

March 14, 2018

**BSE Limited**  
Department of Corporate Services – CRD,  
PJ Towers,  
Dalal Street,  
Mumbai 400 001  
**Scrip Code:** 506235  
**Security Id:** ALEMBICLTD

**National Stock Exchange of India Limited**  
Exchange Plaza,  
C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400 051.  
**Symbol:** ALEMBICLTD

Dear Sir/Madam,

**Ref: Buy-back of Equity Shares of Alembic Limited (“Company”)**

**Sub: Filing of copy of Special Resolution and Public Announcement pursuant to the provisions of SEBI (Buy-Back of Securities) Regulations, 1998 (“Buy-back Regulations”)**

This is to inform you that in compliance with Article 8A of Articles of Association of the Company, Section 68, 69 and 70 of the Companies Act, 2013 and rules framed thereunder, to the extent applicable and SEBI (Buy-back of Securities) Regulations, 1998, the Board of Directors of the Company had approved the Buy-back of Equity Shares subject to approval of Shareholders, on January 23, 2018.

Further, the Shareholders of the Company have, by way of a special resolution through postal ballot (including e-voting), approved Buy-back of up to 1,02,50,000 Equity shares of Rs. 2/- each at a price of up to Rs. 80/- per equity share through Tender Offer Route, the results of which was declared on March 12, 2018.

The Buy-back Committee of the Company in its meeting held on March 12, 2018, had unanimously approved and finalised the proposal for buy-back of up to 1,02,50,000 (One Crore Two Lac Fifty Thousand) Equity Shares of the Company at a price of Rs. 80/- (Rupees Eighty Only) per Equity Share payable in cash for a total consideration not exceeding Rs. 82,00,00,000/- (Rupees Eighty Two Crore Only) excluding Transaction Costs and have fixed Friday, March 23, 2018 as record date for the purpose of determining the equity shareholder(s) of the Company eligible to tender Equity Share(s) in Buy-back Offer.

Further, in compliance with Regulation 8 of Buy-back Regulations, the Company has published the Public Announcement dated March 13, 2018 in Business Standard - English (All Edition), Business Standard - Hindi (All Edition) and Loksatta Jansatta - Gujarati (Regional Edition) on March 14, 2018.

The copy of Special Resolution and Public Announcement published in Business Standard - English (Mumbai Edition) and Business Standard - Hindi (Mumbai Edition) on March 14, 2018 are enclosed herewith for your record.

Thanking you,

Yours faithfully,

**For, Vivro Financial Services Private Limited**

  
**Name: Vivek Vaishnav**  
**Designation: Director**



**Encl.:** As stated above.

**Regd. Office :**

Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat, India - 380 007

**Tel. :** + 91 (79) 40404242, 26650669

**CIN - U67120GJ1996PTC029182, Merchant Banker Sebi. Reg. No. INM000010122, AMBI Reg. No. AMBI/086**





directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

- 12.8 Modification / cancellation of orders will be allowed during the tendering period of the Buy-back Offer.
- 12.9 The cumulative quantity tendered shall be made available on BSE's website at www.bseindia.com throughout the trading sessions and will be updated at specific intervals during the tendering period.

### 13. METHOD OF SETTLEMENT

- 13.1 Upon finalization of the basis of acceptance as per Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in secondary market and as intimated by the Clearing Corporation from time to time.
- 13.2 The Company will transfer the consideration pertaining to the Buy-back Offer to the Clearing Corporation's bank account through the Company's Broker as per secondary market mechanism and the prescribed schedule. For demat Equity Shares accepted under the Buy-back Offer, the Clearing Corporation will make direct funds pay-out to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Reserve Bank of India or relevant bank, due to any reason, then the amount payable to the Eligible Shareholders will be transferred to the concerned Shareholder Broker for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- 13.3 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the designated stock exchange and the Clearing Corporation from time to time.
- 13.4 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 13.5 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow demat account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of designated stock exchange.
- 13.6 Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's depository participant ("DP") account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.
- 13.7 Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share

certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Eligible Shareholders holding Equity Shares in the physical form.

- 13.8 The Shareholder Broker would issue contract note for the Equity Shares accepted under the Buy-back Offer. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back Offer.
- 13.9 Eligible Shareholders who intend to participate in the Buy-back Offer should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buy-back Offer (secondary market transaction). The Manager to the Buy-back Offer and Company accepts no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Shareholder Broker and such costs will be incurred solely by the Eligible Shareholders.
- 13.10 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

### 14. COMPLIANCE OFFICER

Investors may contact the compliance officer to the Buy-back Offer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Drigesh Mittal  
Company Secretary & Compliance Officer

#### Alembic Limited

Alembic Road, Vadodara – 390 003, Gujarat, India.

Email: alembic.investors@alembic.co.in

Tel: +91 265 2280550

### 15. REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE

In case of any queries, the Eligible Shareholders / beneficial owner of Equity Shares may contact the Registrar to the Buy-back Offer during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

# LINK Intime

#### Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India.

Tel: +91 22 4918 6200 | Fax: +91 22 4918 6195

Email: alembic.buyback2018@linkintime.co.in | Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration Number: INR000004058 | Validity: Permanent

CIN: U67190MH1999PTC118368

### 16. MANAGER TO THE BUY-BACK

# VIVRO

#### Vivro Financial Services Private Limited

607, 608 Marathon Icon, Opp. Peninsula Corporate Park, Off Ganpatrao Kadam Marg,  
Veer Santaji Lane, Lower Parel, Mumbai – 400 013, Maharashtra, India.

Contact Person: Mr. Harish Patel / Mr. Sagar Jatakiya

Email: investors@vivro.net | Website: www.vivro.net

Tel: +91 22 6666 8040 / 41 / 42 | Fax: +91 22 6666 8047

SEBI Registration Number: INM000010122 | Validity: Permanent

CIN: U67120GJ1996PTC029182

### 17. LEGAL ADVISOR TO THE COMPANY

#### Bathiya Legal

909, Hubtown Solaris, N. S. Phadke Road,  
Near East - West Flyover, Andheri (East),  
Mumbai – 400069, Maharashtra, India.

Tel: +91 22 6133 8050

### 18. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

#### For and on behalf of the Board of Directors of Alembic Limited

Sd/-	Sd/-	Sd/-
Chirayu Ramanbhai Amin	Malika Chirayu Amin	Drigesh Pramod Mittal
Chairman	Managing Director & CEO	Compliance Officer
DIN: 00242549	DIN: 00242613	ICSI Membership No. FCS 8213

Date: 13<sup>th</sup> March, 2018

Place: Vadodara