 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of members by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Director who has attained seventy five years of age..

In the opinion of the Board, Mr. Pranav Parikh 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 16<sup>th</sup> 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. Pranav Parikh would be beneficial to the Company and it is desirable to re-appoint Mr. Pranav Parikh as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Pranav Parikh 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. Pranav Parikh 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. 8 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Pranav Parikh and his relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 8 of this Notice.

**Item No. 9**

Mr. Paresh Saraiya (DIN 00063971) 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. Paresh Saraiya hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Paresh Saraiya is a senior business leader with over four decades of rich and diverse experience in technical, commercial, corporate leadership, entrepreneurship and corporate governance. He has done Graduation in Mechanical Engineering from The M.S. University of Baroda and has undergone various Management Development Programs. He started his career with Transpek Industry Limited, and after gaining rich experience of more than 25 years managing various functions, he assumed charge as Managing Director of Transpek Silox Industry Private Limited in Year 2001. A progressive leader, he is adept at building teams with shared vision and guiding them for effective execution of plans. He was a member of the Managing Committee of Federation of Gujarat Industries (FGI), Vadodara for many years. He was the Convenor of the task force on Chemicals and Dyestuff constituted by CII Western Region. He is also active in social service.

In the opinion of the Board, Mr. Paresh Saraiya 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 16<sup>th</sup> 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. Paresh Saraiya would be beneficial to the Company and it is desirable to re-appoint Mr. Paresh Saraiya as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Paresh Saraiya 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. Paresh Saraiya 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. 9 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Paresh Saraiya, has any concern or interest, financial or otherwise, in the resolution at Item No. 9 of this Notice.

**Item No. 10**

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 31<sup>st</sup> 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 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 Masters Degree in Commerce. He was also a member of the Committee set up by the Central Board of Direct Taxes (CBDT) for framing "Tax Accounting Standards" which are renamed as "Income-tax Computation and Disclosure Standards" (ICDS). Presently he is member of the 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 16<sup>th</sup> 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. 1<sup>st</sup> April, 2019.

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. 10 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. 10 of this Notice.

#### **Item No. 11 & 12**

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 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, 1956 and contained references to the provisions of the same. It is considered desirable to amend MoA and 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.

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 MoA and for adoption of a new set of AoA. The proposed draft of MoA and AoA is being uploaded on the Company's website for perusal by the members.

The Board of Directors recommends the resolutions at Item No. 11 & 12 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 resolutions at Item No. 11 & 12 of this Notice.

#### **Item No. 13 & 14**

Pursuant to the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans in excess of aggregate of the paid up capital, free reserves and securities premium account nor can create charge / security over the assets / undertaking of the Company which would be required to secure the borrowings.

The members of the Company had at their 4<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2014, approved borrowing limits of upto ₹ 1,500 Crores. As on 31<sup>st</sup> March, 2018, the Company has borrowings to the extent of ₹ 685.04 Crores on standalone basis. In order to meet the requirements of proposed expansion plans, routine capex and working capital requirements as well as for unanticipated opportunities that may come up in future, it is proposed to increase borrowing limits from ₹ 1,500 Crores to ₹ 2,500 Crores and to create charge / security over the assets / undertaking of the Company for such borrowings.

The Board of Directors recommends the resolutions at Item No. 13 & 14 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 resolutions at Item Nos. 13 & 14 of this Notice.

#### **Item No. 15**

The Company had promoted a joint venture company along with Orbicular Pharmaceutical and Technologies Private Limited in the name and style of Aleor Dermaceuticals Limited (hereinafter referred to as 'Aleor'). The Company holds 60% of the equity capital in Aleor and hence Aleor is also a subsidiary of the Company. Aleor is engaged in the business of manufacturing and trading of dermaceutical products. Since, Aleor is in its initial state of operations, it would require funds for its business operations. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to Aleor for its principal business activities.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the members is required by way of special resolution to grant loan or give guarantee or provide security in respect of any loan granted to Aleor. The loans / guarantees / securities will be utilized by Aleor only for the purposes of its business activities.

