



## ALEMBIC LIMITED

CIN: L26100GJ1907PLC000033  
Regd. Office: Alembic Road, Vadodara-390 003, Gujarat, India.  
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### BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH C A (CAA) No. 23 OF 2019

In the matter of the Companies Act, 2013;  
AND

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;  
AND

In the matter of Composite Scheme of Arrangement involving Demerger between Alembic Limited ('First Demerged Company') and Shreno Limited ('First Transferee Company') or where the context so required 'Second Demerged Company'), and between Shreno Limited and Nirayu Private Limited ('Second Transferee Company') and restructure of capital of Shreno Limited and Nirayu Private Limited.

#### Alembic Limited,

a company incorporated under the provisions of Indian Companies Act, VI of 1882 and having its registered office at Alembic Road, Vadodara - 390003 in the State of Gujarat ..... Applicant Company/First Demerged Company

#### **Notice and Advertisement of Notice of separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Alembic Limited**

Notice is hereby given that by an order dated 20th February, 2019, the Hon'ble National Company Law Tribunal, Ahmedabad Bench (the 'Tribunal') has directed separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Alembic Limited, the Applicant Company/First Demerged Company to be held for the purpose of considering, and if thought fit, approving with or without modification, the Composite Scheme of Arrangement ('Scheme') involving (a) Demerger between Alembic Limited and Shreno Limited and (b) Demerger between Shreno Limited and Nirayu Private Limited and restructure of capital of Shreno Limited and Nirayu Private Limited and their respective shareholders.

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Alembic Limited will be held as under, at which time and place the said Equity Shareholders, Secured Creditors and Unsecured Creditors are requested to attend.

Sr. No.	Class of Meeting	Time (IST)	Date of Meetings	Place of Meetings
1.	Equity Shareholders	10:30 a.m.	Tuesday, 9th April 2019	"Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, Gujarat.
2.	Secured Creditors	11:30 a.m.		
3.	Unsecured Creditors	12:30 p.m.		

Copies of the said Scheme, Explanatory Statement under Section 230 and 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013, can be obtained free of charge at the registered office of the Applicant Company or at the office of its advocate, Mrs. Swati Saurabh Soparkar at 301, Shivallik-10, Opp. State Bank of India Zonal Office, S. M. Road, Ambawadi, Ahmedabad - 380015, Gujarat, India on all working days (except Saturdays, Sundays and Public Holidays) up to one day prior to the date of meetings. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at Alembic Road, Vadodara - 390003, not later than 48 hours before the meetings.

The form of proxy can be obtained free of charge from the registered office of the Company.

The Hon'ble Tribunal has appointed Mr. Devang Nanavati, a Practicing Advocate and failing him, Mr. Janak Bathiya, a Practicing Advocate and failing him, Mr. C. P. Buch, the Independent Director of Alembic Limited, as Chairperson of the said meetings. The above mentioned Scheme, if approved by the meetings, will be subject to the subsequent approval of the Hon'ble Tribunal.

Further, Notice is hereby given to the Equity Shareholders of the Applicant Company that:

1	The Applicant Company has provided the facility of voting by postal ballot and e-voting so as to enable the Equity Shareholders to consider and approve the Scheme. The Applicant Company has also provided the facility of voting through ballot or polling paper at the venue of the meeting. The Applicant Company has engaged the service of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting services.	
2	Date of completion of dispatch of Notice along with Postal Ballot Form (including instruction to the Ballot Form) and self-addressed postage prepaid Business Reply Envelope	7th March, 2019
3	Cut-off date for determining rights of members	22nd February, 2019
4	Date & Time of commencement of Postal Ballot and remote electronic voting	9.00 a.m. on Sunday, 10th March, 2019
5	Date & Time of end of Postal Ballot and remote electronic voting	5:00 p.m. on Monday, 8th April, 2019
6	Postal Ballot and remote electronic voting shall not be allowed	After 5:00 p.m. on Monday, 8th April, 2019
7	All the Postal Ballot Forms received after 5:00 p.m. on Monday, the 8th April, 2019 will be treated as if the reply from such member has not been received.	
8	Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, may send their request to the registrar and share transfer agents, Link Intime India Private Limited by email at vadodara@linkintime.co.in mentioning their Folio/DPID & Client ID No.	
9	During the voting period, the Equity Shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity Shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again.	
10	Notice including the postal ballot and e-voting instructions are available on Company's website & on CDSL website at www.alembiclimited.com and www.cdslindia.com respectively.	
11	Mr. S. Samdani, partner of M/s. Samdani Shah & Kabra, Practicing Company Secretaries has been appointed as the scrutinizer for the said meeting of the Equity Shareholders for conducting postal ballot, e-voting and poll process.	
12	For any queries or grievances pertaining to Postal Ballot, please contact: Mr. Drigesh Mittal, Company Secretary, Tel.: 0265-2280550, Email: alembic.investors@alembic.co.in	
13	For any queries or grievances pertaining to e-voting, please contact: Mr. Rakesh Dalvi, Deputy Manager, CDSL, Tel.: 1800225533, Email: helpdesk.evoting@cdslindia.com Members may also refer to the Frequently Asked Questions ("FAQ") and the e-voting manual available at www.evotingindia.com, under help section.	

The notice of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company have been sent to those Equity Shareholders, Secured Creditors and Unsecured Creditors whose names appear in the records of the Applicant Company as on 31st December, 2018 and 22nd February, 2019. The cut-off date for determining eligibility of Equity Shareholders, Secured Creditors and Unsecured Creditors who are eligible to attend and vote at the meeting is 22nd February, 2019.

In case of meetings of the Secured Creditors and Unsecured Creditors of the Applicant Company, the voting shall be carried out only through the ballot/polling paper at the venue of the meeting. Mr. S. Samdani, partner of M/s. Samdani Shah & Kabra, Practicing Company Secretaries has also been appointed as the scrutinizer for the said meetings.

Dated this 7th March, 2019  
Place: Ahmedabad

Sd/-  
Devang Nanavati  
Chairperson appointed for the meetings

This Notice is also available at Investor Section of the Company's website www.alembiclimited.com and corporate announcement section of the Stock Exchanges website www.nseindia.com and www.bseindia.com