

# Notice

Notice is hereby given that the **118<sup>th</sup> Annual General Meeting ("AGM")** of the Members of **Alembic Limited** will be held on **Tuesday, the 12<sup>th</sup> August, 2025 at 4:30 p.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2024-25.
3. **To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment:**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chirayu Amin (DIN: 00242549), who has attained the age of 75 years and who retires by rotation at the ensuing Annual General Meeting, being eligible and willing for re-appointment, be and is hereby re-appointed as Director liable to retire by rotation."

## SPECIAL BUSINESS

4. **Payment of commission to Mr. Udit Amin (DIN: 00244235), Non-Executive Director of the Company for the financial year 2024-25:**

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ("Act") and rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), on the basis of the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors and subject to the maximum remuneration approved by the members at the 115<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2022, approval of the members of the Company be and is hereby accorded for payment of commission of ₹ 300 Lakhs amounting to 1.94% of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin (DIN: 00244235) for the financial year ended 31<sup>st</sup> March, 2025, in addition to the sitting fees and reimbursement of expenses being paid for participating in the Board/Committee Meetings of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, as may be necessary and expedient to give effect to this resolution."

5. **Appointment of Secretarial Auditors of the Company and to fix their remuneration:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules framed thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Samdani Shah & Kabra, Practicing Company Secretaries, Vadodara having Firm Registration No. P2008GJ016300, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five years, commencing from the financial year 2025-26 till the financial year 2029-30, on such remuneration and terms and conditions as set out in the explanatory statement annexed to this Notice.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things, as may be necessary and expedient to give effect to this resolution.”

**6. Ratification of Remuneration to the Cost Auditors for the financial year 2025-26:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost & Management Accountants having Firm Registration No. 102697, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 amounting to ₹ 0.50 Lakhs plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

**NOTES:**

- Pursuant to the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs in this regard and Section VI – J of Chapter VI of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “Circulars”), Companies are allowed to hold the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Video Visual Means (“OAVM”), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- Since this AGM is being held through VC / OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company’s website at [www.alembiclimited.com](http://www.alembiclimited.com), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Further, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), Company shall send a letter to the Shareholders who have not registered their email addresses, providing the web-link, including the exact path, where complete details of the Annual Report is available.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
- An explanatory statement, pursuant to Section 102(1) of the Act relating to business set out under item no. 3 to 6 of the accompanying Notice is annexed hereto.
- The details of the Director seeking re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in Annexure – A to this Notice and forming part of the Explanatory Statement.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available for inspection, electronically, by the members of the Company. Members seeking to inspect such documents may send a request from their registered E-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in).

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8. The Company has fixed **Tuesday, 5<sup>th</sup> August, 2025** as the “record date” for determining the entitlement of the members for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2025, if approved at the AGM.
9. The dividend when sanctioned will be made payable on or from 14<sup>th</sup> August, 2025 till the time stipulated under the Act for payment of Dividend, electronically through various online transfer modes to those members who have updated their bank account details. To avoid delay in receiving the dividend, members are requested to update their bank details by following the process mentioned at point no. 11 below.
10. Please note that SEBI has mandated that the security holders holding securities in physical form, whose folio(s) do not have the prescribed KYC, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1<sup>st</sup> April 2024, only upon furnishing all the mentioned details. Therefore, Members holding shares in physical form are requested to update the prescribed details by completing the appropriate ISR forms with the Company’s Registrar & Share Transfer Agent, MUFG Intime India Pvt. Ltd. (“MIPL” or “RTA”) by Thursday, 31<sup>st</sup> July, 2025, to ensure timely receipt of dividend.

Relevant FAQs published by SEBI on its website can be viewed at the following link:

[https://www.sebi.gov.in/sebi\\_data/faqfiles/sep-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf)

11. Process for registration / updation, pertaining to the name, postal address, E-mail address, telephone / mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - i. In case shares are held in physical mode, members are requested to submit their service requests in the formats prescribed under SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024. The form(s) are available on the website of the Company at <https://alembiclimited.com/index.html#forms> and on the website of Company’s RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>.
  - ii. In case shares are held in demat mode, members are requested to update details with their respective Depository Participants.
12. In accordance with the prevailing provisions of the Income Tax Act, 1961, the Company is required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN and upload applicable documents to avoid deduction of tax at higher rate by complying with the process mentioned herein under:

Members are requested to visit the website of MIPL and upload applicable documents such as Form 15G / 15H, documents u/s 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

13. As per the provisions of Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules, 2016”), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (“IEPF”), a fund constituted by the Government of India under Section 125 of the Act.