The cumulative value of proposed transaction does not exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements and hence is not a material transaction in terms of Clause 23(1) of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 ('SEBI Listing Regulations, 2015'). The transaction is within the permissible limits as approved by the shareholders under Section 186 of the Companies Act, 2013. The terms and conditions to grant loan or give guarantee or provide security in respect of any loan granted to Aleor are as under:

Sr. No.	Particulars	Details
1.	The name of the related party and nature of relationship	Aleor Dermaceuticals Limited is a subsidiary of the Company.
2.	The nature, duration of the contract and particulars of the contract or arrangement	Granting of loans including any loan represented by a book debt, or giving any guarantee or providing any security in connection with any loan to Aleor Dermaceuticals Limited to the extent of ₹ 250 Crores, in multiple tranches. The repayment shall be governed by the terms agreed to between the parties to the joint venture.
3.	The material terms of the contract or arrangement including the value, if any	Interest / Fees / charges for granting loans, giving guarantee or providing security in connection with any loan to Aleor Dermaceuticals Limited will be determined as per the terms agreed to between the parties to the joint venture and shall be on arms-length basis.
4.	Any advance paid or received for the contract or arrangement, if any	Not applicable
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As mentioned in clause 3 above.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes

The Board of Directors recommends the resolution at Item No. 15 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives thereof have any concern or interest, financial or otherwise, in the resolution at Item No. 15 of this Notice.

By Order of the Board,

Registered Office:  
Alembic Road,  
Vadodara - 390 003  
Date: 16<sup>th</sup> May, 2018

**Sd/-**  
**Ajay Kumar Desai**  
Senior Vice President – Finance & Company Secretary

## Annexure – A

Details of the Directors seeking re-appointment/variation in terms of appointment at the 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. R. K. Baheti	Mr. Shaunak Amin	Mr. Pranav Amin	Mr. K. G. Ramanathan
Age	58 years	39 years	42 years	78 years
Qualifications	B. Com. (Hon.), FCA & FCS	B. A.	M.B.A	P. G. in Physics
Experience	37 years	14 years	17 years	More than 50 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N. A.	The details are provided in the resolution at Item no. 6 of this notice.	The details are provided in the resolution at Item no. 7 of this notice.	N. A.
Remuneration last drawn (2017-18)	₹ 3.35 Crores	₹ 15.66 Crores	₹ 15.65 Crores	Nil
Nature of expertise in specific functional Areas	Finance, Taxation & Management	Management & Leadership	Management & Leadership	Corporate Management
Date of first appointment on to the Board	16/06/2010	02/05/2013	31/03/2011	31/03/2011
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2018	Nil	10,06,980	10,09,800	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. R. K. Baheti does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Mr. Shaunak Amin is son of Mr. Chirayu Amin and brother of Mr. Pranav Amin.	Mr. Pranav Amin is son of Mr. Chirayu Amin and brother of Mr. Shaunak Amin.	Mr. K. G. Ramanathan 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	4
Directorship in other companies as on 31 <sup>st</sup> March, 2018	1. Aleor Dermaceuticals Limited 2. Alembic Exports Limited	1. Shreno Limited 2. Shreno Publications Limited 3. Incozen Therapeutics Private Limited	1. Incozen Therapeutics Private Limited	Nil
Chairmanship/Membership of Committees of other Board	Nil	Nil	Nil	Nil

