13th August, 2015

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd
'Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai

Dear Sir,

Sub: Declaration of Voting Results of the 108th Annual General Meeting of the Company as per the requirements of Clause 35A of Listing Agreement

With reference to the captioned matter we would like to state that at the 108th Annual General Meeting of the Company held on 12th August, 2015 at Sanskruti Corporate Centre, Opp. Pragati Sahakari Bank Ltd, Alembic Colony, Alembic Road, Vadodara – 390 003.

Please find enclosed herewith:

a) Voting results in the format prescribed under Clause 35A of the Listing Agreement.

b) Scrutinizers' Report on E-voting and Poll as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration), Rules, 2014.

Kindly take note of the same.

Thanking you,

Yours Faithfully,
For **Alembic Limited**

Drigesh Mittal
Dy. Company Secretary

Encl.: A/a.

Details of Voting Results

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

Agenda-wise

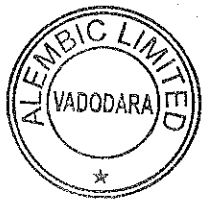
Sr. No.	Particulars	Type of Resolution	Mode of Voting	Remarks
1	Adoption of Audited Financial Statements for the year ended 31st March, 2015	Ordinary	E-voting & Poll	Passed with requisite majority
2	Declaration of Dividend on Equity Shares	Ordinary	E-voting & Poll	Passed with requisite majority
3	Re-appointment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

ALEMBIC LIMITED VADODARA

Details of the Agenda													
Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes – in favour			No. of Votes – against			% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)			(3)=[(2)/(1)]*100	(4)			(5)			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		Physical Ballot	E-voting	Total		Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total		
Resolution No. 1: Adoption of Audited Financial Statements for the year ended 31st March, 2015 (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 2: Declaration of Dividend on Equity Shares (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 3: Re-appointment of Mr. Chirayu Amin, who retires by rotation (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0



Details of the Agenda														
Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes – in favour			No. of Votes – against			% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)			(3)=[(2)/(1)]*100	(4)			(5)			(6)=[(4)/(2)]* 100	(7)= [(5)/(2)]*100
		Physical Ballot	E-voting	Total		Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total		
Resolution No. 4: Ratification of appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 5: Appointment of Mr. Abhijit Joshi as an Non-Executive Non-Independent Director (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 6:Appointment of Mr. Sameer Khera as an Independent Director (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0



Details of the Agenda													
Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes – in favour			No. of Votes – against			% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)			(3)=[(2)/(1)]*100	(4)			(5)			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		Physical Ballot	E-voting	Total		Physical Ballot	E-voting	Total	Physical Ballot	E-voting	Total		
Resolution No. 7: Ratification of Remuneration payable to the Cost Auditor for the F.Y. 2014-15 (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 8: Ratification of Remuneration payable to the Cost Auditor for the F.Y. 2015-16 (Ordinary)													
Promoter and Promoter Group	170848004	0	170848004	170848004	100	0	170848004	170848004	0	0	0	100	0
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499971	12546327	0	0	0	100	0
Resolution No. 9: Approval for Material Related Party Transactions (Special)													
Promoter and Promoter Group	170848004	0	0	0	0.00	0	0	0	0	0	0	N.A.	N.A.
Public Institutional holders	12789096	0	2138964	2138964	16.72	0	2138964	2138964	0	0	0	100	0
Public-Others	83394728	46356	12499971	12546327	15.04	46356	12499970	12546326	0	1	1	100.00	0.00001

For Alembic Limited

Drigesh Mittal
Dy. Company Secretary

ALEMBIC LIMITED VADODARA

Samdani Shah & Asso. Company Secretaries

103, Tanishq, Opp. SBI Urmi Branch, Productivity Road, Vadodara - 390 020.
Ph.: +91 265 3054015, 2330583, 2321494, (M) 94234 62962 Email: samdanics@gmail.com, cssamdani@gmail.com
Web : www.samdanishah.com

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

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

Dear Sir,

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

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

a) the report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting and

b) the scrutiny of the Physical Polling papers received at the Annual General Meeting.

1. I, submit my report as under:

1.1 After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Kaushal Shah and Ms. Ekta Chandel and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting

SAMDANI SHAH & ASSOCIATES COMPANY SECRETARIES

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

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

Name: Ms. Kaushal Shah

Name: Ms. Ekta Chandel

1.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

2. The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 7th May, 2015 is as under:

2.1 **Resolution No.1:**

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

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

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

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

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

(III) **Invalid** Votes:

Particulars	Total number of members	Total number of votes

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

2.2 **Resolution No.2:**

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

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

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

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

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

(III) **Invalid** Votes:

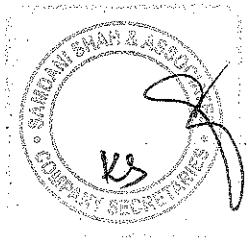
Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	2	1250
Remote e-voting	0	0
Total	**2**	**1250**

2.3. **Resolution No.3**

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

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

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast



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

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

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

(III) **Invalid** Votes:

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

2.4. **Resolution No.4:**

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

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

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

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

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

(III) **Invalid** Votes:

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

2.5. **Resolution No.5:**

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

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

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

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

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

(III) **Invalid** Votes:

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

2.6. **Resolution No.6:**

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

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

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

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

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

(III) **Invalid** Votes:

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

2.7. **Resolution No.7:**

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

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

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

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

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

(III) **Invalid** Votes:

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

2.8. **Resolution No.8:**

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

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

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

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

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

(III) **Invalid** Votes:

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

2.9. **Resolution No. 9:**

Approval for Material Related Party Transaction:

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

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

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

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	1	0.00
Total	**1**	**1**	0.00

(III) **Invalid** Votes:

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

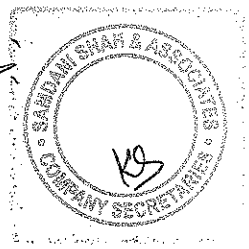
Note: Figures in percentage have been rounded off to 2 decimal points.

3. The resolutions are passed with requisite majority.

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

Thanking you,

Yours Faithfully,



S.Samdani
Partner
Samdani Shah & Asso.
Company Secretaries
CP # 2863

Date: 12th August, 2015
Place: Vadodara

Countersigned by:
For Alembic Limited

Chinayu R. Amin
Chairman