Further, in accordance with the provisions of Section 124(6) of the Act and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or MIPL.

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The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of transfer to IEPF
7 <sup>th</sup> August, 2018	2017-18	September, 2025
27 <sup>th</sup> September, 2019	2018-19	November, 2026
7 <sup>th</sup> August, 2020	2019-20	September, 2027
6 <sup>th</sup> August, 2021	2020-21	September, 2028
20 <sup>th</sup> September, 2022	2021-22	October, 2029
10 <sup>th</sup> August, 2023	2022-23	September, 2030
12 <sup>th</sup> August, 2024	2023-24	September, 2031

14. All the work related to share registry in terms of both physical and electronic, are being conducted by MIIPL at "Geetakunj", I, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390 015; Tel: +91 0265 3566768, E-mail ID: [vadodara@in.mpms.mufg.com](mailto:vadodara@in.mpms.mufg.com). The members are requested to send their communication to the aforesaid address.
15. The Company has designated an exclusive E-mail ID: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in) for redressal of Shareholders' / Investors' complaints / grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned E-mail ID.
16. Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31<sup>st</sup> July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he / she / they can initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via link: <https://smartodr.in/login> and the same can be accessed through Company's website at <https://www.alembiclimited.com/investor-relation.html>.
17. Pursuant to SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. The form(s) are available on the website of the Company at <https://alembiclimited.com/index.html#forms> and on the website of MIIPL at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that the service request shall be processed only after the folio is KYC Compliant.
18. **Voting through Electronic Means and Declaration of Results:**  
Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 in relation to e-voting facility provided by Listed Companies, the Company is pleased to provide its members the facility to cast votes electronically viz. "remote e-voting" (e-voting from a place other than venue of the AGM), through the e-voting services provided by NSDL on all the resolutions set forth in this Notice.  
Mr. Chirayu Amin, Chairman of the Company and in his absence Mrs. Malika Amin, Managing Director & CEO or Mr. Jain Parkash, Director or Mr. Keval Thakkar, Company Secretary, will declare the e-voting results based on the Scrutinizer's Report. The e-voting results along with the Scrutinizer's report will be displayed on the:

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- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website [www.alembiclimited.com](http://www.alembiclimited.com);
- (iii) Stock Exchanges' website [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) and
- (iv) NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**The instructions for casting your vote electronically are as under:**

- (i) The remote e-voting period begins on **Saturday, the 9<sup>th</sup> August, 2025 (9:00 a.m. IST)** and ends on **Monday, the 11<sup>th</sup> August, 2025 (5:00 p.m. IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **5<sup>th</sup> August, 2025** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The facility for remote e-voting shall also be made available during the AGM. The members attending the AGM, who have not cast their votes through remote e-voting prior to the date of AGM, shall be able to exercise their voting rights during the AGM. The members who have already cast their votes through remote e-voting prior to the date of AGM may attend the meeting but shall not be entitled to cast their votes again during the AGM.
- (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as on the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and password to cast the vote.  
  
In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as on the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode". A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iv) M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The details of the process and manner for remote e-voting prior to the date of AGM and during the AGM are as under:

**Step 1: Access to NSDL e-Voting system:**

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat account(s) in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	I. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member/Creditor’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 **App Store**  **Google Play**



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user may use their existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member/Creditor' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your E-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your E-mail ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your E-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose E-mail IDs are not registered**.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, your registered address and such other documents required by NSDL.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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## Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system:

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 134234" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- i. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to upload their Board Resolution/ Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter authorizing person(s) to vote, through their registered E-mail ID to the Scrutinizer at [cssamdani@gmail.com](mailto:cssamdani@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) atleast 48 hours before the meeting.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries/grievances connected with e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre: Sr. Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## 19. Instructions for Members for attending the AGM through VC / OAVM:

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General Meeting menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.

- ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- iii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in) from 1st August, 2025 to 7th August, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Further, Members who would like to have their questions / queries responded to during the AGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

# Notice

- iv. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022 - 4886 7000.

