



ALEMBIC PHARMACEUTICALS LIMITED

CIN: L24230GJ2010PLC061123

Regd. Office: Alembic Road, Vadodara - 390 003

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E-mail Id: apl.investors@alembic.co.in

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF ALEMBIC PHARMACEUTICALS LIMITED (Convened pursuant to the Order dated 28th April, 2022 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench)

Day	Tuesday
Date	14 th June, 2022
Time	3:00 p.m. (IST)
Mode	Video Conferencing or Other Audio Visual Means

REMOTE E-VOTING

Commencing On	Friday, 10 th June, 2022 at 9:00 a.m. (IST)
Ending On	Monday, 13 th June, 2022 at 5:00 p.m. (IST)

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH
C.A. (CAA) NO. 30 OF 2022**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of
the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement in the nature of Amalgamation
of Aleor Dermaceuticals Limited with Alembic Pharmaceuticals Limited

ALEMBIC PHARMACEUTICALS LIMITED	}	
a company incorporated	}	
under the provisions of Companies Act, 1956	}	
having its registered office at Alembic Road,	}	
Vadodara – 390 003, in the state of Gujarat	}	
CIN: L24230GJ2010PLC061123	}Applicant Transferee Company

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 read with Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS
OF ALEMBIC PHARMACEUTICALS LIMITED**

To,

All the Equity Shareholders of Alembic Pharmaceuticals Limited ('Applicant Transferee Company')

NOTICE is hereby given that by an Order dated 28th April, 2022 passed in CA (CAA) 30 of 2022, ('Order'), the Ahmedabad Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal') has directed that a meeting of the Equity Shareholders of the Applicant Transferee Company be convened and held on Tuesday, 14th June, 2022 at 3:00 p.m. (IST) through Video Conferencing or Other Audio Visual Means ('VC/OAVM') for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited with Alembic Pharmaceuticals Limited and their respective shareholders ('Scheme').

In pursuance of the said Order read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2021 dated 8th December, 2021 issued by Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), a meeting of Equity Shareholders of the Applicant Transferee Company will be held on Tuesday, 14th June, 2022 at 3:00 p.m. (IST), through VC/OAVM. All the Equity Shareholders of the Applicant Transferee Company are requested to attend the meeting. The following resolution will be considered and if thought fit, be passed, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder as amended from time to time ('the Act') and all other applicable laws and enabling provisions in the Memorandum and Articles of Association of the Company; and subject to requisite and applicable approvals from the creditors and the debenture holders; and subject to the sanction of the National Company Law Tribunal, Ahmedabad Bench ('Tribunal' or 'NCLT') and/or such other competent authority as may be applicable, the consent of the members of the Company be and is hereby accorded for the Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited ('Transferor Company') with Alembic Pharmaceuticals Limited ('Transferee Company') and their respective shareholders ('Scheme').

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper."

The Applicant Transferee Company has appointed National Securities Depository Limited ('NSDL') for providing VC/OAVM facility and e-voting facility for the meeting of Equity Shareholders.

The NCLT has appointed Shri Janak Bathiya, an Independent Practicing Advocate, and in his absence, Smt. Prachiti Shah, an Independent Practicing Advocate as Chairperson of the said meeting including for any adjournment(s) thereof. The Scheme, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

The Board of Directors of the Applicant Transferee Company had at their meeting held on 29th March, 2022, approved the Scheme, subject to the requisite approval of the equity shareholders, creditors and debenture holders of the Applicant Transferee Company and sanction of the Tribunal and/or such other authorities as may be necessary.

TAKE FURTHER NOTICE THAT since the meeting is being held pursuant to the said Order and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. It is further informed that in view of para 3(A)(x) of the MCA General Circular No. 14/2020 dated 8th April, 2020, voting through proxy shall not be permitted. However, voting through authorised representative is permitted.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(3) read with Section 108 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021, issued by the Securities and Exchange Board of India ('SEBI'), the Applicant Transferee Company has provided the facility of voting by remote e-voting and e-voting at the meeting so as to enable the Equity Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Equity Shareholders of the Applicant Transferee Company to the Scheme shall be carried out only through remote e-voting and e-voting at the meeting.

A copy of the Scheme, Explanatory Statement and other annexures as stated in the Index are enclosed herewith as part of this Notice. Copy of the Notice along with Explanatory Statement and annexures can be obtained free of charge from the Registered Office of the Applicant Transferee Company and/or from the office of the Advocate, Mrs. Swati Saurabh Soparkar, 301, Shivalik-10, Opp. SBI Zonal Office, S.M Road, Ambavadi, Ahmedabad-380015, during normal business hours (10:30 a.m. to 4:00 p.m.) from Monday to Friday except Public Holidays upto the date of the meeting.

The Notice and Explanatory Statement along with the Annexures is also uploaded on the website of the Applicant Transferee Company at www.alembicpharmaceuticals.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

The Equity Shareholders may refer to the notes to this Notice for further details on joining the meeting through VC/OAVM and on e-voting.

Sd/-
Shri Janak Bathiya
Chairperson appointed for the meeting

Dated this 6th day of May, 2022

Place: Mumbai

Registered Office:

Alembic Road, Vadodara – 390 003, in the state of Gujarat

NOTES:

1. As per the said Order and MCA Circulars, meeting of the Equity Shareholders of Applicant Transferee Company will be held through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM and remote e-voting/e-voting at the meeting is provided in Note No. 13.
The Applicant Transferee Company has availed the services of NSDL for facilitating the meeting through VC/OAVM and voting through electronic means.
2. Since, the meeting is being held pursuant to the said Order and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. **Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the meeting. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
3. The quorum for the meeting of the Equity Shareholders of the Applicant Transferee Company shall be such number as directed by the NCLT. The Equity Shareholder or authorised representative of the body corporate attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum.
4. The facility of participation during the meeting through VC/OAVM will be made available for 1,000 Equity Shareholders on first come first serve basis. Large Shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc, will not be subject to the aforesaid restriction of first come first serve basis. Institutional Investors, who are members, are encouraged to attend the meeting and vote in respect of the proposed resolution.
5. The Explanatory Statement pursuant to Section 102 read with Sections 230 and 232 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto. All documents referred to in the Notice and the Explanatory Statement will be available for inspection by the Equity Shareholders at the Registered Office of the Applicant Transferee Company during normal business hours (10:30 a.m. to 4:00 p.m.) from Monday to Friday except Public Holidays upto the date of the meeting.
6. Electronic copy of Notice is being sent to all the Equity Shareholders of the Applicant Transferee Company as on cut-off date being Saturday, 30th April, 2022 whose e-mail addresses are registered with the Applicant Transferee Company/Depository Participants, for communication purpose. The Equity Shareholders whose e-mail addresses are not registered, physical copy is being sent by courier or post at their registered addresses. In case e-mail addresses of any Equity Shareholder is not registered with the Applicant Transferee Company/Depository Participant, may register the same by following below process:
 - i. In case shares are held in physical mode, members are requested to visit on the website of Applicant Transferee Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Limited at:
https://linkintime.co.in/EmailReg/Email_Register.html and upload the documents required therein.





- ii. In case shares are held in demat mode, members are requested to update Email Id, PAN and bank account details with the Depository Participant(s) where they maintain their demat accounts.
7. The Notice convening this meeting will be published through advertisement in two newspapers, one in English Daily 'Indian Express' Vadodara Edition, and the other in Gujarati daily 'Sandesh', Vadodara Edition.
8. The Equity Shareholders whose names appear in the records of the Applicant Transferee Company as on Tuesday, 7th June, 2022 shall be eligible to vote for the meeting of the Equity Shareholders of the Applicant Transferee Company ('cut-off date for e-voting').
Any person who becomes a shareholder after dispatch of the Notice and whose names appear in the records of the Applicant Transferee Company as on the cut-off date for e-voting may cast his vote by following the instructions provided in this Notice at Note No. 13.
9. As directed by the Tribunal, Shri S. Samdani, Practicing Company Secretary, having membership No. 3677, partner of M/s. Samdani Shah and Kabra has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, immediately after and not later than two working days from conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairperson of the meeting, in writing, who shall countersign the same.
The result of the voting shall be announced by the Chairperson of the meeting upon receipt of the Scrutinizer's Report. The results announced, along with the Scrutinizer's Report, shall be displayed on the:
 - (i) Notice Board of the Applicant Transferee Company at its Registered Office;
 - (ii) Applicant Transferee Company's website www.alembicpharmaceuticals.com;
 - (iii) NSDL's website www.evoting.nsdl.com; and
 - (iv) Stock exchanges' website www.nseindia.com and www.bseindia.com.
11. The voting rights of the Equity Shareholders shall be in proportion to their shareholding in the Applicant Transferee Company as on cut-off date for e-voting.
12. The Scheme shall be considered approved by the Equity Shareholders of the Applicant Transferee Company if the resolution mentioned above in the Notice has been approved by majority of persons representing three-fourths in value of the Equity Shareholders as on cut-off date for e-voting in terms of Sections 230 to 232 of the Act.
13. The details of the process and manner for remote e-voting and e-voting at the meeting and joining the virtual meeting are as under:
 - i. The remote e-voting period begins on Friday, 10th June, 2022 (9:00 a.m. IST) and ends on 13th June, 2022 (5:00 p.m. IST). During this period, the members of the Applicant Transferee Company, holding shares either in physical form or in dematerialized form, as at the cut-off date for e-voting of Tuesday, 7th June, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.
Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Applicant Transferee Company and becomes a member of the Applicant Transferee Company after sending of the Notice and holding shares as of the cut-off date for e-voting, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. 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 for casting the vote.
In case of Individual shareholders holding securities in demat mode and who acquires shares of the Applicant Transferee Company and becomes a member of the Applicant Transferee Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."**
 - ii. The members who have cast their vote by remote e-voting prior to the meeting may also attend / participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again.
 - iii. Those members, who will be present in the meeting through VC/OAVM and have not casted their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting.

