

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L26100GJ1907PLC000033

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCA7950P

(ii) (a) Name of the company

ALEMBIC LIMITED

(b) Registered office address

ALEMBIC ROAD
BARODA
Gujarat
390003
India



(c) * e-mail ID of the company

drigesh.mittal@alembic.co.in

(d) *Telephone number with STD code

02656637300

(e) Website

www.alembiclimited.com

(iii) Date of Incorporation

30/07/1907

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on 10th August, 2023.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2


S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	21.51
2	L	Real Estate	L1	Real estate activities with own or leased property	78.49

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ALEMBIC PHARMACEUTICALS 	L24230GJ2010PLC061123	Associate	28.54
2	ALEMBIC CITY LIMITED	U70100GJ1994PLC021552	Subsidiary	100
3	NIRAYU LIMITED	U28100GJ1971PLC098778	Holding	63.06

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	300,000,000	256,791,193	256,791,193	256,781,828
Total amount of equity shares (in Rupees)	600,000,000	513,582,386	513,582,386	513,563,656

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	300,000,000	256,791,193	256,791,193	256,781,828
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	600,000,000	513,582,386	513,582,386	513,563,656

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	3,256,676	253,525,152	256781828	513,563,656	513,563,656	
		+		+	+	
Increase during the year	0	400,267	400267	800,534	800,534	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		400,267	400267	800,534	800,534	
Dematerialization of shares held in physical form						
Decrease during the year	400,267	0	400267	800,534	800,534	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	400,267		400267	800,534	800,534	
Dematerialization of shares held in physical form						
At the end of the year	2,856,409	253,925,419	256781828	513,563,656	513,563,656	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,231,575,646

(ii) Net worth of the Company

4,973,006,583

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,091,500	7.82	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	161,918,677	63.06	0	
10.	Others Trusts	900	0	0	
	Total	182,011,077	70.88	0	0

Total number of shareholders (promoters)

23

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	50,110,552	19.51	0	
	(ii) Non-resident Indian (NRI)	2,004,311	0.78	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	126,050	0.05	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,785,657	0.7	0	
7.	Mutual funds	10,000,000	3.89	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,250,329	0.49	0	
10.	Others Foreign Bank, NBFCs registered in India	9,493,852	3.7	0	
	Total	74,770,751	29.12	0	0

Total number of shareholders (other than promoters)

82,316

**Total number of shareholders (Promoters+Public/
Other than promoters)**

82,339

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS CREDIT FUND +	DEUTSCHE BANK AG, DB HOUSE HOLDING +			39,315	0.02
WORLD EX U.S. CORE INVESTMENT FUND +	CITIBANK N.A. CUSTODY SERVICES +			28,091	0.01
EMERGING MARKETS CREDIT FUND +	DEUTSCHE BANK AG, DB HOUSE HOLDING +			22,794	0
PUBLIC EMPLOYEES RETIREMENT FUND +	HSBC SECURITIES SERVICES 11TH FLOOR +			9,808	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WORLD EX U.S. TARGET +	CITIBANK N.A. CUSTODY SERVICES +			15,848	0.01
ALASKA PERMANENT +	DEUTSCHE BANK AG DB HOUSE, H +			24,583	0.01
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			483,755	0.18
EMERGING MARKETS C +	CITIBANK N.A. CUSTODY SERVICES +			629,826	0.24
EMERGING MARKETS I +	CITIBANK N.A. CUSTODY SERVICES +			7,426	0
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			269,593	0.1
AMERICAN CENTURY I +	DEUTSCHE BANK AG, DB HOUSE, H +			2,801	0
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			14,547	0
EMERGING MARKETS V +	DEUTSCHE BANK AG, DB HOUSE H +			62,025	0.02
LOS ANGELES CITY EM +	CITIBANK N.A. CUSTODY SERVICES +			1,256	0
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			236	0
DIMENSIONAL FUNDS +	DEUTSCHE BANK AG, DB HOUSE H +			8,992	0
EMERGING MARKETS T +	CITIBANK N.A. CUSTODY SERVICES +			6,876	0
AMERICAN CENTURY I +	DEUTSCHE BANK AG, DB HOUSE, H +			8,551	0
CITY OF LOS ANGELES +	CITIBANK N.A. CUSTODY SERVICES +			23,431	0
COPTHALL MAURITIUS +	J.P.MORGAN CHASE BANK N.A. INC +			99	0
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			264	0
CITY OF NEW YORK GF +	HSBC SECURITIES SERVICES 11TH F +			74,070	0.02
DFA INTERNATIONAL +	STANDARD CHARTERED BANK SEC +			10,680	0
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +			100	0
BNS ASIA LIMITED	HSBC SECURITIES SERVICES 11TH F +			2,387	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	23	23
Members (other than promoters)	80,112	82,316
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	2.99	3.24
B. Non-Promoter	0	5	0	5	0	0.01
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	2.99	3.25

