

NOTICE

Alembic Pharmaceuticals Limited
 Regd. Off: Alembic Road, Vadodara-390003
 Tel: 0265 2280550 Fax: 0265 2282506
 Web: www.alembic-india.com
 Email: apl.investors@alembic.co.in
 CIN: L24230GJ2010PLC061123

Notice is hereby given that the 5th 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 31st July, 2015 at 3:00 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, 2015 including Balance Sheet as at 31st March, 2015, 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. R. K. Baheti (DIN: 00332079), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. K. S. Aiyar & Co., Chartered Accountants (FRN: 100186W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 4th Annual General Meeting held on 28th July, 2014 and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

Appointment of Dr. Archana Hingorani (DIN: 00028037) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Dr. Archana Hingorani (DIN: 00028037), who was appointed as an Additional Director of the Company w.e.f. 4th February, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit of ₹1 lac, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Dr. Archana Hingorani for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto 3rd February, 2020."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

Ratification of Remuneration to the Cost Auditor for the F.Y. 2014-15:

"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 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 2014-2015, amounting to ₹1.50 lacs excluding service tax, 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, with or without modification(s), the following Resolution as an Ordinary Resolution:

Ratification of Remuneration to the Cost Auditor for the F.Y. 2015-16:

"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 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 2015-2016, amounting to ₹1.50 lacs excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

Appointment of Mr. Pranav Amin as Joint 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 and rules framed thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') the approval of the members of the Company, be and is hereby accorded to the appointment of Mr. Pranav Amin as the Joint Managing Director of the Company w.e.f. 27th April, 2015 for the remaining period of his appointment as an Executive Director i.e., upto 31st March, 2016 on the same terms and conditions and remuneration as approved by members of the Company at the 4th Annual General Meeting held on 28th July, 2014.

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

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

Appointment of Mr. Shaunak Amin as Joint 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 and rules framed thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') the approval of the members of the Company, be and is hereby accorded to the appointment of Mr. Shaunak Amin as the Joint Managing Director of the Company w.e.f. 27th April, 2015 for the remaining period of his appointment as an Executive Director i.e., upto 1st May, 2018 on the same terms and conditions and remuneration as approved by members of the Company at the 4th Annual General Meeting held on 28th July, 2014.

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

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 Register of Members of the Company will remain closed from 24th July, 2015 to 31st July, 2015 (both days inclusive), for the purpose of payment of dividend.
5. The dividend when sanctioned will be made payable on or before 7th August, 2015, to those members whose names stand on the Register of Members of the Company on 24th July, 2015 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.
6. 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.

7. 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 390020 Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791 Email Id: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address in future.
8. The Company has designated an exclusive E-mail 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.
9. 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.

10. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, 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.

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

- i. The e-voting period begins on 28th July, 2015 (9:00 a.m.) and end on 30th July, 2015 (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 24th July, 2015, 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 24th July, 2015, may obtain the login Id and password by standing request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 30th July, 2015 (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

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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	<p>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)</p> <p>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.</p> <p>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.</p>
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 the details are not recorded with the depository or member, 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. Click on the EVSN for the relevant Company (ALEMBIC PHARMACEUTICALS LIMITED) on which you choose to vote.
- xi. 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.

- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Note for Non-Individual Shareholders and Custodians.
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- xviii. Mr. Sushil Samdani, Partner, M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

Registered Office:

By Order of the Board,

Alembic Road,
Vadodara - 390 003
Date: 27th April, 2015

Ajay Kumar Desai
Vice President-Finance &
Company Secretary

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

Item No. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Dr. Archana Hingorani as an Additional Director with effect from 4th February, 2015.

Dr. Archana Hingorani (DIN: 00028037) is a Bachelor of Arts (Economics) with post-graduate qualifications in Management (MBA) as well as a Ph.D. in Corporate Finance from the University of Pittsburgh, USA. She is currently working as CEO and Executive Director of IL&FS Investment Managers Ltd. She is also a member of the India CEO Forum – International Market Assessment, Asia, Young Presidents' Organization, Mumbai Chapter, United Nations Environment Program, Finance Initiative, CII National Committee on Infrastructure Finance and is on the Advisory Council of Emerging Markets Private Equity Association (EMPEA). She has over 28 years of experience in financial services, teaching and research.