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:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 Email 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	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 held 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 options available against company name or e-Voting service provider - 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 at the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged-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 options available against company name or e-Voting service provider-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 at the meeting.</p>

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

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

Type of shareholders	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 evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-224-430
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following 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, 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.
- 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

- Your password details 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email 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 email ID is not registered, please follow steps mentioned below in this Notice.
- 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.
 - Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join virtual meeting on NSDL 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 119811" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 / Power of Attorney / 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 their Board Resolution / Power of Attorney / Authority letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through their registered Email Id to the Scrutinizer at cssamdani@gmail.com with a copy marked to evoting@nsdl.co.in, 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 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 or call on toll free no.: 1800-1020-990 and 1800-224-430 or send a request to Ms. Soni Singh, Assistant Manager, at evoting@nsdl.co.in.

Instructions for members for attending the meeting through VC/OAVM:

- i. Members will be able to attend the meeting through VC/OAVM or view the live webcast of the meeting 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 Meeting menu against Company name. You are requested to click on VC/OAVM link placed under Join 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. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / 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 their Board Resolution / Power of Attorney / Authority letter with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the meeting through VC/OAVM, through their registered Email Id to the Scrutinizer at cssamdani@gmail.com with a copy marked to evoting@nsdl.co.in, atleast 48 hours before the meeting.
- iii. Facility of joining the meeting through VC / OAVM shall open 15 minutes before the time scheduled for the meeting and will be closed after the expiry of 15 minutes after such scheduled time and will be available for members on first come first served basis.
- iv. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Applicant Transferee Company at apl.investors@alembic.co.in from 6th June, 2022 to 10th June, 2022. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. Further, members who would like to have their questions / queries responded to during the meeting, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Applicant Transferee Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the meeting.
- v. Members who need assistance before or during the meeting, can contact Ms. Soni Singh, Assistant Manager, NSDL on evoting@nsdl.co.in / 1800-1020-990 and 1800-224-430.

Recommendation to the Members:

It is recommended to join the meeting through laptop for better experience. Members will be required to allow camera and 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.

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE CALLING THE MEETING OF EQUITY SHAREHOLDERS, SECURED CREDITORS, UNSECURED CREDITORS AND DEBENTURE HOLDERS OF ALEMBIC PHARMACEUTICALS LIMITED AND SECURED AND UNSECURED CREDITORS OF ALEOR DERMACEUTICALS LIMITED PURSUANT TO ORDER DATED 28TH APRIL, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

- Pursuant to the Order dated 28th April, 2022 passed in CA (CAA) 30 of 2022 ('Order') by the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal"), separate meetings of the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders of Alembic Pharmaceuticals Limited ("Applicant Transferee Company") as well as the Secured Creditors and Unsecured Creditors of Aleor Dermaceuticals Limited ("Applicant Transferor Company") are being convened and will be held for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement in nature of Amalgamation of Aleor Dermaceuticals Limited with Alembic Pharmaceuticals Limited and their respective shareholders ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the rules issued thereunder.
- The definitions contained in the Scheme will apply to this Explanatory Statement also.
- A copy of the Scheme setting out in detail the terms and conditions of the arrangement, *inter alia*, providing for the proposed Scheme of Arrangement in nature of Amalgamation of Aleor Dermaceuticals Limited with Alembic Pharmaceuticals Limited and their respective shareholders, which has been approved by the Board of Directors of both the Applicant Companies at their respective meeting held on 29th March, 2022 are attached to this Explanatory Statement as **Annexure A**.
- As stated earlier, NCLT by its said Order has, *inter alia*, directed that separate meetings of the concerned parties of the Applicant Companies shall be convened and held on Tuesday, 14th June, 2022 ("NCLT Convened Meetings") as per the following schedule:

Type of the meetings	Aleor Dermaceuticals Limited	Alembic Pharmaceuticals Limited
Secured Creditors	10:30 a.m.	12:30 p.m.
Unsecured Creditors	11:30 a.m.	1:30 p.m.
Equity Shareholders	Dispensation granted	3:00 p.m.
Debenture Holders	Dispensation granted	4:30 p.m.

- The said meetings shall be convened and conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") for the purpose of considering and, if thought fit, approving with or without modification(s) the Scheme of Arrangement. All the concerned parties would be entitled to vote either by remote e-voting or by e-voting at the time of respective meetings to be conducted through VC/OAVM.

In accordance with the provisions of Section 230 to 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the Equity Shareholders/ Secured Creditors/ Unsecured Creditors/ Debenture Holders of the respective Applicant Companies, agree to the Scheme.

The scrutinizer appointed for conducting e-voting process will submit their report to the Chairperson of the respective Applicant Companies or to the person so authorised by him after completion of the scrutiny of remote e-voting and e-voting by the concerned parties at the time of respective meetings.

- Background of Alembic Pharmaceuticals Limited ("Applicant Transferee Company" or "Alembic") is as under:
 - Alembic Pharmaceuticals Limited, (hereinafter referred to as "Alembic" or "the Applicant Transferee Company" or "Transferee Company") is a listed public limited company. The Transferee Company was originally incorporated on 16th June, 2010, under the provisions of Companies Act, 1956 in the name and style of Alembic Pharma Limited. Vide an order passed on 24th January, 2011 by the Hon'ble Gujarat High Court, the Pharmaceutical Undertaking of Alembic Limited was de-merged and transferred to Alembic Pharma Limited. The name of the Transferee Company was changed to Alembic Pharmaceuticals Limited on 12th March, 2011. There has been no change in the name of the Transferee Company during the last 5 years. The Transferee Company became a public listed company from 20th September, 2011. The shares of the Transferee Company are listed on BSE Limited as well as National Stock Exchange of India Limited. The Corporate Identification Number of the Transferee Company is L24230GJ2010PLC061123. The Permanent Account Number of the Transferee Company is AAICA5591M.
 - The registered office of Alembic is situated at Alembic Road, Vadodara – 390 003 in the state of Gujarat. There is no change in the registered office of the Transferee Company in last five years.
 - E-mail address of the Transferee Company is apl.investors@alembic.co.in
 - The details of the Authorized, Issued, Subscribed and Paid-up share capital of Alembic as on 31st March, 2022, is as under:-

Particulars	Amount (in Rs)
Authorised share capital	
20,00,00,000 Equity shares of Rs. 2 each	40,00,00,000
Total	40,00,00,000
Issued, subscribed and paid-up Share Capital	
19,65,63,124 Equity shares of Rs. 2 each	39,31,26,248
Total	39,31,26,248

Subsequent to 31st March, 2022, there has been no change in the authorised, issued, subscribed and paid up share capital of Alembic till the date of this Notice.

7. The main objects of Alembic, the Applicant Transferee Company are set out in the Memorandum of Association. The main objects are as under:

“III (A)

1. *To manufacture, sale, purchase, deal in various pharmaceuticals products, bulk drugs, medicines, chemicals, raw materials, intermediates for various pharmaceutical products and to engage in business of healthcares, lifesciences, research and development, contract manufacturing in India and/or abroad.*
2. *To manufacture, process, produce, assemble, distribute, buy, sell, import, export and deal in pharmaceuticals, drugs, chemicals, medicines, raw materials, intermediates, vaccines, tonics, enzymes, steroids, vitamins, hormones, antibiotics, antiseptics, disinfectants, veterinary medicines, poultry medicines, herbal products, their by-products, intermediates, residues, mixtures, compounds, preparations, cosmetics, pesticides, medicinal components, injections, dyewares, cordials, liquors, restoratives, acids, surgical preparations, medical equipments, surgical equipments and other related equipments, used in all therapies of medical treatment and the other life saving equipments apparatus and medicinal equipments and to engage in the business of Healthcare, lifesciences, research and development, contract manufacturing etc. in India and/or abroad.”*

There is no change in the objects of Alembic in last five years.

