# **Details of Voting Results**

Date of AGM	12 <sup>th</sup> August, 2015
Total No. of Shareholders as on Record Date	55112
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoter and Promoter Group	24
- Public	48
Total	72
No. of Shareholders present in the meeting through Video Conferencing	Not Arranged

# Agenda-wise

Sr. No.	Particulars	Type of Resolution	Mode of Voting	Remarks
1	Adoption of Audited Financial Statements for the year ended 31st March, 2015	Ordinary	E-voting & Poll	Passed with requisite majority
2	Declaration of Dividend on Equity Shares	Ordinary	E-voting & Poll	Passed with requisite majority
3	Re-appointment of Mr. Chirayu Amin, who retires by rotation	Ordinary	E-voting & Poll	Passed with requisite majority
4	Ratification of appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company	Ordinary	E-voting & Poll	Passed with requisite majority
5	Appointment of Mr. Abhijit Joshi as an Non-Executive Non- Independent Director	Ordinary	E-voting & Poll	Passed with requisite majority
6	Appointment of Mr. Sameer Khera as an Independent Director	Ordinary	E-voting & Poll	Passed with requisite majority
7	Ratification of Remuneration payable to the Cost Auditor for the F.Y. 2014-15	Ordinary	E-voting & Poll	Passed with requisite majority
8	Ratification of Remuneration payable to the Cost Auditor for the F.Y. 2015-16	Ordinary	E-voting & Poll	Passed with requisite majority
9	Approval for Material Related Party Transactions	Special	E-voting & Poll	Passed with requisite majority



					Detai	Details of the Agenda	genda						
Promoter/ Public	No. of shares held		No. of votes polled	olled	% of Votes Polled on outstanding shares		No. of Votes – in favour	favour	No. 0	No. of Votes – against	gainst	% of Votes in favour on votes polled	% of Votes against on votes polled
	<b>(E)</b>		(2)				(4)	**************************************		(2)		1000	į
		Physical Ballot	E-voting	Total	(3)=[(2)/(1)]*100	Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total	(6)=[(4)/(2)]* 100	(7)= [(5)/(2)]*100
Resolution No	o. 1: Adoption of	Audited Fi	Resolution No. 1: Adoption of Audited Financial Statements for the year ended	its for the year en	ided 31st March, 2015 (Ordinary)	2015 (Ordir	ıary)						
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	O	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	. 0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No	o. 2: Declaration	of Dividend	Resolution No. 2: Declaration of Dividend on Equity Shares (Ordinary)	s (Ordinary)									
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0 .	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	D	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No	o. 5: Re-appointin	nent of Mr.	Resolution No. 3: Re-appointment of Mr. Chirayu Amin, who retires by rotation	no retires by rota	tion (Ordinary)		brait i arrenne a						
Promoter and Promoter Group	170848004	0	170848004	170848004	700	O	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
		, and the second											



					Detai	Details of the Agenda	genda						
Promoter/ Public	No. of shares held		No. of votes polled	olled	% of Votes Polled on outstanding shares		No. of Votes – in favour	favour	o o	No. of Votes against	gainst	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)		(2)				(4)			(2)		+-	Land
		Physical Ballot	E-voting	Total	(3)=[(2)/(1)]*100	Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total	(6)=[(4)/(2)] <sup>-</sup> 100	(/)= [(5)/(2)]*100
Resolution No	3. 4: Ratification	of appoint	nent of M/s. K. S.	Aiyar & Co., Cha	Resolution No. 4: Ratification of appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company (Ordinary)	ts as Statu	tory Auditors of t	he Company (Or	dinary)				
Promoter and Promoter Group	170848004	. 0	170848004	170848004	100	0	170848004	170848004	0	. 0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No	). 5: Appointment	of Mr. Abl	ijit Joshi as an N	Resolution No. 5: Appointment of Mr. Abhijit Joshi as an Non-Executive Non-Ind	n-Independent Director (Ordinary)	rector (Ord	linary)						
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No	. 6:Appointment	of Mr. San	ieer Khera as an l	Resolution No. 6:Appointment of Mr. Sameer Khera as an Independent Director	ctor (Ordinary)	Averthund 40 unthers of thesis of veneriumnes					***************************************		
Promoter and Promoter Group	170848004	· 0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
	4-4-4												