The other details of Dr. Archana Hingorani in terms of Clause 49 of the Listing Agreement are provided in Corporate Governance Report. Copy of the draft letter for appointment of Dr. Archana Hingorani as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company.

In the opinion of the Board, Dr. Archana Hingorani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and hence 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 Dr. Archana Hingorani, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of the Notice.

Item No. 6 & 7

The Ministry of Corporate Affairs has notified the Companies (Cost Records and Audit) Rules, 2014 on 30th June, 2014. According to the said rules, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors of the Company, on the recommendation of Audit Committee, at their respective meetings held on 28th July, 2014, 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 ended 31st March, 2015.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

As the notice of the previous Annual General Meeting was circulated to the Members prior to the notification of the Companies (Cost Records and Audit) Rules, 2014, the remuneration of cost auditor for the financial year 2014-15 is now proposed to be ratified at this Annual General Meeting.

Mr. H. R. Kapadia, Cost Accountant has also been appointed by the Board, on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2015-16.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2014-15 and 2015-16 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommend passing of the Ordinary Resolution as set out at Item No. 6 & 7 of the 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 & 7 of the Notice.

Item No. 8 & 9

Mr. Pranav Amin was appointed as Director & President – International Business w.e.f. 1st April, 2011 and Mr. Shaunak Amin was appointed as Director & President - Branded Formulations Business w.e.f. 2nd May, 2013.

The Company has made significant growth under their leadership. The roles and responsibilities undertaken by Mr. Pranav Amin and Mr. Shaunak Amin are not reflected in their designations. Considering the same, the Board of Directors of the Company at its meeting held on 27th April, 2015 has, on the basis of recommendation of the Nomination and Remuneration Committee, appointed Mr. Pranav Amin and Mr. Shaunak Amin as Joint Managing Directors of the Company for the remaining term of their appointment on the same terms and conditions and remuneration as approved by the members at the 4th Annual General Meeting held on 28th July, 2014.

The brief resume of Mr. Pranav Amin and Mr. Shaunak Amin together with other details as required under Clause 49 of the Listing Agreements is provided in the Corporate Governance Report.

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. 8 & 9 of the Notice.

Registered Office:

Alembic Road,
Vadodara - 390 003
Date: 27th April, 2015

By Order of the Board,

Ajay Kumar Desai
Vice President-Finance &
Company Secretary

Proxy form

CIN : L24230GJ2010PLC061123
 Name of the Company : Alembic Pharmaceuticals Limited
 Registered office : Alembic Road, Vadodara – 390003, Gujarat, India
 Phone: +91-265-2280550 Fax: +91-265-2282506
 Email: apl.investors@alembic.co.in
 Website: www.alembic-india.com

Name of the Member(s):			
Registered Address:			
Email-Id:			
Folio No./DP ID:		Client ID:	

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

- Name:.....
 Address:
 E-mail Id:
 Signature:, or failing him
- Name:.....
 Address:
 E-mail Id:
 Signature:, or failing him
- Name:.....
 Address:
 E-mail Id:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on Friday, 31st July, 2015 at 3:00 p.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statements for the year ended 31st March, 2015.
2	Declaration of dividend on Equity Shares.
3	Re-appointment of Mr. R. K. Baheti, who retires by rotation.
4	Ratification of appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company.
Special Business	
5	Appointment of Dr. Archana Hingorani as an Independent Director.
6	Ratification of Remuneration payable to the Cost Auditor for the F. Y. 2014-15.
7	Ratification of Remuneration payable to the Cost Auditor for the F. Y. 2015-16.
8	Appointment of Mr. Pranav Amin as Joint Managing Director of the Company.
9	Appointment of Mr. Shaunak Amin as Joint Managing Director of the Company.

Signed this..... day of..... 20.....

Signature of shareholder(s).....

Signature of Proxy holder(s).....



Notes:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.

Attendance Slip

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

CIN : L24230GJ2010PLC061123
Name of the Company : Alembic Pharmaceuticals Limited
Registered office : Alembic Road, Vadodara – 390003, Gujarat, India
Phone: +91-265-2280550 Fax: +91-265-2282506
Email: apl.investors@alembic.co.in
Website: www.alembic-india.com

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 5th Annual General Meeting of the Company held on Friday, 31st July, 2015 at 3:00 p.m. at "Sanskriti", Alembic Corporate Conference Center, Alembic Colony, Vadodara – 390 003.

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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.