8. Alembic is an integrated pharmaceutical company principally engaged in the development, manufacturing and marketing of pharmaceuticals products i.e. Active Pharmaceuticals Ingredients and Formulations.
9. The details of Directors and Promoters of Alembic along with their addresses as on 31st March, 2022, are as follows:

Details of Directors of Alembic as on 31st March, 2022:

Sr. No.	Name of Directors	Designation	Address
1	Mr. Chirayu Amin	Chairman & CEO	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007
2	Mr. Krishnapuram Ramanathan	Independent Director	192, Jolly Maker Apartment No. 3, Cuffe Parade, Colaba, Mumbai – 400 005
3	Mr. Pranav Parikh	Independent Director	18 A, Manek, LD Ruparel Marg, Malbar Hill, Mumbai - 400 006
4	Mr. Paresh Saraiya	Independent Director	18, Charotar Society, Old Padra Road, Vadodara - 390 020
5	Dr. Archana Hingorani	Independent Director	701, Orchid Breeze, 7 th Floor, 16 th Road, Opp. Khar Gymkhana Ground, Khar, Khar Delivery Mumbai Suburban, Mumbai – 400 052
6	Mr. Ashok Kumar Barat	Independent Director	501A, Sterling Seaface, 13/9 Dr. Annie Besant Road, Worli, Mumbai - 400 018
7	Mr. Pranav Amin	Managing Director	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007
8	Mr. Shaunak Amin	Managing Director	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007
9	Mr. Rajkumar Baheti	Director - Finance & CFO	Flat No. B-2-302 Orcadia Nautilus Complex, Near Sabari School Off Vasna Road, Vadodara - 390 015

Details of Promoters of Alembic as on 31st March, 2022:

Sr. No.	Name of Promoters	Address
1	Alembic limited	Alembic Road, Vadodara – 390 003
2	Mr. Chirayu Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007
3	Mr. Pranav Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007
4	Mr. Shaunak Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007

10. Background of Aleor Dermaceuticals Limited (“Applicant Transferor Company” or “Aleor”) is as under:
- i. Aleor Dermaceuticals Limited, (hereinafter referred to as “Aleor” or “the Applicant Transferor Company” or “Transferor Company”) is a public limited company under the Companies Act, 2013 incorporated on 23rd May, 2016 in the State of Gujarat under the name of ‘Aleor Dermaceuticals Limited’ vide Corporate Identification Number U24302GJ2016PLC092131. There has been no change in the name of the Transferor Company during the last 5 years. The Permanent Account Number of the Transferor Company is AAOCA4479J.
 - ii. The registered office of Aleor is currently situated at 5th Floor, Administrative Building, Alembic Limited, Alembic Road, Vadodara – 390 003. There is no change in the registered office of the Transferor Company in last five years.
 - iii. Email address of the Transferor Company is aleor@aleorderm.com

- iv. The details of the Authorized, Issued, Subscribed and Paid-up share capital of Aleor as on 31st March, 2022 are as under:

Particulars	Amount (in Rs.)
Authorised Capital	
5,00,000 Equity shares of Rs. 10 each	50,00,000
TOTAL	50,00,000
Issued, Subscribed and Paid up Share Capital	
5,00,000 Equity shares of Rs. 10 each	50,00,000
TOTAL	50,00,000

Subsequent to 31st March, 2022, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company till date of this Notice.

The equity shares of Aleor are not listed on any of the stock exchanges. Further, as on the date of approval of Scheme by Board of Directors of the respective Applicant Companies, the Transferee Company (along with its nominees) holds 100% of issued, subscribed and paid-up share capital of the Transferor Company.

There are 5,39,200 share warrants of Re. 1 each issued by the Transferor Company. The aforesaid share warrants are fully held by the Transferee Company.

11. The main objects of Aleor, the Applicant Transferor Company are set out in the Memorandum of Association. They are as under:

“3(a) 1. To manufacture, sale, purchase, deal in various dermatology products, cosmetic products, pharmaceuticals, bulk drugs, medicines, chemicals, raw materials, intermediates for various dermatology, cosmetic and pharmaceutical products and to engage in businesses of healthcare, life-sciences, research and development, contract manufacturing in India or abroad.”

There is no change in the objects of Aleor in last five years.

12. Aleor Dermaceuticals Limited, the Applicant Transferor Company is a Wholly Owned Subsidiary of the Applicant Transferee Company viz. Alembic Pharmaceuticals Limited, a listed public limited company. It is, *inter alia*, engaged in the business of developing, manufacturing and selling of pharmaceutical (dermatology) products for global markets.
13. The details of Directors and Promoter of Aleor along with their addresses as on 31st March 2022 are as follows:

Details of Directors of the Aleor as on 31st March, 2022:

Sr. No.	Name of Directors	Designation	Address
1	Mr. Rajkumar Baheti	Chairman	Flat No. B-2-302 Orcadia, Nautilus Complex, Near Sabari School Off Vasna Road, Vadodara - 390 015
2	Mr. Jesal Shah	Director	A-403, K P Luxuria, Vasna Bhayali Road, Next to Bright Day School Vadodara - 391 410
3	Mr. Mitanshu Shah	Director	4, Jivan Jyot Society, Lalbaug Road, Manjalpur, Vadodara - 390 011

Details of Promoter of Aleor as on 31st March, 2022:

Sr. No.	Name of Promoter	Address
1	Alembic Pharmaceuticals Limited	Alembic Road, Vadodara - 390 003

14. **Rationale and Salient Features of the Scheme:**

A) RELATIONSHIP BETWEEN THE COMPANIES:

As on the date of approval of the Scheme by the Board of Directors, Aleor (“Transferor Company”) is a wholly owned subsidiary of Alembic (“Transferee Company”).

B) RATIONALE OF THE SCHEME

The Transferee Company is the sole beneficiary shareholder in the Transferor Company holding 100% shares along with nominee shareholders. It has been realised by the Board of Directors of both the Companies that the amalgamation of both these Companies shall be helpful to achieve the following objectives:-

- The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets of the Transferor Company as well as technical expertise and financial strength of the Transferee Company to the new business vertical. This will lead to synergies in operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency, competitive advantage and optimal utilization of resources eventually enhancing the growth and reputation of the group.
- The combined entity will have a bigger portfolio of products and direct access to markets, which will strengthen its capabilities to serve more efficiently its customers. This will also enable the Transferee Company to consolidate its offering of branded products to its existing customer base across different therapies for various markets, both overseas as well as domestic where it has already a strong presence with requisite resources, address the competitive regulatory environment, risks and policies,

better management of supply chain, better product profiling, greater differentiation, ability to strategize the business for long term growth, consolidation and creation of shareholder value. Further the growth of business of branded products envisages adequate capital and resources commitments and hence the merger of the Transferor Company into the Transferee Company shall enable the pooling of abundant resources of the Transferee Company to the business of the Transferor Company and impetus to the growth at a consolidated level.

- c) The amalgamation will result in cost saving for the Transferor Company and the Transferee Company as they are engaged in the similar business activities including common geographies, which is expected to result in cost saving, operational efficiency on account of scale, efficient and optimum resource utilization and thereby enhancing the business value for the Transferee Company through faster and effective decision making and avoiding duplication of efforts. It is believed that the faster decision making would be in the best interests of the shareholders, employees and other stakeholders.
- d) Reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- e) The Boards of Transferor Company as well as Transferee Company believe that this merger will contribute to smooth integration of both the Companies and would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

C) Salient features of the Scheme:

“1. Definitions:

- 1.3 **“Appointed Date”** means 1st April, 2021 or such other date as may be approved by the National Company Law Tribunal or any other Appropriate Authority;
- 1.7 **“Effective Date”** means the last of the date on which the conditions specified in Clause 18 of this Scheme are fulfilled with respect to the Scheme. References in this Scheme to the “date of coming into effect of this Scheme” or “upon the Scheme being effective” shall mean the Effective Date;
- 1.11 **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Arrangement among the Companies and their respective shareholders, in accordance with the provisions hereof and pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act;
- 1.14 **“Undertaking”** shall mean the operations and activities and the whole of the undertaking of the Transferor Company as a going concern, all their assets, rights, licenses, and powers, and all their debts, outstandings, liabilities, duties, obligations and employees as on the Appointed Date including, but not in any way limited to the following:
 - a) All the assets and properties of the Transferor Company, whether movable or immovable, tangible or intangible, whether corporeal or incorporeal including, without limitation, offices, buildings, and structures, research and development units, capital work-in-progress, freehold, leasehold and any other title, interests or right in such immovable assets (including land and building being held as stock in trade), furniture, fixtures, office equipment, computers, plant and machineries, equipment, interests, appliances, tools, accessories, installations, intangible assets under development, vehicles, advances, deposits, cash and bank balances and all stocks as on the Appointed Date;
 - b) All investments (including shares, scripts, stocks, bonds, debentures, debenture stock, units of mutual funds and other securities), if any, including dividends declared or interest accrued thereon of the Transferor Company;
 - c) All the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date both present and future, whether provided for or not in the books of accounts or disclosed in the balance sheet, whether secured or unsecured, all guarantees, assurances, commitments and obligations of any kind, nature or description, whether fixed, contingent or absolute, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising pertaining to the Transferor Company; and
 - d) Without prejudice to the generality of sub-clauses (a), (b) and (c) above, the Undertaking of the Transferor Company shall include:
 - i). All movable and immovable properties, reserves, assets, including lease-hold rights, tenancy rights, industrial and other licenses, registrations, permits, authorisations, trademarks, patents and other industrial and intellectual properties, electrical connections, telephones, telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements, pending applications and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of the Transferor Company;
 - ii). All assets, as are moveable in nature, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, research and developments units, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants), actionable claims, debit notes, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment

and shares in entities / branches in India or overseas, outstanding loans and advances, recoverable in cash or kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other Appropriate Authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets and credits, including but not limited to service tax input credits, CENVAT credits, value added / sales tax / entry tax credits or set-offs, advance tax, tax deducted at source, tax collected at source, self assessment tax, right to carry forward and set-off accumulated losses and unabsorbed depreciation, right to carry forward and set-off book losses (including unabsorbed depreciation), set-off or credit of Minimum Alternate Tax, Goods and Services tax (GST), Equalization levy, Dividend Distribution Tax, and other indirect taxes and tax refunds;

- iii). All permits, licenses, permissions, approvals including but not limited to Abbreviated New Drug Applications ('ANDAs'), tentative and/or final, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, incentives, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits, deductions and exemptions, liberties and advantages, approval for commissioning of project and other licenses or clearances, granted / issued / given by any Appropriate Authorities, organizations or companies including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto;
- iv). All application monies, advance monies, earnest monies and/or security deposits paid or deemed to have been paid and payments against other entitlements of the Transferor Company;
- v). All books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manual, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, list of present and former customers and suppliers including service providers, other customer information, customer credit information, customer / supplier pricing information, and all other books and records, whether in physical or electronic form;
- vi). All intellectual property rights (including applications for registrations of the same and the right to use such intellectual property rights), applications, trade names, service names and marks, patents, copyrights, project design, market authorization, approvals, marketing intangibles, special status, trade secrets, research and studies, technical know-how, confidential information, domain names, books, records, files, papers, software licenses (whether proprietary or otherwise), and other intellectual property rights of any nature whatsoever and data and all other records and documents, whether in physical or electronic form relating to the activities and operations of the Transferor Company;
- vii). Amounts claimed by the Transferor Company whether or not recorded in the books of account of the Transferor Company from any person including Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess or of any excess payment;
- viii). Approvals of whatsoever nature (including but not limited to benefits of all tax holiday, tax relief / benefit available/ to be available to the eligible units, exemption / deduction under Chapter III of Income-tax Act, 1961, deduction under Chapter VI-A of Income-tax Act, 1961 for the eligible period) and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date or any other benefits and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power, use or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company;
- ix). Right to any claim not preferred or made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of set-off, carry forward of unabsorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or taxation laws of other countries, or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India;
- x). All rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;
- xi). All rights, contracts, agreements, engagements, guarantees, purchase orders / service orders, operation and maintenance contracts, memoranda of understandings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease / license agreements, tenancy rights, joint development agreements, agreements / panchamas for right of way, equipment

purchase agreements, agreement with customers, purchase and other agreements with the supplier / manufacturer of goods / service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Transferor Company;

- xii). All liabilities including all debts (whether in Indian Rupees or foreign currency), loans raised and used, obligations incurred, whether specific or otherwise, duties of any kind, nature or description and undertakings of every kind or nature, contingent liabilities, bank/ corporate guarantees, duties, taxes, obligations under any licenses or permits or schemes and the all other liabilities of any description whatsoever, whether present or future, and howsoever raised or incurred or utilized along with any charge, Encumbrance, lien or security thereon;
- xiii). All the employees of the Transferor Company; and
- xiv). All legal or other proceedings of whatsoever nature against the/ initiated by the Transferor Company.

4. TRANSFER AND VESTING OF THE UNDERTAKING OF TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY

- 4.1 Upon the Scheme being effective and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and stand transferred to and vested in, and/ or be deemed to have been and stand transferred to and vested in, the Transferee Company, on and from the Appointed Date, so as to become, the estate, assets, rights, title, interest and authorities of the Transferee Company as part of and consequent upon the amalgamation pursuant to provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act and in compliance with the provisions of Section 2(1B) of the Income-tax Act, 1961;
- 4.2 Without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immovable property) shall stand transferred to and be vested in the Transferee Company, as successor to the Transferor Company, without any act or deed to be done or executed by the Transferor Company, as the case may be and/ or the Transferee Company;
- 4.3 Upon the Scheme being effective, with respect to the assets forming part of the Undertaking of the Transferor Company that are movable in nature or are otherwise capable of being transferred by manual delivery or endorsement and/ or delivery, the same shall stand transferred to and vested in, without any further act or execution of an instrument with the intent of vesting such assets in the Transferee Company as on the Appointed Date. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and/ or delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No additional stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in the Transferee Company;
- 4.4 With respect to the assets of the Undertaking of the Transferor Company, other than those referred to in the Clauses above, including sundry debtors, bank balances, receivables, bills, credits, promissory notes, debit notes, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies or with any company or other person etc., shall, without any further act, instrument or deed, with effect from the Appointed Date, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of Sections 230 to 232 and all other applicable provisions of the Act. It is hereby clarified that all the investments made by the Transferor Company shall, pursuant to Sections 230 to 232 and all other applicable provisions of the Act, if any, and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company;
- 4.5 For the avoidance of doubt, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws, consents, permissions, licences, certificates, authorities (including for the operation of bank accounts), powers of attorney given by, issued to or executed in favour of the Transferor Company, and the rights and benefits under the same, and all quality certifications and approvals, trademarks, brands, patents and domain names, copyrights, industrial designs, trade secrets and other intellectual property and all other interests relating to the goods or services being dealt with by the Transferor Company shall be transferred to and vested in the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. Upon the Scheme being effective, the benefit of all statutory and regulatory permissions, environmental approvals and consents, registrations or other licenses and consents shall vest in and become available to the Transferee Company, pursuant to the Scheme, on the same terms and conditions with effect from the Appointed Date. In so far as various incentives including export incentive, duty drawback, subsidies, rehabilitation schemes, special status, advance licenses and other benefits or privileges enjoyed, granted by any Government body, local authority or by any person or availed of by the Transferor Company, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions;