					Detai	Details of the Agenda	tenda		***************************************			***************************************	and the state of t
Promoter/ Public	No. of shares held		No. of votes polled	olled	% of Votes Polled on outstanding		No. of Votes – in favour	favour	No. o	No. of Votes – against	gainst	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)		(2)		snares		(4)	***************************************		(4)			
		Physical Ballot	E-voting	Total	(3)=[(2)/(1)]*100	Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total	(6)=[(4)/(2)]* 100	(7)= [(5)/(2)]*100
Resolution No	o. 7: Ratification	of Remune	Resolution No. 7: Ratification of Remuneration payable to the Cost Auditor for	the Cost Auditor	r for the F.Y. 2014-15 (Ordinary)	-15 (Ordina	(كرا)						
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Recolution No	8. Datification	f Dominor	toton matter	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1 000 K	0, 0,							
Negoration 14	v. o. nathiration o	Leinuier	Nesolution No. 6. Maringaron of Nemunieration payable to the Cost August 101 th	the Cost Auditor	for the F.Y. 2015-16 (Ordinary)	16 Ordinar	3					-	
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0		0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No	. 9: Approval for	Material Re	Resolution No. 9: Approval for Material Related Party Transactions (Special)	Sactions (Specia		and the first state of the stat							
Promoter and Promoter Group	170848004	0	0	0	0.00	0	0	0	. 0	0	0	N.A.	N.A.
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499970	12546326	0	1	ī	100.00	0.00001





103, Tanishq, Opp. SBI Urmi Branch, Productivity Road, Vadodara - 390 020.

Ph.: +91 265 3054015, 2330583, 2321494, (M) 94234 62962 Email: samdanics@gmail.com, cssamdani@gmail.com Web : www.samdanishah.com

To,
Shri Chirayu R. Amin
Chairman
108<sup>th</sup> Annual General Meeting of the Equity Shareholders of Alembic Limited
Held on 12<sup>th</sup> day of August, 2015 at 12:30 p.m.
At "Sanskruti" Alembic Corporate Conference Center,
Opp. Pragati Sahakari Bank Limited,
Alembic Colony,
Vadodara-390 003

Scrutinizer's Report on Poll including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 7<sup>th</sup> May, 2015.

Dear Sir,

I, S. Samdani, partner of Samdani Shah & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Alembic Limited (the Company), for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), including the remote e-voting process at the 108<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Alembic Limited**, held on 12<sup>th</sup> August, 2015 at 12:30 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) Listing Agreements with the Stock Exchanges, relating to the Poll including remote evoting. My responsibility as a Scrutinizer is restricted to give a consolidated report on the votes cast by the members for the resolutions contained in the Notice dated 7<sup>th</sup> May, 2015, based upon:

- a) the report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting and
- b) the scrutiny of the Physical Polling papers received at the Annual General Meeting.
- 1. I, submit my report as under:

- 1.1 After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Kaushal Shah and Ms. Ekta Chandel and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting



were unblocked on 12<sup>th</sup> August, 2015 around 02.00 p.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot box being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.

Name: Ms. Kaushal Shah

- Name: IVIS. EKta Chandel
- 1.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 2. The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 7<sup>th</sup> May, 2015 is as under:

#### 2.1 Resolution No.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2015 including Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss Account along with notes appended thereto, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

(I) Voted in Favour of the Resolution:

Total		94		1855	33295		1	00.00
Remote e-voting		54		1854	186939		 	99.98
Poll		40			46356			0.02
Particulars (Mode of Voting)	Number Members voted	of who	Number cast by th			nur	of	

#### (II) Voted against the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of cast by them	Votes	% of the total number of valid votes cast
Poll	-	. 0		. 0	0.00
Remote e-voting		0		0	0.00
Total		0		0	0.00

