

Notice

ALEMBIC PHARMACEUTICALS LIMITED, Alembic Road, Vadodara - 390 003.



Notice is hereby given that the 1st Annual General Meeting of the Members of Alembic Pharmaceuticals Limited will be held at "Sanskruti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Monday, the 29th August, 2011 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited Balance Sheet and Profit & Loss Account of the Company for the year ended on 31st March, 2011 and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

To transact the following business as special business:

4. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Chirayu Amin, who was appointed as First Director of the Company on 16th June, 2010 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company not liable to retire by rotation."
5. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. R.K. Baheti, who was appointed as First Director of the Company on 16th June, 2010 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
6. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. K.G. Ramanathan, who was appointed as Additional Director of the Company on 31st March, 2011 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
7. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Paresh Saraiya, who was appointed as Additional Director of the Company on 31st March, 2011 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
8. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Pranav Parikh, who was appointed as Additional Director of the Company on 31st March, 2011 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
9. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Milin Mehta, who was appointed as Additional Director of the Company on 31st March, 2011 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
10. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Pranav Amin, who was appointed as Additional Director of the Company on 31st March, 2011 and who vacates his office at this Annual General Meeting be and is hereby appointed as the Director of the Company liable to retire by rotation."
11. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution: "RESOLVED THAT subject to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Chirayu R. Amin as Managing Director of the Company for period of five years from 1st April, 2011, on the remuneration and on such terms and conditions as recommended by the Board of Directors in their meeting held on 31st March, 2011 and set out in the draft agreement submitted to this meeting and for identification initialed by Mr. R.K. Baheti, Director with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement from time to time within the scope of Schedule XIII of the Companies Act, 1956, or any amendment thereto or any re-enactment thereof and as may be agreed between the Board of Directors and Mr. Chirayu R. Amin.

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FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Chirayu R. Amin, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

12. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution: “RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to the appointment of Mr. R. K. Baheti as Director-Finance & Company Secretary of the Company for a period of 5 years effective from April 1, 2011 on the remuneration and on such terms and conditions as set out in the explanatory statement attached hereto with liberty and authority to the Board of Directors and / or to the Chairman & Managing Director to alter and vary the terms and conditions of the said appointment from time to time within the provisions of the Companies Act, 1956 or any amendment thereto or any reenactment thereof and as may be agreed between the Board of Directors and Mr. R. K. Baheti.

RESOLVED FURTHER THAT in the event of loss or inadequate profits in any financial year, the Company shall pay to Mr. R. K. Baheti in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to limit prescribed herein and as per the provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolutions”.

13. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution: “RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the approval of the shareholders be and is hereby accorded to the appointment of Mr. Pranav Amin as Director & President– International Business of the Company for a period of 5 years effective from 1st April, 2011 on the remuneration and on such terms and conditions as set out in the draft agreement submitted to this meeting and for identification initialed by Mr. R. K. Baheti, Director, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the provisions of the Companies Act, 1956 or any amendment thereto or any reenactment thereof and as may be approved by the Board of Directors.

RESOLVED FURTHER THAT in the event of loss or inadequate profits in any financial year, the Company shall pay to Mr. Pranav Amin in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to limits prescribed herein and as per the provisions Schedule-XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolutions.”

14. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution: “RESOLVED THAT pursuant to the provisions of Section 314 and any other applicable provisions of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules, 2003 and subject to such approvals including the approval of Central Government, as may be required, the consent of the Company be and is hereby accorded to revise the remuneration of Mr. Shaunak Amin, and for holding an office or place of profit under the Company as President-Formulations in the Company, with effect from 1st April, 2011 or such other date as may be approved by Central Government, on the remuneration and on such terms and conditions as recommended by the Board of Directors at its meeting held on 31st March, 2011 and set out in the explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to consider and sanction increment and / or promotion of Mr. Shaunak Amin as it may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree to such modification and /or variation as may be suggested by Central Government while granting its approval.”

15. To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution: “RESOLVED THAT pursuant to the provisions of Section 314 and any other applicable provisions of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules, 2003 and subject to such approvals including the

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approval of Central Government, as may be required, the consent of the Company be and is hereby accorded to revise the remuneration of Mr. Udit Amin, and for holding an office or place of profit under the Company as Chief Business Development Officer in the Company, with effect from 1st April, 2011 or such other date as may be approved by Central Government, on the remuneration and on such terms and conditions as recommended by the Board of Directors at its meeting held on 31st March, 2011 and set out in the explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to consider and sanction increment and / or promotion of Mr. Udit Amin as it may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree to such modification and /or variation as may be suggested by Central Government while granting its approval.”