- 4.6 Upon the Scheme being effective and subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party subsisting or having effect on or immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company and shall be binding on and be enforceable by and against the Transferee Company as fully and effectually as if the Transferee Company had at all times been a party thereto. Any inter-se contracts (including lease agreement) between the Transferor Company and the Transferee Company shall stand cancelled and cease to operate upon the coming into effect of this Scheme;
- 4.7 Upon the Scheme being effective, in so far as the various incentives, tax exemption, deductions, benefits, subsidies, grants, special status, registrations and other benefits or privileges enjoyed including in respect of income-tax [including Minimum Alternative Tax (MAT)], excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, goods and service tax etc., granted by any Appropriate Authority, or availed of by the Transferor Company are concerned, the same shall, without any further act or deed, vest with and be available to the Transferee Company on the same terms and conditions with effect from the Appointed Date;
- 4.8 Any tax holiday/deduction/exemption/carry forward losses (including loss as per books of accounts) and unabsorbed depreciation (including unabsorbed depreciation as per books of accounts) entitled to/enjoyed/availed by the Transferor Company under the provisions of Income Tax Act, 1961 shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company and be entitled to /enjoyed/availed/utilised by the Transferee Company on and from the Appointed Date in the same manner as would have been entitled to /enjoyed/availed/utilised by the Transferee Company before implementation of this Scheme;
- 4.9 Upon the Scheme being effective and with effect from the Appointed Date, all income, expense, debts, liabilities, including, without limitation, all secured and unsecured debts, sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Company, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for its operations and activities, shall, pursuant to the sanction of this Scheme by the NCLT and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to and vested in, or be deemed to have been transferred to and vested in, the Transferee Company and shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become, as on and from the Appointed Date, the income, expenses, liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause;
- 4.10 All loans raised and utilised and all debts, liabilities, duties, and obligations incurred or undertaken by the Undertaking of the Transferor Company on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same;
- 4.11 Upon the Scheme being effective, where any of the liabilities and obligations of the Transferor Company subsisting as on the Appointed Date or which has arisen after the Appointed Date but prior to the Effective Date, have been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company;
- 4.12 The vesting of the Undertaking of the Transferor Company, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company or part thereof on or over which they are subsisting on and vesting of such assets in Transferee Company and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company. Any reference in any security documents or arrangements (to which Transferor Company is a party) related to any assets of Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company. Similarly, Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits, or other financial assistance already availed of/ to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company shall not extend or be deemed to extend or apply to the assets so vested;
- 4.13 If and to the extent there are investments, loans, deposits, or balances inter-se between the Transferor Company and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and suitable effect shall be given in the books of the Transferee Company upon the Scheme being Effective;
- 4.14 Upon the Scheme being effective, any tax liabilities under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, value added tax laws, entertainment tax as applicable in any State in which the Transferor Company operates, Central

Sales Tax Act, 1956, any other State Sales Tax laws/ Value Added Tax laws, or Service Tax laws, or Goods and Service Tax laws or Corporation Tax laws, or other applicable laws/ regulations dealing with taxes/ duties/ levies/cess (hereinafter in this Clause referred to as "**Tax Laws**") to the extent not provided for or covered by tax provision in the Transferor Company's accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax, self assessment tax and tax deducted/collected at source as on the date immediately preceding the Appointed Date will also be transferred to the account of and belong to the Transferee Company;

- 4.15 Any amount including refund under the Tax Laws due to Transferor Company consequent to the assessment proceedings or otherwise and which have not been received by the Transferor Company as on the date immediately preceding the Appointed Date shall also belong to and be receivable by the Transferee Company upon the Scheme being effective;
- 4.16 Without prejudice to the above, all benefits, including the benefits under Tax Laws, to which the Transferor Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company upon the Scheme being effective;
- 4.17 Pursuant to this Scheme becoming effective, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the Undertaking of the Transferor Company in accordance with the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and/ or carry out any formalities or compliances or do any act, thing or deed in this regard;
- 4.18 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking of the Transferor Company occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party, as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company, as the case may be, to be carried out or performed; and
- 4.19 It is hereby clarified that if any assets (including but not limited to any estate, rights, title, interest in or authorities relating to such assets) in relation to the Transferor Company cannot be transferred to the Transferee Company for any reason whatsoever, then directors of the Transferor Company shall hold such assets in trust for the benefit of the Transferee Company till such period the transfer is effectively carried out in favour of the Transferee Company.

6. LEGAL PROCEEDINGS

- 6.1 Upon the Scheme becoming effective, any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature ("**Proceedings**") by or against the Transferor Company pending and/ or arising before the Effective Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company pursuant to this Scheme or by anything contained in this Scheme but the Proceedings shall be continued, prosecuted and enforced by or against the Transferee Company, as the case may be in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may continue any Proceedings which were earlier in the name of the Transferor Company;
- 6.2 The Transferee Company undertakes to have, all respective legal or other Proceedings initiated by or against the Transferor Company, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company, as the case may be, to the exclusion of the Transferor Company; and

The transfer and vesting of the Undertaking of the Transferor Company under the Scheme and the continuation of the Proceedings by or against the Transferee Company under Clause 6.1 and 6.2 above, shall not affect any transaction or Proceedings already completed by the Transferor Company on or after the Appointed Date and prior to this Scheme becoming effective to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company as acts, deeds and things being done and executed by and on behalf of the Transferee Company.

10. TAX CREDITS

- 10.1 The Transferee Company will be successor of the Transferor Company. Hence, it will be deemed that the benefit of any tax credits whether central, state or local, availed by the Transferor Company and the obligations if any for payment of tax on any assets of the Transferor Company shall be deemed to have been availed by the Transferee Company or as the case may be deemed to be the obligations of Transferee Company. As the Scheme does not contemplate removal of any asset by the Transferee Company from the premises in which it is installed, no reversal of any tax credit needs to be made;

10.2 With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable/ receivable by the Transferor Company including all or any refunds/ credit including MAT/ claims relating thereto shall be treated as the asset/ liability or refunds/ credit, including MAT/ claims as the case may be, of the Transferee Company. The Transferee Company shall be entitled to get credit/ claim refund of any tax paid and/ or tax deduction at source or tax collected at source on or after the Appointed Date by the Transferor Company; and

10.3 In order to give effect of this Scheme, the Transferor Company and the Transferee Company shall be entitled to, amongst others, file/ revise its income tax returns, TDS/ TCS returns, wealth tax returns, service tax, excise duty, sales tax, value added tax, goods and services tax, entry tax, cess, professional tax or any other statutory returns, if required, claim credit for advance tax paid, tax deducted at source, tax collected at source, claim for sum prescribed under Section 43B of the Income-tax Act, 1961 on payment basis, claim for deduction of provisions written back by the Transferee Company previously disallowed in the hands of Transferor Company under the Income-tax Act, 1961, credit of tax under Section 115JB read with Section 115JAA of the Income-tax Act, 1961, credit of foreign taxes paid/ withheld etc., if any, as may be required consequent to implementation of this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty, late fee or any other sum. Transferee Company shall have the right to claim refunds, tax credits, set-offs and/ or adjustments relating to its income or transactions entered into by it, by virtue of this Scheme with effect from Appointed Date. The taxes or duties paid by, for, or on behalf of the Transferor Company relating to the period on or after Appointed Date shall be deemed to be the taxes or duties paid by the Transferee Company, and accordingly the Transferee Company shall be entitled to claim credit or refund for such taxes or duties.

12. CANCELLATION OF SHARE CAPITAL, SHARE WARRANTS AND NON-CONVERTIBLE DEBENTURES OF TRANSFEROR COMPANY

The Transferee Company (along with its nominees) holds 100% of the issued, subscribed and paid-up share capital of the Transferor Company. Accordingly, the Transferor Company is the wholly owned subsidiary of the Transferee Company. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and the share capital of the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument, or deed.

Further, upon the Scheme becoming effective, share warrants and Non-Convertible Debentures issued by the Transferor Company to the Transferee Company shall stand cancelled on the Effective Date without any further act, instrument, or deed.

13. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY

Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in the books of accounts in accordance with the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Appointed Date.

Accordingly, the Transferor Company and Transferee Company, being entities under common control, the accounting would be done at Transferor Company carrying amounts as on the Appointed Date for all the assets and liabilities acquired by the Transferee Company of the Transferor Company by applying the principles as set out in Appendix C of Ind AS 103 'Business Combinations' and inter-company balances and inter-company investments, if any, between Transferor Company and Transferee Company shall stand cancelled.

14. DISSOLUTION OF THE TRANSFEROR COMPANY

On and from the Effective Date, the Transferor Company shall stand dissolved without being wound up.

17. CONSOLIDATION OF AUTHORISED SHARE CAPITAL

17.1 Upon this Scheme becoming effective, the authorised share capital of the Transferor Company amounting to INR 50,00,000 (Rupees Fifty Lakh Only), as mentioned in Clause 3.1 above, shall be added to the authorised share capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of any stamp duty or registration fees. For this purpose, the stamp duty and fees already paid on the authorised share capital of the Transferor Company shall be utilised and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any other further payment of stamp duty and/ or fee by the Transferee Company for increase in the authorised share capital to that extent. The authorised share capital of the Transferee Company will thus be increased to that effect by virtue of the Scheme becoming effective and no separate procedure shall be required to be followed under the Act;

17.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be amended / altered / modified as under:

Authorised Share Capital	Amount (in Rs.)
20,25,00,000 Equity shares of Rs. 2 each	40,50,00,000
Total	40,50,00,000

17.3 Consequently, Clause V of the Memorandum of Association of the Transferee Company shall, without any act, instrument, or deed, be and stand altered, modified, and amended pursuant to applicable provisions of the Act. The revised Capital Clause of the Transferee Company shall be as under:

“The Authorised Share Capital of the Company is Rs. 40,50,00,000 (Rupees Forty Crores Fifty Lakhs only) divided into 20,25,00,000 (Twenty Crores and Twenty Five Lakhs) Equity Shares of Rs. 2 (Rupees Two) each.”

