



Addendum to the Notice

Addendum to the notice dated 24th April, 2013, convening 106th Annual General Meeting of the Company, on Friday, 6th September, 2013 at 'Sanskriti', Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003:

Attention of the members is invited to the Notice of 106th Annual General Meeting of the members of the Company dated 24th April, 2013 already sent to all the shareholders. Notice is further given that the following items of business shall be included in the aforesaid notice under Special Business:

SPECIAL BUSINESS:

Item 10: Increase of Authorised Share Capital of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Authorised Share Capital of the Company be and is hereby enhanced from the existing ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores only) Equity Shares of ₹ 2/- (Rupees Two only) each to ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 30,00,00,000 (Thirty Crores only) Equity Shares of ₹ 2/- (Rupees Two only) each by creation of 15,00,00,000 (Fifteen Crores only) Equity Shares of ₹ 2/- (Rupees Two only) each ranking pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 16 and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered by replacing the existing Clause V with the following new Clause V:

- V. The Authorised Share Capital of the Company is ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 2/- (Rupees Two only) each, with power to classify or reclassify, increase or reduce the capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively any preferential, qualified or special rights, privileges or condition including as to voting and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these presents and the Articles of Association."

Item 11: Alteration of Articles of Association:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to provisions of section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) Article 150C (a) of the Articles of Association of the Company be and is hereby altered and replaced with following:

- 150C (a) Any general meeting may, upon the recommendation of the Directors resolve that any moneys, investments or other assets forming part of the individual profits of the Company or any amount standing to the credit of any of the Company's reserve funds or standing to the credit of the Company's reserve accounts including reserves created on restructuring, merger or demerger and capital reserves or to the credit of the profit and loss account or any capital redemption reserve fund or representing premium received on the issue of securities and standing to the credit of the securities premium account, be capitalised and distributed amongst the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions and on the footing that they become entitled thereto as Capital and that all or any part of such capitalised fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards;
1. paying either at par or at such premium as the resolution may provide, any unissued shares, debentures or debenture stock of the Company which shall be allotted, distributed and credited as fully paid up and amongst such members in the proportions aforesaid; or
 2. paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture stock held by such members respectively; or
 3. paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2); and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

Provided that any sum standing to the credit of Securities Premium Account and Capital Redemption Reserve Account, if capitalised, shall be utilised only for issue of fully paid bonus shares to the members of the Company.”

Item 12: Issue of Bonus shares:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Article 150C of the Articles of Association of the Company as amended from time to time and upon the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”) made at its meeting held on 9th August, 2013 and pursuant to the applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to such approvals, if any, as may be required from the Reserve Bank of India under Foreign Exchange Management Act, 1999 for issue and allotment of new Equity Shares to the Non-Resident members and subject to such necessary approvals, permissions and sanctions, as may be required and subject to such terms and conditions as may be specified while according such approvals, an amount of ₹ 26,70,31,828/- (Rupees Twenty Six Crores Seventy Lacs Thirty One Thousand Eight Hundred and Twenty Eight only) out of General Reserve be and is hereby capitalised and utilised for allotment of 13,35,15,914 Equity Shares of ₹ 2 each in the ratio of 1 (One) Equity Share of ₹ 2/- (Rupees Two only) credited as fully paid-up as Bonus Share for every 1 (One) fully paid-up Equity Shares of ₹ 2/- (Rupees Two only) each held by the members and accordingly the Board, be and is hereby authorised to appropriate the said sum for distribution to and amongst the members of the Company whose names appear in the Register of Members or as the beneficial owner(s) of the Equity Shares of the Company, in the records of the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, on the ‘Record Date’ to be determined by the Board for the purpose and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Paid-up Share Capital of the Company, held by each such member and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects, rank pari-passu with the existing Equity Shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these new Equity Shares as the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorised to capitalise the required amount out of the Company’s General Reserves Account for issue and allotment of the said Equity Shares as fully paid-up Bonus Shares and that the said amount be transferred to the Share Capital Account.

RESOLVED FURTHER THAT no letter of allotment will be issued by the Company in respect of the new Equity Shares, but in case of members who hold Equity Shares in dematerialised form, the aforesaid Bonus Shares shall be credited to the beneficiary accounts of the members with their respective Depository Participants and in the case of members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Bonus Shares so allotted on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the listing Agreements with the Stock Exchanges concerned, the Regulations and other applicable laws.

RESOLVED FURTHER THAT no allotment of Bonus Shares to the non-resident members will be made till such approval, if any required, from the Reserve Bank of India is obtained by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto.”

Registered Office:
Alembic Road, Vadodara-390003

Place: Vadodara
Date: 9th August, 2013

By order of the Board
For Alembic Limited

Chirag K. Shukla
Company Secretary

NOTES :

1. A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at the Registered Office of the Company between 11 a.m. to 1.00 p.m. till 5th September, 2013 on any working day except Saturdays.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the above business is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Items 10 & 12**

The Board of Directors of the Company after careful evaluation of the Company's financials, foreseeable future earnings and other criteria have felt it appropriate that the capital employed by the Company in its business and assets of the Company ought to be reflected to the best extent possible in its Share Capital as well.

Therefore considering the increased scale of activities in real estate business and also in order to reward the shareholders, your Directors have pleasure in proposing to issue 13,35,15,914 Equity Shares of ₹ 2/- each fully paid up as Bonus Shares, subject to approval by the members of the Company and other statutory approvals as may be required, in the ratio of 1 (One) Equity Share for every 1 (One) Equity Shares held by the equity shareholders of the Company as on the record date as may be decided by the Board of Directors.

The Board of Directors proposes to capitalize an amount of ₹ 26,70,31,828/- (Rupees Twenty Six Crores Seventy Lacs Thirty One Thousand Eight Hundred and Twenty Eight only) from the General Reserves Account, of the Company to be applied for issue of fully paid-up Bonus shares to the members of the Company. The said bonus shares shall rank pari-passu in all respects with the existing Equity Shares and shall also be subject to Memorandum and Articles of Association of the Company.

The present Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 2/- (Rupees Two only) each. The existing unissued portion of Authorised Capital would be inadequate for the purpose of issue of proposed Bonus Shares. The Board of Directors at their meeting held on 9th August, 2013 has considered and approved the increase of Authorised Share Capital of the Company to ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 2/- (Rupees Two only) each.

The increase in Authorised Share Capital and the consequent amendment to the capital clause in the Company's Memorandum of Association and issue of Bonus Shares require consent of the members pursuant to the provisions of Section 94 and 16 of the Companies Act, 1956.

Your Directors recommend the resolutions for your approval.

None of the Directors of the Company is concerned or interested in the said resolutions except to the extent of his/her shareholdings and corresponding entitlements to Bonus Shares, if any.

Item 11

The existing Clause No. 150C of the present Articles of Association of the Company contains provisions for capitalisation of reserves and other matters. However, as the enabling provisions contained in the Articles are not contemporary, your Directors have thought it fit to amend the same by replacing the existing Clause 150C (a) with the text as proposed at item no. 11.

Your Directors recommend the Special Resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolution except to the extent of his/her shareholdings and corresponding entitlements to Bonus Shares, if any.

Registered Office:

Alembic Road, Vadodara - 390 003

Place: Vadodara

Date: 9th August, 2013

By order of the Board
For Alembic Limited

Chirag K. Shukla
Company Secretary

BOOK - POST

To,



If undelivered please return to :

ALEMBIC LIMITED

Alembic Road, Vadodara - 390 003

www.alembiclimited.com