#### (III) Invalid Votes:

Particulars	Total manufacture of many to the state of th	
rai ticulai 5	Total number of members Total number of vot	ויסם
	The state of the s	COL



(Mode of Voting)	whose votes were declared invalid	cast by them
Poli	2	1250
Remote e-voting	0	0
Total	2	1250

#### 2.2 Resolution No.2:

## To declare dividend on Equity Shares for the year ended 31st March, 2015:

#### (I) Voted in Favour of the Resolution:

Total		94		33295	 100.00
Remote e-voting		54	1854	86939	 99.98
Poll		40		46356	 0.02
Particulars (Mode of Voting)	Number Members voted	of who	Number of cast by them	Votes	the total of valid

## (II) Voted against the Resolution:

Particulars	Number	of	Number of Votes	% of the total
(Mode of Voting)	Members	who	cast by them	number of valid
	voted	· .		votes cast
Poll		0	0	0.00
Remote e-voting		0	0	0.00
Total		0	0	0.00

#### (III) Invalid Votes:

Particulars	Total number of members	Total number of vote
(Mode of Voting)	whose votes were declared	cast by them
<u></u>	invalid	distribution of the second of
Poll	2	1250
Remote e-voting	0	
Total	2	1250

#### 2.3. Resolution No.3

To appoint a Director in place of Mr. Chirayu R. Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment:

## (I) Voted in Favour of the Resolution:

Particulars	Number	of	Number	of	Votes	%	of	the	total
(Mode of Voting)	Members v	who	cast by them		nu	mbe	r of	valid	
	voted					vot	es c	ast	



Poll	40	46356	0.02
Remote e-voting	54	185486939	99.98
Total	94	185533295	100.00

#### (II) Voted against the Resolution:

Particulars (Mode of Voting)	<b>)</b>	Number of Votes	
(Mode of Voting)	Members who voted	cast by them	number of valid votes cast
Poll	0	0	0.00
Remote e-voting	0	0	0.00
Total	0	0	0.00

#### (III) Invalid Votes:

Particulars	Total number of members	Total number of votes cast
(Mode of Voting)	whose votes were declared	by them
	invalid	
Poll	2	1250
Remote e-voting	0	. 0
Total	2	1250

#### 2.4. Resolution No.4:

To ratify appointment M/s. K. S. Aiyar & Co., Chartered Accountants (FRN: 101186W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 107<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August 2014 and to authorize the Board of Directors fix their remuneration:

#### (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		40	46356	0.02
Remote e-voting		54	185486939	99.98
Total		94	185533295	100.00

#### (II) Voted against the Resolution:

Particulars	Number	of	Number	of	Votes	% of	the	total
(Mode of Voting)	Members	who	cast by the			numb		
	voted					votes	cast	
Poll		. 0			0			0.00
Remote e-voting		0		•	0			0.00
Total		. 0			0			0.00



## (III) Invalid Votes:

Particulars	Total number of members	Total number of votes
(Mode of Voting)	whose votes were declared	cast by them
	invalid	
Poll	2	1250
Remote e-voting	0	0
Total	2	1250

#### 2.5. Resolution No.5:

Appointment of Mr Abhijit Joshi (DIN: 06568584) as a Non- Excecutive Non-Independent Director:

#### (I) Voted in Favour of the Resolution:

Particulars	Number c	f Number of Votes	% of the total
(Mode of Voting)	Members wh	cast by them	number of valid
	voted		votes cast
Poll	4	46356	0.02
Remote e-voting	5	185486939	99.98
Total	9	185533295	100.00

## (II) Voted against the Resolution:

Particulars	Number	of	Number of	Votes	% of the total
(Mode of Voting)	Members	who	cast by them		number of valid
	voted				votes cast
Poll		0		.0	0.00
Remote e-voting		0		0	0.00
Total		0		. 0	0.00