17.4 It is clarified that the approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be their consent/ approval also to the consequential alteration of the Memorandum of Association of the Transferee Company under Sections 13, 61 and 64 of the Act and other Applicable Laws and the Transferee Company shall not be required to seek separate consent/ approval of its shareholders for such alteration of the Memorandum of Association of the Transferee Company.”

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT, THE CONCERNED PARTIES ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

15. Board Meeting, Valuation Report and Fairness Opinion:

- In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Audit Committee of Alembic (“Audit Committee”) at its meeting held on 29th March, 2022, recommended the Scheme to the Board of Directors of Alembic. Since the Scheme solely provides for merger of a wholly owned subsidiary with the parent company and in view of the aforesaid, Alembic is not required to undertake any valuation. In view of the same no Valuation Report or Fairness Opinion has been obtained.
- The Board of Directors of the Transferor Company and Transferee Company approved the Scheme of Amalgamation at their respective meetings held on 29th March, 2022. Further, Alembic being listed company, a copy of the Scheme was submitted to the concerned stock exchanges as compliance of the requirement of disclosure.
- The Board of Directors of the Transferee Company have at their meeting held on 29th March, 2022 unanimously approved the Scheme. The Directors who voted in favor of the Scheme are as follows:

Sr. No.	Name of Directors	Voted in favor/against/did not participate or vote
1	Mr. Chirayu Amin	Favor
2	Mr. Krishnapuram Ramanathan	Favor
3	Mr. Pranav Parikh	Favor
4	Mr. Paresh Saraiya	Favor
5	Dr. Archana Hingorani	Favor
6	Mr. Ashok Kumar Barat	Favor
7	Mr. Pranav Amin	Favor
8	Mr. Shaunak Amin	Favor
9	Mr. Rajkumar Baheti	Favor

- The Board of Directors of the Transferor Company have at their meeting held on 29th March, 2022 unanimously approved the Scheme. The Directors who voted in favor of the Scheme are as follows:

Sr. No.	Name of Directors	Voted in favor/against/did not participate or vote
1	Mr. Rajkumar Baheti	Favor
2	Mr. Jesal Shah	Favor
3	Mr. Mitanshu Shah	Favor

16. Submissions, Approvals and Other Information:

The Scheme is conditional upon and subject to the following:

- The Scheme being approved by requisite majority in numbers and value of such classes of persons including the shareholders and/or creditors of the Transferor Company and the Transferee Company, as required under the Act or as may be directed by the NCLT and/ or any other competent authority as may be applicable;
- The requisite consent, approval or permission of any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
- The Scheme being sanctioned by the NCLT under Sections 230 to 232 and all other applicable provisions of the Act and/ or any Appropriate Authority; and
- Certified Copies of the Order of the NCLT or such other competent authority, as may be applicable, sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Applicant Companies.

17. Directors, Promoters and Key Managerial Personnel:

- The Directors of the Transferor Company and Transferee Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the companies, or to the extent the said Directors are common Directors in the companies, or

to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the Applicant Companies.

- b) Key Managerial Personnel (KMPs) other than Directors and their relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding directly in the respective Applicant Companies that are the subject of the Scheme.
- c) Save as aforesaid, none of the Directors and KMPs of the Transferor Company and the Transferee Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme.
- d) The Directors of the Transferor Company hold 1 equity share each in the share capital of the Transferor Company as nominee of the Transferee Company.
- e) In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Applicant Companies in their separate meetings held on 29th March, 2022 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company are enclosed as **Annexure B** and **Annexure C**, respectively.
- f) The details of the present Directors and Key Managerial Personnel (KMPs) of the Transferee Company and the Transferor Company, and their respective shareholdings in the Transferee Company and the Transferor Company are as follows:

Extent of shareholding of Directors and KMPs of Alembic, the Transferee Company and their respective holding in Alembic, the Transferee Company and Aleor, the Transferor Company as on 31st March, 2022 are as follows (Considering first holder):

Name of the Directors and KMPs	Designation	No of equity shares held in Alembic	No of equity shares held in Aleor
Mr. Chirayu Amin	Chairman & CEO	34,69,279	Nil
Mr. Krishnapuram Ramanathan	Independent Director	Nil	Nil
Mr. Pranav Parikh	Independent Director	6,500	Nil
Mr. Paresh Saraiya	Independent Director	Nil	Nil
Dr. Archana Hingorani	Independent Director	Nil	Nil
Mr. Ashok Kumar Barat	Independent Director	Nil	Nil
Mr. Pranav Amin	Managing Director	10,09,800	Nil
Mr. Shaunak Amin	Managing Director	10,06,980	Nil
Mr. Rajkumar Baheti	Director - Finance & CFO	Nil	1@
Mr. Charandeep Singh Saluja	Company Secretary	Nil	1@

@ As nominee of Transferee Company

Extent of shareholding of Directors and KMPs of Aleor, the Transferor Company and their respective holding in Alembic, the Transferee Company and Aleor, the Transferor Company as on 31st March, 2022 are as follows: (Considering first holder).

Name of the Directors and KMPs	Designation	No of equity shares held in Alembic	No of equity shares held in Aleor
Mr. Rajkumar Baheti	Chairman	Nil	1@
Mr. Jesal Shah	Director	Nil	1@
Mr. Mitanshu Shah	Director	Nil	1@
Mr. Dhananjay Wyawahare	Chief Executive Officer	Nil	Nil
Mr. Keval Thakkar	Company Secretary	Nil	Nil

@ As nominee of Transferee Company

- g) **Extent of holding of Promoters and Promoter Group of Alembic, the Transferee Company in Alembic, the Transferee Company and Aleor, the Transferor Company are as follows: (Considering first holder)**

Name	Address	No of equity shares held in Alembic	No of equity shares held in Aleor
Promoters			
Alembic Limited	Alembic Road, Vadodara - 390 003	5,60,97,544	Nil
Mr. Chirayu Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	34,69,279	Nil
Mr. Pranav Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	10,09,800	Nil
Mr. Shaunak Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	10,06,980	Nil

Name	Address	No of equity shares held in Alembic	No of equity shares held in Aleor
Promoter Group			
Nirayu Limited	C4/22-23, Baroda Industrial Estate, Gorwa, Vadodara – 390 016	7,00,35,435	Nil
Shreno Engineering Limited	C/o Alembic Limited, Alembic Road, Vadodara - 390 003	100	Nil
Paushak Limited	Alembic Road, Vadodara - 390 003	855	Nil
Shreno Limited	Alembic Road, Vadodara - 390 003	100	Nil
Shreno Publications Limited	Alembic Road, Vadodara - 390 002	100	Nil
Alembic City Limited	Alembic Road, Vadodara – 390 003	100	Nil
Laburnum Family Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	200	Nil
Virsad Family Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	200	Nil
Laksh Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Gallup Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Grace Star Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Satori Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
CRA Family Trust	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Viramya Packlight LLP	Bhailal Amin Marg, Vadodara - 390 016	900	Nil
Chirayu Ramanbhai Amin – HUF	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	10,73,250	Nil
Mrs. Malika Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	30,05,730	Nil
Mrs. Barkha Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Ms. Samira Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	30,000	Nil
Mr. Ranvir Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	30,000	Nil
Mrs. Krupa Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	100	Nil
Ms. Naintara Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	30,000	Nil
Ms. Inaaya Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	30,000	Nil
Mr. Udit Amin	F-10/195, Race Course Circle, Gotri Road, Vadodara - 390 007	10,06,980	Nil

Note: The above excludes the persons with nil holding.