**20. Recommendation to the Members:**

It is recommended to join the AGM through laptop for better experience. Members are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.

**Alembic Limited**

CIN: L26100GJ1907PLC000033

Reg. Off.: Alembic Road, Vadodara - 390 003

Tel: +91 265 6637000

Email ID: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)

Website: [www.alembiclimited.com](http://www.alembiclimited.com)

Date: 13<sup>th</sup> May, 2025

Place: Vadodara

By Order of the Board,

**Keval Thakkar**  
Company Secretary

# Notice

## **Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ("Act")**

### **Item No. 3**

Pursuant to the provisions of Section 152(6) of the Act, minimum two third of the total number of directors, excluding Independent Director, shall be the directors who are liable to retire by rotation and one third of such directors who are liable to retire by rotation shall retire at every Annual General Meeting ("AGM"). Accordingly, Mr. Chirayu Amin (DIN: 00242549), shall retire by rotation at this AGM and he, being eligible, offers himself for re-appointment.

Pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, 2015, approval of members by way of a special resolution is required for appointing and continuation of directorship of a person who has attained the age of 75 years. Since, Mr. Chirayu Amin has attained the age of 75 years on 4<sup>th</sup> December, 2021 and is proposed to be re-appointed by way of rotation, approval of the shareholders by way of special resolution is also sought in terms of Regulation 17(1A) of SEBI Listing Regulations, 2015.

#### **Rationale for the recommendation:**

Mr. Chirayu Amin holds an MBA degree from U.S.A. He has been associated with the Company since 1967. Mr. Chirayu Amin has rich and varied experience in the Industry and has been involved in the operations of the Company for over five decades. Mr. Amin has led the Company through the changing needs of modern-day business while keeping the legacy intact. The Company has achieved stability and growth under his leadership, management and guidance.

The Board of Directors recommends the resolution set forth at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof, other than Mr. Chirayu Amin, Mrs. Malika Amin, Mr. Udit Amin, and their relatives are concerned or interested, financially or otherwise in the resolution at Item No. 3 of this Notice.

### **Item No. 4**

The Company had obtained approval from its members by way of a special resolution passed at the 115<sup>th</sup> AGM held on 20<sup>th</sup> September, 2022 enabling the Board of Directors to pay commission of upto 3% of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin (DIN: 00244235), Non-Executive Director for a period of 5 years w.e.f. financial year ending 31<sup>st</sup> March 2023 and upto and including the financial year ending 31<sup>st</sup> March, 2027.

Pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations, 2015, the Company is also required to obtain approval of shareholders by way of a special resolution, for approving the payment of commission to Mr. Udit Amin for the financial year 2024-25 as the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

#### **Rationale for the recommendation:**

Mr. Udit Amin's substantial involvement, expertise and experience across a wide spectrum of functional areas has contributed significantly to the growth of the Company. Under his leadership, the Company has successfully grown the real estate business and stabilized the manufacturing operations of API Business. In order to remunerate Mr. Udit Amin for the responsibilities entrusted upon him, based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company have approved and recommended the payment of commission for the financial year 2024-25 in the manner stated in the resolution.

Section 197 of the Act provides that a Non-Executive Director may be paid remuneration in excess of the limits of 1% of the net profits, if the Company by special resolution, authorizes such remuneration. The overall total remuneration payable to the Executive and Non-Executive Directors cumulatively does not exceed the overall ceiling of 11% of the net profits of the Company as laid down under Section 197 of the Act.

The Board of Directors recommends the resolution set forth at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof, other than Mr. Chirayu Amin, Mrs. Malika Amin, Mr. Udit Amin and their relatives have any concern or interest, financially or otherwise in the resolution at Item No. 4 of this Notice.

### **Item No. 5**

The Board of Directors at its meeting held on 13<sup>th</sup> May, 2025, based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Samdani Shah & Kabra, Practicing Company Secretaries having Firm Registration No. P2008GJ016300, as the Secretarial Auditors of the Company to hold office for a term of 5 (five) years commencing from financial year 2025-26 till the financial year 2029-30.