## (III) Invalid Votes:

Particulars	Total number of members	Total number of votes
(Mode of Voting)	whose votes were declared	cast by them
	invalid	
Poll	2	1250
Remote e-voting	0	0
Total	2	1250



## 2.6. Resolution No.6:

## Appointment of Mr Sameer Khera (DIN: 00009317) as an Independent Director:

## (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members	of who	Number of Votes cast by them	% of the total number of valid
	voted	* ***		votes cast
Poll		40	46356	0.02
Remote e-voting		54	185486939	99.98
Total		94	185533295	100.00

## (II) Voted against the Resolution:

Particulars	Number	of	Number	of	Votes	%	of	the	total
(Mode of Voting)	Members	who	cast by th	nem		nur	nbe	r of	valid
	voted					vot	es c	ast	
Poli		0			0				0.00
Remote e-voting		0			0				0.00
Total		0			.0				0.00

## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	of votes
Poll	2	1250
Remote e-voting	0	0
Total	2	1250

## 2.7. Resolution No.7:

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

## (I) Voted in Favour of the Resolution:

Particulars	Number	of	Number of Votes	% of the total
(Mode of Voting)	Members	who	cast by them	number of valid
	voted			votes cast
Poll		40	46356	0.02
Remote e-voting		54	185486939	99.98
Total		94	185533295	100.00



## (II) Voted against the Resolution:

Particulars	Number	of	Number	of	Votes	%	of	the	total
(Mode of Voting)	Members	who	cast by th	ıem		nu	mbe	r of	valid
	voted					VO	tes c	ast	
Poll		0			0				0.00
Remote e-voting		0			0				0.00
Total		0			0				0.00

#### (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared	1
(mode of voting)	invalid	oust by them
Poll	2	1250
Remote e-voting	0	0
Total	2	1250

#### 2.8. Resolution No.8:

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

# (I) Voted in Favour of the Resolution:

Particulars	Number	of	Number of Votes	
(Mode of Voting)	Members	who	cast by them	number of valid
	voted		. :	votes cast
Poll		40	46356	0.02
Remote e-voting		54	185486939	99.98
Total		94	185533295	100.00

#### (II) Voted against the Resolution:

Particulars	Number	of	Number of Votes	% of the total
(Mode of Voting)	Members	who	cast by them	number of valid
- ·	voted		·	votes cast
Poll		0	0	0.00
Remote e-voting		0	0	0.00
Total		0	0	0.00



Page 7 of 9

## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	1
Poll	2	1250
Remote e-voting	0	0
Total	2	1250

## 2.9. Resolution No. 9:

## **Approval for Material Related Party Transaction:**

#### (I) Voted in Favour of the Resolution:

Total		61	14685290	100.00
Remote e-voting		21	14638934	99.68
Poll		40	46356	0.32
(Mode of Voting)	Members voted	who	cast by them	number of valid votes cast
Particulars	Number		Number of Votes	

## (II) Voted against the Resolution:

Particulars	Number	of	Number	o.f	Votes	% o	f the	total
(Mode of Voting)	Members wi	ho	cast by th	iem		num	ber of	valid
	voted					vote	s cast	
Poll	,	0			0			0.00
Remote e-voting		1			1			0.00
Total		1			1			0.00

#### (III) Invalid Votes:

Particulars	Total number of members	Total number of votes
(Mode of Voting)	whose votes were declared	cast by them
	invalid	
Poll	2	1250
Remote e-voting	0	0
Total	2	1250

Note: Figures in percentage have been rounded off to 2 decimal points.



- 3. The resolutions are passed with requisite majority.
- **4.** The electronic data along with the poll papers and all the other relevant records relating to e-voting and the Poll papers received are under my safe custody and will be handed over to the Company Secretary /Chairman duly authorized by the Board for preserving safely after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

S.Samdani Partner

Samdani Shah & Asso.

Company Secretaries CP # 2863

CF # 2003

Date: 12<sup>th</sup> August, 2015

Place: Vadodara

Countersigned by: For Alembic Limited

ayu R. Amin Chairman

Page 9 of 9