18. The pre Scheme shareholding pattern of Alembic as on 31st March 2022 is as under:

Sr. No.	Description	Pre scheme shareholding pattern (As on 31 st March, 2022)	
		No of equity shares held	% of Share Capital
(A)	Promoter		
(1)	Indian		
(a)	Individuals / Hindu Undivided Family	96,85,239	4.93
(b)	Central Government/ State Government(s)	-	-
(c)	Financial Institutions/ Banks	-	-
(d)	Any Other - Bodies Corporate	12,61,36,034	64.17
	Sub-Total A(1):	13,58,21,273	69.10
(2)	Foreign		
(a)	Individuals (NRI/ Foreign Individuals)	10,06,980	0.51
(b)	Government	-	-
(c)	Institutions	-	-
(d)	Foreign Portfolio Investor	-	-
(e)	Any Other - Bodies Corporate	-	-
	Sub-Total A(2):	10,06,980	0.51
	Total A=A(1)+A(2)	13,68,28,253	69.61
(B)	Public		
(1)	Institutions		
(a)	Mutual Funds / UTI	1,01,78,830	5.18
(b)	Venture Capital Funds	-	-
(c)	Alternate Investment Funds	80,034	0.04
(d)	Foreign Venture Capital Investors	-	-
(e)	Foreign Portfolio Investors	1,18,37,577	6.02
(f)	Financial Institutions / Banks	70,000	0.04
(g)	Insurance Companies	1,27,36,412	6.48
(h)	Provident Funds/ Pension Funds	-	-
(i)	Any Other – Foreign bank	3,250	0.00
	Sub-Total B (1):	3,49,06,103	17.76
(2)	Central/State Govt(s)/ President of India	-	-
	Sub-Total B (2):	-	-
(3)	Non-Institutions		
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	1,65,50,838	8.42
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	15,76,750	0.80
(c)	NBFCs registered with RBI	3,470	0.00
(d)	Employee Trusts	1,050	0.00
(e)	Overseas Depositories (holding DRs)	-	-
(f)	Any Other:		
	Bodies Corporate	8,13,393	0.41
	Non Resident Indians	10,59,107	0.54
	Clearing Member	1,18,394	0.06
	Trust	7,500	0.00
	IEPF	12,74,780	0.65
	HUF	5,49,238	0.28
	Director or Director's Relatives	26,96,389	1.37
	LLP	63,442	0.03
	Unclaimed or Suspense or Escrow Account	1,14,098	0.06
	Foreign Portfolio Investor (Category - III)	319	0.00
	Sub-Total B (3):	2,48,28,768	12.63
	Total B=B(1)+B(2)+ B(3):	5,97,34,871	30.39
	Total (A+B):	19,65,63,124	100.00

Since no new shares are required to be issued under the proposed Scheme, the aforesaid statement shall not undergo any change.

19. Capital Structure of the Alembic - Pre and Post Scheme (Expected):

Pre and Post Scheme capital structure of Alembic is as follows:

Description	Pre-Scheme as on 31 st March, 2022		Post-Scheme	
	No. of Equity Shares of Rs. 2 each	Amount Rs.	No. of Equity Shares of Rs. 2 each	Amount Rs.
Authorized Share Capital	20,00,00,000	40,00,00,000	20,25,00,000	40,50,00,000
Issued, Subscribed and Fully paid up Equity Share Capital	19,65,63,124	39,31,26,248	19,65,63,124	39,31,26,248

20. The unaudited financial statements of the Transferor Company as on 31st December, 2021 and unaudited financial statements of the Transferee Company as on 31st December, 2021 are enclosed as **Annexure D** and **Annexure E**, respectively to this Notice.

21. Amounts due to unsecured creditors of Alembic as on 28th February, 2022 is Rs. 8,51,62,04,753/- and secured creditors of Alembic as on 28th February, 2022 is Rs. 80,00,00,000/-.

22. Amounts due to unsecured creditors of Aleor as on 28th February, 2022 is Rs. 15,69,59,381/-. Aleor has two secured creditors who have approved the working capital loan limits and charge is also created for the said facilities. There are no outstanding debts for the Transferor Company from any of the secured creditors as on 28th February, 2022. However, in order to obtain their approval, a meeting is proposed to be convened.

23. **Effect of the Scheme on:**

i. **Directors and Key Managerial Personnel (KMP)**

The Directors and KMP and their respective relatives of the Transferor Company and the Transferee Company may be effected only to the extent of their shareholding in the Transferor Company and / or Transferee Company, or to the extent that the said Directors / KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in Transferor Company and / or Transferee Company, if any. Save as aforesaid, none of the Directors / KMP of the Transferor Company and / or Transferee Company have any material interest in the Scheme. The Directors of the Transferor Company hold 1 equity share each in the share capital of the Transferor Company as nominee of the Transferee Company.

ii. **Promoters**

No effect on the promoters of the Transferee Company as there will be no change in the interest / shareholding of the promoters pursuant to the said Scheme. Further, the Transferee Company is the promoter of the Transferor Company, on scheme becoming effective the share held by the Transferee Company in the Transferor Company shall get cancelled.

iii. **Non-Promoter Members**

No effect on the non-promoter members of the Transferee Company as there will be no change in the interest / shareholding of the non-promoters pursuant to the said Scheme. As there are no non-promoter members in the Transferor Company, the question of effect of the Scheme on the non-promoter members does not arise.

iv. **Creditors**

The creditors of the Transferor Company and Transferee Company will not be affected by the Scheme, since post-merger, the assets of the Transferee Company will be sufficient to discharge its liabilities.

v. **Debenture Holders**

As on the date of this Notice, there are no debenture holders in the Transferee Company, hence, the question of effect of the Scheme on debenture holders of the Transferee Company does not arise. Further, the Transferee Company is the sole debenture holder of the Transferor Company, on scheme becoming effective the debentures held by the Transferor Company in the Transferee Company shall get cancelled.

vi. **Depositors, Deposit trustee and Debenture Trustee**

As on the date of this Notice, the Transferee Company does not have any depositors, deposit trustees and debenture trustee, hence, the question of effect of the Scheme on depositors, deposit trustees and debenture trustee of the Transferee Company does not arise. Further, no effect on the Debenture Trustee of the Transferor Company. As on the date of this Notice, the Transferor Company does not have any depositors and deposit trustees, hence, the question of effect of the Scheme on depositors and deposit trustees of the Transferor Company does not arise.

vii. **Employees**

All Employees of the Transferor Company shall become the employees of the Transferee Company, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any interruption of or break in service.

24. Effect of the Scheme on material interest of Directors and KMP and Debenture trustee

None of the Directors, Key Managerial Personnel and Debenture Trustee, if any, of the Transferor Company and the Transferee Company respectively have any material personal interest in the Scheme, save to the extent of shares held by the Directors and Key Managerial Personnel in the Transferor Company and the Transferee Company, if any. The Directors of the Transferor Company hold 1 equity share each in the share capital of the Transferor Company as nominee of the Transferee Company.

25. There are no investigation or proceedings pending against either of the Applicant Companies. There are no winding up proceedings pending against either of the Applicant Companies. There are no proceedings pending against either of the Applicant Companies under Insolvency and Bankruptcy Code.
26. The Transferor Company and the Transferee Company have made Joint Application under Sections 230 to 232 of the Act and rules made thereunder.
27. The following additional documents will be open for inspection to the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders of the Applicant Companies at its Registered Office during normal business hours (10:30 a.m. to 4:30 p.m.) from Monday to Friday except Public Holidays upto one day prior to the date of meeting:
- Standalone Audited Financial Statements of the Transferor Company as on 31st March, 2021;
 - Standalone and Consolidated Audited Financial Statements of the Transferee Company as on 31st March, 2021;
 - Standalone Unaudited Financial Statements of the Transferor Company as on 31st December, 2021;
 - Standalone and Consolidated Unaudited Financial Statements of the Transferee Company as on 31st December, 2021;
 - Copy of Memorandum of Association and Articles of Association of Transferor Company and Transferee Company;
 - Copy of the Order(s) of Tribunal dated 28th April, 2022 in pursuance of which the meeting is convened;
 - Copy of the Scheme of Arrangement in the nature of Amalgamation;
 - Contracts or Agreements material to the Scheme- *There are no contracts or agreements material to the Scheme*;
 - Certificate issued by the Statutory Auditors of the Transferee Company and the Transferor Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - Copies of the resolutions passed by the respective Board of Directors of the Transferor Company and the Transferee Company;
 - Report adopted by the Board of Directors of the Transferor Company and the Transferee Company at their respective meeting held on 29th March, 2022 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013;
 - Copy of Audit Committee Report of the Transferee Company; and
 - Such other information or documents as the Board or the management believes necessary and relevant for making decision for or against the Scheme.

28. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:

In compliance with the requirement of Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a Notice in the prescribed form for seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the proposed Scheme.

29. It is confirmed that the copy of the proposed Scheme has been filed with the Registrar of Companies, Ahmedabad by the Transferor Company and the Transferee Company in Form GNL-1.
30. This statement may be treated as an Explanatory Statement under Section 230 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.

Sd/-

Shri Janak Bathiya

Chairperson appointed for the NCLT Convened Meetings

Dated this 6th day of May, 2022

Place: Mumbai

**SCHEME OF ARRANGEMENT
IN THE NATURE OF AMALGAMATION
BETWEEN
ALEOR DERMACEUTICALS LIMITED
(‘TRANSFEROR COMPANY’)
AND
ALEMBIC PHARMACEUTICALS LIMITED
(‘TRANSFeree COMPANY’)
AND
THEIR RESPECTIVE SHAREHOLDERS
UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND RULES FRAMED THEREUNDER**

PREAMBLE

This Scheme of Arrangement (“Scheme”, as more particularly defined below) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) and Section 2(1B) and other applicable provisions of the Income-tax Act, 1961, between Aleor Dermaceuticals Limited and Alembic Pharmaceuticals Limited and their respective shareholders.