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
3. The Register of Members of the Company will remain closed from Thursday, the 18th August, 2011 to Monday, the 29th August, 2011, (both days inclusive), for the purpose of payment of dividend.
4. The dividend when sanctioned will be made payable on or after 3rd September, 2011, to those members whose names stand on the Register of Members of the Company on 18th August, 2011 in case of Physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
6. All the work related to share registry in terms of both - physical and electronic – are being conducted by Company's R & T Agents – M/s. Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020 Tel:(0265) 2356573, 2356794 Fax:(0265) 2356791 Email: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address in future.

Registered Office:
Alembic Road,
Vadodara - 390 003.
Date : 2nd May, 2011

By Order of the Board,
R.K. Baheti
Director-Finance &
Company Secretary

Explanatory Statement as required under Section 173 of the Companies Act, 1956

Item No.4

Mr. Chirayu Amin was appointed as first Director of the Company as per the Articles of Association of the Company at the time of incorporation. Mr. Chirayu R. Amin is Chairman and Managing Director of the Company. He is M.B.A. from U.S.A. Mr. Chirayu Amin is the Chairman of Alembic Limited, a century old group in India, pioneer in Healthcare / Pharmaceutical Industry. Mr. Chirayu Amin is former President of FICCI. He is Vice President of Board of Control of Cricket in India (BCCI) and President of Baroda Cricket Association (BCA). Besides, he is also trustee in hospital and schools of Alembic Group. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Chirayu Amin and Mr. Pranav Amin being relative of him, no other Director of the Company is concerned or interested in the resolution.

Item No.5

Mr. R.K. Baheti was appointed as first Director of the Company as per the Articles of Association of the Company at the time of incorporation. Mr. R.K. Baheti is commerce graduate and a fellow member of Institute of Chartered Accountants of India. He is also a fellow member of Institute of Company Secretaries of India. He is having a wide and varied experience in finance,

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accounts, taxation and management function. His presence on the Board has been immensely beneficial to the Company. The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. R.K. Baheti, no other Director of the Company is concerned or interested in the resolution.

Item No.6

Mr. K.G. Ramanathan was appointed as additional Director of the Company by the Board of Directors in their meeting held on 31st March, 2011. Mr. K.G. Ramanathan is a postgraduate in Physics from University of Madras and is a Retd. IAS Officer. He has worked in senior administrative positions in the State of Gujarat and also in Government of India. He has wide industrial experience particularly in the fields of fertilizers, chemicals and petrochemicals. Before his retirement from Government service, he was the Chairman and Managing Director of erstwhile Indian Petrochemicals Corporation Limited (IPCL), a prestigious petrochemical Company of India. Mr. Ramanathan is the Chairman of Chemical and Petrochemical Manufacturers Association of India. He is also the founder President of Indian Centre for Plastics in the Environment (ICPE). He is also associated with several trade and industry associations and social organisations. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. K.G. Ramanathan, no other Director of the Company is concerned or interested in the resolution.

Item No.7

Mr. Paresh Saraiya was appointed as additional Director of the Company by the Board of Directors in their meeting held on 31st March, 2011. Mr. Paresh Saraiya, is a Graduate in Mechanical Engineering with Distinction from the M.S. University of Vadodara. He is the Managing Director of Transpek-Silox Industry Limited, a joint venture Company between Silox S.A., Belgium and the Transpek Group. He has a vast experience in technical management and corporate functions. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Paresh Saraiya, no other Director of the Company is concerned or interested in the resolution.

Item No.8

Mr. Pranav Parikh was appointed as additional Director of the Company by the Board of Directors in their meeting held on 31st March, 2011. Mr. Pranav Parikh is a Commerce Graduate and has done Business Administration Program at Harvard University, USA. He is an Industrialist and is Chairman of TechNova and Lemuir Group of companies. He has vast experience as an industrialist and has been an active participant in various industrial fora and organisations. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Pranav Parikh, no other Director of the Company is concerned or interested in the resolution.