Name of the Director	Mr. Pranav Parikh	Mr. Paresh Saraiya	Mr. Milin Mehta
Age	75 years	64 years	53 years
Qualifications	B. Com & Business Administration	B. E. Mechanical	B. Com., M.Com, FCA & Law Graduate
Experience	More than 50 years	More than 40 years	More than 30 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)	Nil	Nil	Nil
Nature of expertise in specific functional Areas	Strategy, Management & Leadership	Management & Leadership	Strategy, Taxation & Corporate Restructuring
Date of first appointment on to the Board	31/03/2011	31/03/2011	31/03/2011
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2018	6,500	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Pranav Parikh does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Mr. Paresh Saraiya does not have any relation with other Directors, Manager and other Key Managerial Personnel.	Mr. Milin Mehta 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 <sup>st</sup> March, 2018	<ol style="list-style-type: none"> <li>1. TechNova Imaging Systems (P) Limited</li> <li>2. Lee and Muirhead Private Limited</li> <li>3. Shree Luxmi Wollen Mills Estate Limited</li> <li>4. TechNova Graphics Private Limited</li> <li>5. TechNova Prepress Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Transpek-Silox Industry Private Limited</li> <li>2. Shroffs Engineering Limited</li> <li>3. Excel Genetics Limited</li> <li>4. Dinesh Remedies Limited</li> <li>5. TechnoKraft Products Private Limited</li> <li>6. SIAMP India Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Shaily Engineering Plastics Limited</li> <li>2. Alembic Limited</li> <li>3. Aleor Dermaceuticals Limited</li> <li>4. Heubach Colour Private Limited</li> <li>5. Gujarat Life Sciences Private Limited</li> <li>6. TechnoKraft Products Private Limited</li> <li>7. Startronic Investment Consultants Private Limited</li> <li>8. Vadodara Marathon</li> </ol>
Chairmanship/Membership of Committees of other Board	Nil	<p>Transpek-Silox Industry Private Limited Chairman of Corporate Social Responsibility Committee Member of Audit Committee</p> <p>Dinesh Remedies Limited Chairman of Audit Committee Member of Nomination and Remuneration Committee</p>	<p>Shaily Engineering Plastics Limited Chairman of Audit Committee &amp; Stakeholders Relationship Committee Member of Nomination &amp; Remuneration Committee</p> <p>Alembic Limited Chairman of Audit Committee and Nomination &amp; Remuneration Committee Member of Stakeholders Relationship Committee &amp; Corporate Social Responsibility Committee</p> <p>Aleor Dermaceuticals Limited Chairman of Audit Committee and Nomination &amp; Remuneration Committee</p>

## PROXY FORM

### Alembic Pharmaceuticals Limited

Regd. Office: Alembic Road, Vadodara – 390 003

Tel: +91 265-2280550 Fax: +91 265-2282506

Web: www.alembicpharmaceuticals.com Email Id: apl.investors@alembic.co.in CIN: L24230GJ2010PLC061123

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./DP ID:	
Client ID:	

I/we, being the member(s) of ..... shares of the above named company, hereby appoint:

(1) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 8<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 27<sup>th</sup> July, 2018 at 3:00 p.m. at "Sanskruti", 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:

Resolutions No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018.
2.	Declaration of dividend on Equity Shares of the Company.
3.	Re-appointment of Mr. R. K. Baheti, who retires by rotation.
<b>Special Business</b>	
4.	Ratification of Remuneration to the Cost Auditor for the F.Y. 2018-19.
5.	Re-appointment of Mr. Shaunak Amin (DIN 00245523) as Managing Director of the Company.
6.	Revision in Remuneration payable to Mr. Pranav Amin (DIN 00245099), Managing Director of the Company.
7.	Re-appointment of Mr. K. G. Ramanathan (DIN 00243928) as an Independent Director of the Company.



Resolutions No.	Resolutions
-----------------	-------------

- |     |  |
|-----|--|
| 8.  | Re-appointment of Mr. Pranav Parikh (DIN 00318726) as an Independent Director of the Company.  |
| 9.  | Re-appointment of Mr. Paresh Saraiya (DIN 00063971) as an Independent Director of the Company. |
| 10. | Re-appointment of Mr. Milin Mehta (DIN 01297508) as an Independent Director of the Company.    |
| 11. | Amendment to the Memorandum of Association of the Company.                                     |
| 12. | Adoption of new set of Articles of Association of the Company.                                 |
| 13. | Increase in borrowing powers of the Company.   |
| 14. | Creation of charge / security over the assets / undertaking of the Company.                    |
| 15. | Granting loan, giving guarantee or providing security in respect of any loan to Subsidiary.    |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Member(s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_



**Notes:**

1. 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.
2. Please complete all details including details of member(s) before submission.



## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

### Alembic Pharmaceuticals Limited

Regd. Office: Alembic Road, Vadodara – 390 003

Tel: +91 265-2280550 Fax: +91 265-2282506

Web: www.alembicpharmaceuticals.com Email Id: apl.investors@alembic.co.in CIN: L24230GJ2010PLC061123

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 8<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 27<sup>th</sup> July, 2018 at 3:00 p.m. at "Sanskruti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003.

\_\_\_\_\_  
Signature of the Member(s) / Proxy\*

#### Notes:

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



**Route Map to reach the venue of the Annual General Meeting**