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHIRAYU RAMANBHAI	00242549	Director	8,317,644	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALIKA CHIRAYU AMI +	00242613	Managing Director	7,678,954	
UDIT CHIRAYU AMIN	00244235	Director	0	
CHANDRASHEKHAR F +	05352912	Director	0	
SAMEER SUBHASH KI +	00009317	Director	5,000	
MAYANK NATUBHAI A +	03455164	Director	18,000	
RATI AJAY DESAI	08535681	Director	0	
ABHIJIT ACHYUT JOSI +	06568584	Director	0	
MALIKA CHIRAYU AMI +	ABMPA5730G	CEO	7,678,954	
RASESH SHAH	AXHPS8019B	CFO	10	
DRIGESH MITTAL	ATWPM2736N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/09/2022	82,543	75	72.61

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	8	8	100
2	10/08/2022	8	8	100
3	14/11/2022	8	8	100
4	09/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM +	05/05/2022	3	3	100
2	AUDIT COMM +	10/08/2022	3	3	100
3	AUDIT COMM +	14/11/2022	3	3	100
4	AUDIT COMM +	09/02/2023	3	3	100
5	STAKEHOLDER +	05/05/2022	3	3	100
6	STAKEHOLDER +	10/08/2022	3	3	100
7	STAKEHOLDER +	14/11/2022	3	3	100
8	STAKEHOLDER +	09/02/2023	3	3	100
9	CORPORATE +	05/05/2022	3	3	100
10	CORPORATE +	10/08/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	CHIRAYU RAI	4	4	100	1	1	100	
2	MALIKA CHIR	4	4	100	4	4	100	

3	UDIT CHIRAY	4	4	100	4	4	100	
4	CHANDRASH	4	4	100	15	15	100	
5	SAMEER SUE	4	4	100	9	9	100	
6	MAYANK NAT	4	4	100	9	9	100	
7	RATI AJAY DI	4	4	100	0	0	0	
8	ABHIJIT ACH'	4	4	100	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MALIKA CHIRAYU	MANAGING DIF	14,400,000	0	0	0	14,400,000
	Total		14,400,000	0	0	0	14,400,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MALIKA CHIRAYU	CEO	14,400,000	0	0	0	14,400,000
2	RASESH SHAH	CFO	11,722,553	0	0	0	11,722,553
3	DRIGESH MITTAL	Company Secre	2,205,953	0	0	0	2,205,953
	Total		28,328,506	0	0	0	28,328,506

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHIRAYU AMIN	DIRECTOR	0	0	0	170,000	170,000
2	UDIT AMIN	DIRECTOR	0	17,000,000	0	200,000	17,200,000
3	CHANDRASHEKHA	DIRECTOR	0	0	0	380,000	380,000
4	SAMEER KHERA	DIRECTOR	0	0	0	320,000	320,000
5	MAYANK AMIN	DIRECTOR	0	0	0	320,000	320,000
6	RATI DESAI	DIRECTOR	0	0	0	170,000	170,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	ABHIJIT JOSHI	DIRECTOR	0	0	0	180,000	180,000
	Total		0	17,000,000	0	1,740,000	18,740,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S. SAMDANI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2863

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**Draft MGT-8
CERTIFICATE**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