Item No.9

Mr. Milin Mehta was appointed as additional Director of the Company by the Board of Directors in their meeting held on 31st March, 2011. Mr. Milin Mehta is a Senior Partner of M/s. K. C. Mehta & Co., a reputed Chartered Accountants' Firm, since more than 2 decades. He is a fellow member of the Institute of Chartered Accountants of India. He is also a Law Graduate and holds a Masters Degree in Commerce. He has also co-authored a book on "Minimum Alternate Tax" published by The Bombay Chartered Accountants' Society. He is also active in social service and is presently heading a reputed educational institution involved in providing school education in Baroda. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Pranav Parikh, no other Director of the Company is concerned or interested in the resolution.

Item No.10

Mr. Pranav Amin was appointed as additional Director of the Company by the Board of Directors in their meeting held on

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31st March, 2011. Mr. Pranav Amin has done Bachelors of Science in Economics/Industrial Management from the Carnegie Mellon University in Pittsburgh, USA. He worked as a Jr. Financial Analyst at Dendrite Inc. in New Jersey, USA. Dendrite focuses on Customer Relationship Management software catering mainly to Pharmaceutical Companies. He pursued his M.B.A in International Management from Thunderbird, The American Graduate School of International Management. He is appointed as Director & President - International Business. His presence on the Board has been immensely beneficial to the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his appointment as a Director of the Company.

Your Directors recommend the resolution for your approval.

Except Mr. Pranav Amin and Mr. Chirayu Amin being relative of him, no other Director of the Company is concerned or interested in the resolution.

Item No.11

Consequent upon the Scheme of Arrangement becoming effective all the employees relating to "Pharmaceutical Undertaking" of Alembic Limited were transferred to Alembic Pharmaceuticals Limited. Accordingly, the service of Mr. Chirayu R. Amin as Managing Director was also to be transferred to Alembic Pharmaceuticals Limited w.e.f. 1st April, 2011.

However, this being a statutory position, it is required to pass a resolution appointing him as Managing Director of the Company by the Shareholders. Mr. Amin's appointment would be on the same terms and conditions as per his earlier appointment in Alembic Limited as Managing Director. The Remuneration Committee and the Board of Directors, in their respective meetings held on 31st March, 2011, have approved his appointment and remuneration and recommended his appointment and remuneration for approval by the shareholders.

The remuneration, terms and conditions of his reappointment are set out hereunder:

1. Period of appointment: - 5 years from 1st April, 2011.
2. Remuneration :

a) Basic Salary :

Rs.150 lacs per annum i.e. Rs.12.50 Lacs per month or such higher amount as may be decided by the Board of Directors from time to time.

b) Perquisites, allowances and others:

Rs.150 lacs per annum or such higher amount as may be decided by the Board of Directors from time to time which may include, interalia,

- (i) Subject to overall ceilings laid down under Sections 198 and 309 of the Companies Act, 1956, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for themselves and their family, club fees, medical insurance, personal accident insurance, leave and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director.
- (ii) The provision for use of Company's car with driver for official duties and Company's telephone at residence(including payment for local calls and long distance official calls) and cell phone.
- (iii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these, either singly or together are not taxable under the Income Tax Act, 1961; Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure, shall not be included in the Computation of the remuneration or perquisites as aforesaid, subject to Schedule XIII of the Companies Act, 1956.

The maximum remuneration payable to Mr. Chirayu R. Amin will be up to Rs. 300 lacs per annum (by way of salary, perquisites, allowances and others) or such higher amount as may be decided by the Board of Directors from time to time.

c) Commission:

The Chairman and Managing Director shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, subject to overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956.

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3. Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of Mr. Chirayu R. Amin, Managing Director of the Company, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above subject to restrictions set out in Schedule XIII of the Companies Act, 1956 or any other law or enactment for the time being or from time to time in force.

Your Directors recommend the resolution for your approval.

Except Mr. Chirayu Amin and Mr. Pranav Amin being relative of him, no other Director of the Company is concerned or interested in the resolution.

Item No.12

Consequent upon the Scheme of Arrangement becoming effective all the employees relating to "Pharmaceutical Undertaking" of Alembic Limited were transferred to Alembic Pharmaceuticals Limited. Accordingly, the service of Mr. R.K. Baheti as Director-Finance & Company Secretary was also transferred to Alembic Pharmaceuticals Limited w.e.f. 1st April, 2011.

However, this being a statutory position, it is required to pass a resolution appointing him as Director-Finance & Company Secretary of the Company by the Shareholders. Mr. Baheti's appointment would be on the same terms and conditions as per his earlier appointment in Alembic Limited as Director-Finance & Company Secretary. The Remuneration Committee and the Board of Directors, in their respective meetings held on 31st March, 2011, have approved his appointment and remuneration and recommended his appointment and remuneration for approval by the shareholders.