M/s. Samdani Shah & Kabra, Practicing Company Secretaries have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the prescribed limits under the Act and rules framed

# Notice

thereunder and SEBI Listing Regulations, 2015. Pursuant to the provisions of Regulation 24A(1)(1A) of the SEBI Listing Regulations, 2015, M/s. Samdani Shah & Kabra, Practicing Company Secretaries have confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company.

**Proposed Fee:** The proposed fee to the Secretarial Auditors shall be ₹1.00 Lakh plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the secretarial audit of the Company for the financial year 2025-26 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee, from time to time. The proposed fee is based on knowledge, expertise and industry experience possessed by them. The fees for any other professional work including certifications will be in addition to the audit fee as mentioned above and will be decided by the management in consultation with the Auditors.

**Credentials:**

M/s. Samdani Shah & Kabra is a firm of Practicing Company Secretaries (Firm Registration No. P2008GJ016300), established in the year 2008, co-founded by Mr. Satyanarain Samdani, a Company Secretary having experience of more than three decades in the field of corporate secretarial and other compliance management services.

The firm is primarily engaged in providing Secretarial Audit, Corporate Governance, Compliance Management, Diligence Reports and Assurance services. The firm has good exposure of handling secretarial audits of several listed and large unlisted companies. The Firm holds a valid Peer Review Certificate No. 1079/2021.

**Rationale for recommendation:**

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder and SEBI Listing Regulations, 2015 with regard to secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors recommends the resolution set forth at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 5 of this Notice.

**Item No. 6**

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 13<sup>th</sup> May, 2025, based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Santosh Jejurkar & Associates, Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year 2025-26.

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors of the Company for the financial year 2025-26 as set out in the resolution for aforesaid services to be rendered by them.

**Rationale for recommendation:**

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder with regard to cost audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors recommends the resolution set forth at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financially or otherwise in the resolution at Item No. 6 of this Notice.

**Alembic Limited**

CIN: L26100GJ1907PLC000033

Reg. Off.: Alembic Road, Vadodara – 390 003

Tel: +91 265 6637000

Email ID: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)

Website: [www.alembiclimited.com](http://www.alembiclimited.com)

Date: 13<sup>th</sup> May, 2025

Place: Vadodara

By Order of the Board,

**Keval Thakkar**  
Company Secretary

# Notice

**Annexure – A**

**Details of the Director seeking re-appointment at the ensuing AGM pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are as under:**

<b>Name of the Director</b>	<b>Mr. Chirayu Amin</b>
Age	78 Years
Qualifications	B.Sc. & M.B.A
Brief Resume	Mr. Chirayu Amin holds a Bachelor's Degree in Science from Maharaja Sayajirao University of Baroda and a Master's Degree in Business Administration from Seton Hall University, New Jersey, United States of America. He has been associated with the Company since 1967. Mr. Chirayu Amin has rich and varied experience in the Industry and has been involved in the operations of the Company for over five decades. The Company has achieved stability and growth under his leadership, management and guidance.
Experience	Over 58 Years
Terms and Conditions of appointment or re-appointment	Not Applicable since a Non-executive Director
Remuneration last drawn (2024-25)	Please refer Report on Corporate Governance forming part of this Annual Report.
Nature of expertise in specific functional areas	Management & Leadership
Date of first appointment on to the Board	20 <sup>th</sup> August, 1967
Directorship in unlisted companies as on 31 <sup>st</sup> March, 2025	1. Shreno Limited 2. Nirayu Limited
Name of the listed Entities from which he resigned in the past three years	Nil
Chairmanship / Membership of Committees of other Board	<b>Alembic Pharmaceuticals Limited</b> <ul style="list-style-type: none"> <li>Chairman of Corporate Social Responsibility Committee</li> </ul> <b>Shreno Limited</b> <ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee</li> <li>Chairman of Stakeholders Relationship Committee</li> <li>Chairman of Corporate Social Responsibility Committee</li> </ul> <b>Nirayu Limited</b> <ul style="list-style-type: none"> <li>Chairman of Corporate Social Responsibility Committee</li> </ul>

For other details such as No. of Shares held in a Company as on the date of this Notice, Relationship with other Directors / Key Managerial Personnel of the Company, No. of Board Meeting(s) attended during the financial year 2024-25 and Directorship in Listed Companies as on 13<sup>th</sup> May, 2025, please refer Report on Corporate Governance which is a part of this Annual Report.