We have examined the registers, records, books and papers of **ALEMBIC LIMITED** ("Company") as required to be maintained under the Companies Act, 2013 ("Act") and the rules made thereunder for the Financial Year ended on March 31, 2023 ("review period"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its Officers and Agents, we certify that:

- A. The Annual Return states the facts as at the close of the review period correctly and adequately.
- B. During the review period, the Company has complied with provisions of the Act and Rules made thereunder in respect of:
 - 1. Its status under the Act;
 - 2. Maintenance of registers / records and making entries therein within the time prescribed therefor;
 - 3. Filing of Forms and Returns, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 - 4. Calling / Convening / Holding Meetings of Board of Directors or its Committees, and the meetings of the members of the Company on or before due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and Postal Ballot, have been properly recorded in the Minute Books / Registers maintained for the purpose and the same have been signed;
 - 5. Closure of Register of Members / Security holders, as the case may be;
 - 6. Advances / Loans to its Directors and / or persons or firms or companies referred in Section 185 of the Act;
 - 7. Contracts / Arrangements with Related Parties as specified in Section 188 of the Act;
 - 8. Transmission of shares / securities, wherever applicable. There was no Issue or allotment or buyback of securities, no redemption of preference shares or debentures, no alteration or reduction of share capital, no conversion of shares or securities;
 - 9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, wherever applicable;
 - 10. Declaration / payment of dividend, transfer of unpaid / unclaimed dividend / other amounts, as may be applicable, to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

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702, Ocean, Sarabhai Compound, Near Centre Square Mall, Dr. Vikram Sarabhai Road, Vadodara-390023.

Ph: +91 265 2988933-2311933, 9723462962. E-mail: cssamdani@gmail.com

11. Signing of Audited Financial Statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub-sections (3) and (5) thereof;
12. Constitution / appointment / re-appointment / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, as the case may be. However, there was no requirement of filling up casual vacancies of the Directors and Key Managerial Personnel;
13. Appointment / re-appointment / filling up casual vacancies of the Auditors as per the provisions of Section 139 of the Act. During the Review period, CNK & Associates LLP have been re-appointed as Statutory Auditors of the Company;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under various provisions of the Act, wherever applicable;
15. Acceptance / renewal / repayment of deposits. However, there were no instances falling under Sections 73 to 76 of the Act;
16. Borrowings from its Directors, Members, Public Financial Institutions, Banks and others and Creation / Modification / Satisfaction of Charges in that respect, wherever applicable;
17. Loans and Investments or Guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, wherever applicable;
18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company. However, there were no such alterations during the review period.

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677, CP No. 2863

ICSI Peer Review # 1079/2021

ICSI UDIN:

Place: Vadodara | Date:

VI. (C) Details of Foreign institutional investors' (FIIs) holding shares of the company

Sr. No.	Name of FII / FPI	Address	Date of incorporation	Country of Incorporation	Number of shares held	% of shares held
26	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI			38303	0.02

For Alembic Limited

Prigesh Mittal
Prigesh Mittal

Company Secretary

M. No. FCS: 8213

Add: B-901, Vardhman Complex,

New IPCL Road, Subhanpura,

Vadodara – 390 023



ALEMBIC LIMITED

REGD. OFFICE : ALEMBIC ROAD, VADODARA-390 003. • TEL : (0265) 2280550 • Fax : (0265) 2282506

Website : www.alembiclimited.com • E-mail : alembic-investors@alembic.co.in • CIN : L26100GJ1907PLC000033 • PAN No. : AABCA7950P

IX. Meetings of Members/Class of Members/Board/Committees of the Board of Directors

C. Committee Meetings

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members attended	% of attendance
11	Corporate Social Responsibility Committee Meeting	14/11/2022	3	3	100
12	Corporate Social Responsibility Committee Meeting	09/02/2023	3	3	100
13	Nomination and Remuneration Committee Meeting	05/05/2022	4	4	100
14	Risk Management Committee Meeting	10/08/2022	3	3	100
15	Risk Management Committee Meeting	14/11/2022	3	3	100

For Alembic Limited

Drigesh Mittal
Drigesh Mittal

Company Secretary

M. No. FCS: 8213

Add: B-901, Vardhman Complex,
New IPCL Road, Subhanpura,
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