The remuneration, terms and conditions of his reappointment are set out hereunder:

1. **Period of appointment:** - 5 years from 1st April, 2011.

2. Remuneration :

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of Rs. 2.50 Crores per annum or such higher amount as may be decided by the Board of Directors or the Chairman & Managing Director of the Company from time to time.

Perquisites and Allowances:

- a) Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.
- b) Leave Travel Concession for self and family as per rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- d) Conveyance: As per rules of the Company.
- e) Free Telephone Facility at the residence as per rules of the Company.
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per rules of the Company.
- g) Leave: As per rules of the Company.

Privilege Leave accumulated and not availed of during this tenure as Director & President (Finance) may be allowed to be encashed as per rules of the Company.

- h) Other perquisites, allowances, benefits and amenities as per the service Rules of the Company as applicable from time to time.

3. Minimum Remuneration:

The total remuneration as well as the minimum remuneration, in the event of loss or inadequacy of profits in any financial year, payable to Mr. R. K. Baheti as Director & President (Finance) by the Company will be in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

Your Directors recommend the resolution for your approval.

Except Mr. R. K. Baheti, no other Director of the Company is concerned or interested in the resolution.

Item No.13

Consequent upon the Scheme of Arrangement becoming effective all the employees relating to "Pharmaceutical Undertaking" of Alembic Limited were transferred to Alembic Pharmaceuticals Limited. Accordingly, the service of Mr. Pranav Amin as Director & President-International Business was also transferred to Alembic Pharmaceuticals Limited w.e.f. 1st April, 2011.

However, this being a statutory position, it is required to pass a resolution appointing him as Director & President-International Business of the Company by the Shareholders. Mr. Pranav's appointment would be on the same terms and conditions as per his earlier appointment in Alembic Limited as Director & President-International Business. The Remuneration Committee and the Board of Directors, in their respective meetings held on 31st March, 2011, have approved his appointment and remuneration and recommended his appointment and remuneration for approval by the shareholders.

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The remuneration, terms and conditions of his reappointment are set out hereunder:

1. Term of Appointment : 5 years from 1st April, 2011.

2. Remuneration :

Basic Salary : Upto maximum of Rs.7,25,000/- per month.

HRA, Kit Allowance, Transport Allowance up to a maximum of Rs.4,02,710/- per month as per the rules and policy of the Company from time to time.

Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

Reimbursement of Medical Expenses & LTC as per the rules of the Company.

Over and above, he will also be entitled to variable pay, linked with the performance, not exceeding 12 month's basic salary, as may be decided by the Board.

Reimbursement of business expenses, including expenses relating to telephone at residence and mobile, incurred by him for the purpose of business of the Company.

The total remuneration payable to Mr. Pranav Amin on Cost To Company (CTC) basis shall not exceed Rs.250 lacs per annum

3. Minimum Remuneration:

The Total remuneration as well as the minimum remuneration, in the event of loss or inadequacy of profits in any financial year, payable to Mr. Pranav Amin as Director & President –International Business by the Company will be in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

Your Directors recommend the resolution for your approval.

Except Mr. Pranav Amin and Mr. Chirayu Amin being relative of him, no other Director of the Company is concerned or interested in the resolution.

Item No.14

The Members of Alembic Limited at the Annual General Meeting held on 30th July, 2010 approved the revision in remuneration of Mr. Shaunak Amin President-Formulation of the Company with effect from 1st April, 2010 on the following terms of remuneration:

- Basic Salary: Upto maximum of Rs.7,25,000/- per month.
- HRA, Kit Allowance, Transport Allowance upto a maximum of Rs.4,02,710/- per month as per the rules and policy of the Company from time to time.
- Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.
- Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- Over and above, he will also be entitled to variable pay, linked with the performance, not exceeding 12 month's basic salary, as may be decided by the Board.
- Reimbursement of business expenses, including expenses relating to telephone at residence and mobile, incurred by him for the purpose of business of the Company.

The total remuneration payable to Mr. Shaunak Amin on Cost To Company (CTC) basis shall not exceed Rs.250 lacs per annum.

