

Date: 10th April, 2019

To,
The Manager
Department of Corporate Services
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Disclosure of the voting results of the business transacted at the meeting of the equity shareholders of the Company held on Tuesday, 9th April, 2019 convened pursuant to the Order passed by the National Company Law Tribunal, Ahmedabad Bench ('NCLT') dated 20th February, 2019

And

Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ('SEBI Circular')

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation of our submission dated 7th March, 2019 and other correspondence relating thereto, this is to inform you that a meeting of the equity shareholders of the Company was held on Tuesday, the 9th April, 2019 at 10.30 a.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat, for approving the Composite Scheme of Arrangement between Alembic Limited, Shreno Limited and Nirayu Private Limited and their respective shareholders under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('Scheme').

The Company had provided facility of (a) postal ballot, (b) e-voting and (c) ballot paper at the venue of the meeting, to its equity shareholders for approval of the Scheme.

Further, in terms of the SEBI Circular and the captioned NCLT Order, the Scheme is also required to be approved by the majority of the public shareholders of the Company.

As per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. The combined results of the postal ballot, e-voting and voting through ballot papers at the venue of the meeting along with the Scrutinizer's report (Annexure A).
2. Results of the Voting carried out by the public shareholders in terms of the SEBI Circular along with the separate Scrutinizer's report (Annexure B).

ALEMBIC LIMITED



The resolution approving the Scheme was passed with requisite majority of the equity shareholders of the Company (including by the public shareholders separately) as required by the NCLT Order and the SEBI Circular.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Alembic Limited

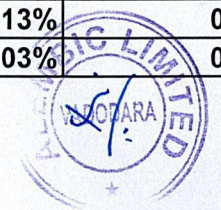

Drigesh Mittal
Company Secretary



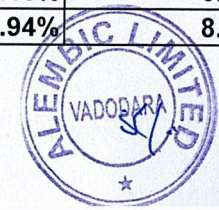
Encl.: A/a.

ALEMBIC LIMITED

Alembic Limited								
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Date of NCLT Convened Shareholders Meeting					09-04-2019			
Total number of shareholders on record date					63,605			
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group					20			
Public					60			
No. of shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group					Not Applicable			
Public					Not Applicable			
Agenda wise disclosure								
Approval for Composite Scheme of Arrangement between Alembic Limited and Shreno Limited and Nirayu Private Limited and their respective Shareholders								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	16,50,59,983	16,50,59,983	100.00%	16,50,59,983	-	100.00%	0.00%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		16,50,59,983	16,50,59,983	100.00%	16,50,59,983	-	100.00%
Public Institutions	E-voting	1,74,22,585	1,61,38,609	92.63%	1,43,82,049	17,56,560	89.12%	10.88%
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		1,74,22,585	1,61,38,609	92.63%	1,43,82,049	17,56,560	89.12%
Public Non-Institutions	E-voting	7,42,99,260	63,17,107	8.50%	62,67,369	49,738	99.21%	0.79%
	Poll		13,836	0.02%	10,652	3,184	76.99%	23.01%
	Postal Ballot		12,093	0.02%	9,643	2,450	79.74%	20.26%
	Total		7,42,99,260	63,43,036	8.54%	62,87,664	55,372	99.13%
Total		25,67,81,828	18,75,41,628	73.04%	18,57,29,696	18,11,932	99.03%	0.97%



Alembic Limited								
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017)								
Date of NCLT Convened Shareholders Meeting					09-04-2019			
Total number of shareholders on record date					63,605			
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group					20			
Public					60			
No. of shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group					Not Applicable			
Public					Not Applicable			
Agenda wise disclosure								
Approval for Composite Scheme of Arrangement between Alembic Limited and Shreno Limited and Nirayu Private Limited and their respective Shareholders								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	16,50,59,983	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		16,50,59,983	-	-	-	-	-
Public Institutions	E-voting	1,74,22,585	1,61,38,609	92.63%	1,43,82,049	17,56,560	89.12%	10.88%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,74,22,585	1,61,38,609	92.63%	1,43,82,049	17,56,560	89.12%
Public Non-Institutions	E-voting	7,42,99,260	63,17,107	8.50%	62,67,369	49,738	99.21%	0.79%
	Poll		13,836	0.02%	10,652	3,184	76.99%	23.01%
	Postal Ballot		12,093	0.02%	9,643	2,450	79.74%	20.26%
	Total		7,42,99,260	63,43,036	8.54%	62,87,664	55,372	99.13%
Total		25,67,81,828	2,24,81,645	8.76%	2,06,69,713	18,11,932	91.94%	8.06%



Consolidated Report of Scrutinizer
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

Mr. Devang Nanavati

The Chairman of the **Meeting of the Equity Shareholders of Alembic Limited** convened pursuant to order of the National Company Law Tribunal (NCLT), Ahmedabad Bench in CA (CAA) NO. 23/NCLT/AHM/2019 dated February 20, 2019, held on dated April 9, 2019, at 10:30 A.M., at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat, India.

ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033

Alembic Road,

Vadodara – 390 003,

Gujarat, India.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Postal Ballot, Remote E-voting and voting conducted through Poll at the meeting of Equity Shareholders of the Company convened by National Company Law Tribunal, Ahmedabad Bench.

I, Satyanarain Samdani, (Membership No F3677 COP No. 2863), Partner of M/s. Samdani Shah & Kabra, Company Secretaries, have been appointed pursuant to the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide order (CA (CAA) NO. 23/NCLT/AHM/2019) dated February 20, 2019, as "Scrutinizer" for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting and the voting conducted through Poll at the meeting of the Equity Shareholders (including public shareholders) of the Company convened by the National Company Law Tribunal (NCLT), Ahmedabad Bench ("the meeting") held on Tuesday, April 9, 2019, at 10:30 A.M., at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat, India, in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 read with Section 66 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolution as set out in the notice dated February 28, 2019, convening the said meeting.



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Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to exercising of voting rights through the Postal Ballot, Remote E-voting and Poll conducted at the meeting.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll conducted at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated February 28, 2019, in a fair and transparent manner, based upon the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company to provide e-voting facilities, Postal Ballot forms received up to 5:00 P.M. on Monday, April 08, 2019, and Poll conducted at the meeting.

Further in addition to the above, I submit my report as under:

- i. The Company has on Thursday, March 07, 2019, completed the dispatch of Notice of the Meeting along with the relevant annexures referred thereto including postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company whose names appeared in the Register of Members and the list of beneficiary owners made available by the Depositories, on February 22, 2019, through its Registrar and Transfer Agent viz; Link Intime India Private Limited and has also published an advertisement in the newspaper(s) in this regard, in English language in "Indian Express" Vadodara Edition and translation thereof in Gujarati language in "Sandesh" Vadodara Edition, on Friday, March 08, 2019, both circulated at Vadodara.
- ii. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, February 22, 2019, were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated February 28, 2019.
- iii. The remote e-voting period remained open from Sunday, March 10, 2019, at 9:00 A.M. and ended on Monday, April 08, 2019, at 5:00 P.M. The Postal Ballot forms received up to 5:00 P.M. on Monday, April 08, 2019, and voting conducted through Poll at the meeting held on Tuesday, April 09, 2019, were considered valid for scrutiny. The Postal Ballot forms which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- iv. The e-voting module of CDSL was disabled on Monday, April 08, 2019, at 5:00 P.M. and I, Scrutinizer, unblocked the votes cast, on Tuesday, April 09, 2019, at 11:04 A.M. in the presence of Ms. Iram Shaikh (Witness No. 1) and Ms. Mothika Suthar (Witness No. 2), who are not in the employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.



- v. I have scrutinized the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on April 09, 2019, and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.
- vi. I hereby submit my Consolidated Report on the Result of the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on April 09, 2019, in respect of the said resolution as under:

Resolution:

Approval of Composite Scheme of Arrangement between Alembic Limited, Shreno Limited and Nirayu Private Limited and their respective Shareholders.

A. Votes in Favor of the Resolution

Voting Description	Number of Members who voted	Number of shares for which valid votes casted	% of total number of valid votes casted
Voting through Postal ballot	22	9643	0.01
Remote E- voting	127	185709401	99.02
Poll taken at the venue of the meeting through Ballot Papers	14	10652	0.01
Total	163	185729696	99.04

B. Votes Against the Resolution

Voting Description	Number of Members who voted	Number of shares for which valid votes casted	% of total number of valid votes casted
Voting through Postal ballot	6	2450	0.00
Remote E- voting	12	1806298	0.96
Poll taken at the venue of the meeting through Ballot Papers	4	3184	0.00
Total	22	1811932	0.96



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C. Invalid Votes

Voting Description	Number of Members who voted	Number of shares for which votes casted
Voting through Postal ballot	4	1824
Remote E- voting	0	0
Poll taken at the venue of the Meeting through Ballot Papers	2	1200
Total	6	3024

- vii. The registers and all other papers relating to voting by electronic means, postal ballot and poll conducted at the meeting, shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other related papers to the company.

Thanking you,

Yours Faithfully,


S. Samdani
Partner

Samdani Shah & Kabra
Company Secretaries
CP No. 2863



Vadodara, April 10, 2019

**Consolidated Report of Scrutinizer
on Voting by Public Shareholders**

To,

Mr. Devang Nanavati

The Chairman of the **Meeting of the Equity Shareholders of Alembic Limited** convened pursuant to order (CA(CAA) NO. 23/NCLT/AHM/2019) of the National Company Law Tribunal (NCLT), Ahmedabad Bench dated February 20, 2019, held on dated April 9, 2019, at 10:30 A.M., at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat, India.

ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033

Alembic Road,

Vadodara – 390 003,

Gujarat, India.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Postal Ballot, Remote E-voting and voting conducted through Poll at the meeting, by Public Shareholders of the Company, convened by National Company Law Tribunal, Ahmedabad Bench.

I, Satyanarain Samdani, (Membership No. F3677 COP No. 2863), Partner of M/s. Samdani Shah & Kabra, Company Secretaries, have been appointed pursuant to the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order (CA (CAA) NO. 23/NCLT/AHM/2019) dated February 20, 2019, as "Scrutinizer" for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting and the voting conducted through Poll at the meeting of the Equity Shareholders of the Company convened by the National Company Law Tribunal (NCLT), Ahmedabad Bench ("the meeting") held on Tuesday, April 09, 2019, at 10:30 A.M., at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat, India, in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 read with Section 66 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolution as set out in the notice dated February 28, 2019, convening the said meeting.



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Pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the resolution as set out in the Notice of the meeting is subject to approval of the majority of Public shareholders of the Company. Accordingly, this report is being submitted in pursuance of requirements of the SEBI Regulations and the aforementioned Circular.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to exercising of voting rights through the Postal Ballot, Remote E-voting and Poll at the meeting.

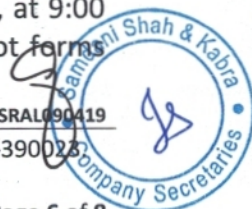
Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated February 28, 2019, in a fair and transparent manner, based upon the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company to provide e-voting facilities, Postal Ballot forms received up to 5:00 P.M. on Monday, April 08, 2019, and Poll conducted at the meeting .

Further in addition to the above, I submit my report as under:

- i. The Company has on Thursday, March 07, 2019, completed the dispatch of Notice of the Meeting along with the relevant annexures referred thereto including postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company whose names appeared in the Register of Members and the list of beneficiary owners made available by the Depositories, on February 22, 2019, through its Registrar and Transfer Agent viz. Link Intime India Private Limited and has also published an advertisement in the newspaper(s) in this regard, in English language in "Indian Express" Vadodara Edition and translation thereof in Gujarati language in "Sandesh" Vadodara Edition, on Friday, March 08, 2019, both circulated at Vadodara.
- ii. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, February 22, 2019, were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated February 28, 2019.
- iii. The remote e-voting period remained open from Sunday, March 10, 2019, at 9:00 A.M. and ended on Monday, April 08, 2019, at 5:00 P.M. The Postal Ballot forms

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received up to 05:00 P.M. on Monday, April 08, 2019, and voting conducted through Poll at the meeting held on April 09, 2019, were considered valid for scrutiny. The Postal Ballot forms which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

- iv. The e-voting module of CDSL was disabled on Monday, April 08, 2019, at 5:00 P.M. and I, Scrutinizer, unblocked the votes cast, on Tuesday, April 09, 2019, at 11:04 A.M. in the presence of Ms. Iram Shaikh (Witness No. 1) and Ms. Mothika Suthar (Witness No. 2), who are not in the employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.
- v. I have scrutinized the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on April 09, 2019, and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.
- vi. I hereby submit my Consolidated Report on the Result of the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on April 09, 2019, in respect of the said resolution as under:

Resolution:

Approval of Composite Scheme of Arrangement between Alembic Limited, Shreno Limited and Nirayu Private Limited and their respective Shareholders.

A. Votes in Favor of the Resolution

Voting Description	Number of Members who voted	Number of shares for which valid votes casted	% of total number of valid votes casted
Voting through Postal ballot	22	9643	0.04
Remote E- voting	99	20649418	91.85
Poll taken at the venue of the Meeting through Ballot Papers	14	10652	0.05
Total	135	20669713	91.94



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B. Votes **against** the Resolution

Voting Description	Number of Members who voted	Number of shares for which valid votes casted	% of total number of valid votes casted
Voting through Postal ballot	6	2450	0.01
Remote E- voting	12	1806298	8.04
Poll taken at the venue of the Meeting through Ballot Papers	4	3184	0.01
Total	22	1811932	8.06

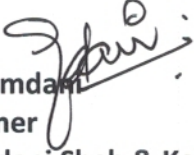
C. Invalid Votes

Voting Description	Number of Members who voted	Number of shares for which votes casted
Voting through Postal ballot	4	1824
Remote E- voting	0	0
Poll taken at the venue of the Meeting through Ballot Papers	2	1200
Total	6	3024

- vii. The registers and all other papers relating to voting by electronic means, postal ballot and poll conducted at the meeting, shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other related papers to the company.

Thanking you,

Yours Faithfully,


S. Samdani
Partner
Samdani Shah & Kabra
Company Secretaries
CP No. 2863
Vadodara, April 10, 2019



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