The Central Government vide letter No. SRN A91326637/4/2010-CL.VII dated 13th January, 2011 approved the remuneration payable to Mr. Shaunak Amin. The total remuneration allowed to be paid by the Central Government is Rs.70 lacs per annum. Consequent upon the Scheme of Arrangement becoming effective all the employees relating to "Pharmaceutical Undertaking" of Alembic Limited were transferred to Alembic Pharmaceuticals Limited. Accordingly, the service of Mr. Shaunak Amin as President-Formulation was also transferred to Alembic Pharmaceuticals Limited w.e.f. 1st April, 2011.

Mr. Shaunak Amin, studied Economics at University of Massachusetts, USA. He has worked with Merrill Lynch where he has got exposure of managing client portfolios and analyzing equity options & its impact on evaluation of financial securities. He has also worked at Hongkong & Shanghai Bank UK in its Credit support function. He has extensive & varied experience in sales & marketing. He is well versed in computer systems & applications and web design. Mr. Shaunak Amin is working as President-Formulation. The Strategic Business Unit which is headed by Mr. Shaunak Amin employs more than 3000 employees. Mr. Shaunak Amin has given significant contribution for development of Formulation Business of the Company. His current salary is not commensurate with the role and responsibility carried out by him as President-Formulations. Accordingly, the Board of Directors in their meeting held on 31st March, 2011 unanimously approved the revision in the remuneration package of Mr. Shaunak Amin, President-Formulations for total CTC of Rs. 250 Lacs per annum.

Your Directors recommend the resolution for your approval.

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Mr. C.R. Amin and Mr. Pranav Amin are deemed to be concerned or interested in the said Resolution as relatives of Mr. Shaunak Amin.

None of the other Directors of the Company is deemed to be concerned or interested in the said Resolutions.

Item No.15

The Members of Alembic Limited at the Annual General Meeting held on 30th July, 2010 approved the revision in remuneration of Mr. Udit Amin, Chief Business Development Officer of the Company with effect from 1st April, 2010 on the following terms of remuneration:

- Basic Salary : Upto maximum of Rs.6,50,000/- per month
- HRA, Kit Allowance, Transport Allowance upto a maximum of Rs.3,68,235/- per month as per the rules and policy of the Company from time to time.
- Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.
- Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- Over and above, he will also be entitled to variable pay, linked with the performance, not exceeding 12 month's basic salary, as may be decided by the Board.
- Reimbursement of business expenses, including expenses relating to telephone at residence and mobile, incurred by him for the purpose of business of the Company.

The total remuneration payable to Mr. Udit Amin on Cost To Company (CTC) basis shall not exceed Rs.225 lacs per annum.

The Central Government vide letter No. SRN A91327759/4/2010-CL.VII dated 13th January, 2011 approved the remuneration payable to Mr. Shaunak Amin. The total remuneration allowed to be paid by the Central Government is Rs.63 lacs per annum. Consequent upon the Scheme of Arrangement becoming effective all the employees relating to "Pharmaceutical Undertaking" of Alembic Limited were transferred to Alembic Pharmaceuticals Limited. Accordingly, the service of Mr. Udit Amin as Chief Business Development Officer was also transferred to Alembic Pharmaceuticals Limited w.e.f. 1st April, 2011.

Mr. Udit Amin studied Economics with a focus on International trade at University of Michigan, USA. He has worked in regulatory department at Ivax, UK. His job role at Ivax included, help management choose filing strategy for multiple countries within Europe. He worked extensively on turn around project of Paushak Limited. Mr. Udit Amin has been working with this Company as Chief Business Development Officer since 1st September, 2005. The Central Projects Cell and Real Estate business which is headed by Mr. Udit Amin employs more than 200 employees. Mr. Udit Amin has given significant contribution for development of the Company. His current salary is not commensurate with the role and responsibility carried out by him as Chief Business Development Officer. Accordingly, the Board of Directors in their meeting held on 31st March, 2011 unanimously approved the revision in the remuneration package of Mr. Udit Amin, Chief Business Development Officer for total CTC of Rs. 225 Lacs per annum.

Your Directors recommend the resolution for your approval.

Mr. C.R. Amin and Mr. Pranav Amin are deemed to be concerned or interested in the said Resolution as relatives of Mr. Udit Amin.

None of the other Directors of the Company is deemed to be concerned or interested in the said Resolutions.

Registered Office:
Alembic Road,
Vadodara - 390 003.
Date : 2nd May, 2011

By Order of the Board,
R.K. Baheti
Director-Finance &
Company Secretary