This Scheme provides for the following -

- a) Amalgamation of Aleor Dermaceuticals Limited with Alembic Pharmaceuticals Limited with effect from the Appointed Date on the agreed terms and conditions as set out herein; and
- b) Various other matters consequential, supplemental and/ or otherwise integrally connected therewith.

PART I

(A) BACKGROUND OF THE COMPANIES

1. **Aleor Dermaceuticals Limited** (hereinafter referred to as ‘Aleor’ or ‘the Transferor Company’) is a public limited company, having Corporate Identification Number: **U24302GJ2016PLC092131**, incorporated on May 23, 2016, under the provisions of Companies Act, 2013. The registered office of Aleor is situated at 5th Floor, Administrative Building Alembic Limited, Alembic Road, Vadodara - 390003, India in the state of Gujarat. Aleor is engaged in the business of developing, manufacturing and selling of pharmaceutical (dermatology) products for global markets. The Transferor Company is a wholly owned subsidiary of Transferee Company.
2. **Alembic Pharmaceuticals Limited** (hereinafter referred to as ‘Alembic’ or the ‘Transferee Company’) is a public limited company and having its equity shares listed on BSE Limited and National Stock Exchange of India Limited, having Corporate Identification Number: **L24230GJ2010PLC061123**, incorporated on June 16, 2010, under the provisions of Companies Act, 1956. The registered office of Alembic is situated at Alembic Road, Vadodara - 390003, India in the state of Gujarat. Alembic is an integrated pharmaceutical company principally engaged in the development, manufacturing and marketing of pharmaceuticals products i.e. Active Pharmaceuticals Ingredients and Formulations.

(B) RATIONALE FOR SCHEME OF AMALGAMATION

The proposed amalgamation between the Transferor Company and the Transferee Company shall result in the following benefits, amongst others, to both the Companies and their respective shareholders:

- a) The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets of the Transferor Company as well as technical expertise and financial strength of the Transferee Company to the new business vertical. This will lead to synergies in operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency, competitive advantage and optimal utilization of resources eventually enhancing the growth and reputation of the group.
- b) The combined entity will have a bigger portfolio of products and direct access to markets, which will strengthen its capabilities to serve more efficiently its customers. This will also enable the Transferee Company to consolidate its offering of branded products to its existing customer base across different therapies for various markets, both overseas as well as domestic where it has already a strong presence with requisite resources, address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability to strategize the business for long term growth, consolidation and creation of shareholder

value. Further the growth of business of branded products envisages adequate capital and resources commitments and hence the merger of the Transferor Company into the Transferee Company shall enable the pooling of abundant resources of the Transferee Company to the business of the Transferor Company and impetus to the growth at a consolidated level.

- c) The amalgamation will result in cost saving for the Transferor Company and the Transferee Company as they are engaged in the similar business activities including common geographies, which is expected to result in cost saving, operational efficiency on account of scale, efficient and optimum resource utilization and thereby enhancing the business value for the Transferee Company through faster and effective decision making and avoiding duplication of efforts. It is believed that the faster decision making would be in the best interests of the shareholders, employees and other stakeholders.
- d) Reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- e) The Boards of Transferor Company as well as Transferee Company believe that this merger will contribute to smooth integration of both the Companies and would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

In view of the aforesaid advantages, the Board of Directors of Transferor Company and Transferee Company have considered and proposed the Scheme under provisions of Sections 230 to 232 and other applicable provisions of the Act and the rules framed thereunder.

(C) OPERATION OF THE SCHEME

This Scheme provides for amalgamation of the Transferor Company on a going concern basis with the Transferee Company in the manner set out in this Scheme and other applicable provisions of Applicable Law.

(D) TREATMENT OF THE SCHEME FOR THE PURPOSE OF THE INCOME-TAX ACT, 1961

This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act, 1961. If any of the terms or provisions of this Scheme is/ are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income-tax Act, 1961 at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2(1B) of the Income-tax Act, 1961.

(E) PARTS OF THE SCHEME

This Scheme is divided into the following parts:

- a) **Part I** deals with the background of the Companies, overview of businesses of the Companies and the rationale of the Scheme;
- b) **Part II** deals with the definitions; date of taking effect and operative date and the share capital of the Companies;
- c) **Part III** deals inter alia with the amalgamation of Transferor Company with Transferee Company pursuant to Sections 230 to 232 and other applicable provisions of the Act and Section 2(1B) and other applicable provisions of the Income-tax Act, 1961; and
- d) **Part IV** deals with the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

PART II

1. DEFINITIONS

In this Scheme, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:

- 1.1 **“Act”** means the Companies Act, 2013 and rules made there under and the circulars, guidelines, notifications and orders issued by Ministry of Corporate Affairs as may be applicable, including any statutory modification, re-enactments or amendments thereof for the time being in force;
- 1.2 **“Applicable Laws”** mean any statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority including any statutory modification or re-enactment thereof for the time being in force in India;
- 1.3 **“Appointed Date”** means 1st April, 2021 or such other date as may be approved by the National Company Law Tribunal or any other Appropriate Authority;
- 1.4 **“Appropriate Authority” or “Governmental Authority”** means and includes any applicable Central, State or Local Government, legislative body, regulatory or administrative authority, Registrar of Companies, Regional Director, Official Liquidator, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction on behalf of the Republic of India or any state or province or other political subdivision thereof or any municipality, district or other subdivision thereof over Transferor Company or Transferee Company, as the context may require;
- 1.5 **“Board of Directors” or “Board”** means the respective Board of Directors of each of the Companies under the Scheme and shall include any committee or sub-committee of Directors thereof constituted or appointed and authorized for the purposes of matters pertaining to this Scheme and or any other matter relating thereto;
- 1.6 **“Companies”** means collectively the Transferor Company and the Transferee Company;
- 1.7 **“Effective Date”** means the last of the date on which the conditions specified in Clause 18 of this Scheme are fulfilled with respect to the Scheme. References in this Scheme to the “date of coming into effect of this Scheme” or “upon the Scheme being effective” shall mean the Effective Date;
- 1.8 **“Encumbrance”** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; and the term “Encumber” shall be construed accordingly;
- 1.9 **“National Company Law Tribunal” or “NCLT”** means the National Company Law Tribunal, Ahmedabad bench, having jurisdiction in relation to the Transferor Company and the Transferee Company and shall be deemed to include, if applicable, a reference to such other forum or authority which may be vested with any of the powers of NCLT to sanction the Scheme under the Act;
- 1.10 **“Registrar of Companies”** means Registrar of Companies, Ahmedabad;
- 1.11 **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Arrangement among the Companies and their respective shareholders, in accordance with the provisions hereof and pursuant to the provisions of Sections 230-232 and other applicable provisions of the Act;
- 1.12 **“Transferee Company” or “Alembic”** means Alembic Pharmaceuticals Limited, a listed public limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Alembic Road, Vadodara - 390003, India in the state of Gujarat;
- 1.13 **“Transferor Company” or “Aleor”** means Aleor Dermaceuticals Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at 5th floor, Administrative Building, Alembic Limited, Alembic Road, Vadodara - 390003, India in the state of Gujarat; and
- 1.14 **“Undertaking”** shall mean the operations and activities and the whole of the undertaking of the Transferor Company as a going concern, all their assets, rights, licenses, and powers, and all their debts, outstandings, liabilities, duties, obligations and employees as on the Appointed Date including, but not in any way limited to the following:
 - a) All the assets and properties of the Transferor Company, whether movable or immovable, tangible or intangible, whether corporeal or incorporeal including, without limitation, offices, buildings, and structures, research and development units, capital work-in-progress, freehold, leasehold and any other title, interests or right in such immovable assets (including land and building being held as stock in trade), furniture, fixtures, office equipment, computers, plant and machineries, equipment, interests, appliances, tools, accessories, installations, intangible assets under development, vehicles, advances, deposits, cash and bank balances and all stocks as on the Appointed Date;

- b) All investments (including shares, scripts, stocks, bonds, debentures, debenture stock, units of mutual funds and other securities), if any, including dividends declared or interest accrued thereon of the Transferor Company;
- c) All the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date both present and future, whether provided for or not in the books of accounts or disclosed in the balance sheet, whether secured or unsecured, all guarantees, assurances, commitments and obligations of any kind, nature or description, whether fixed, contingent or absolute, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising pertaining to the Transferor Company; and
- d) Without prejudice to the generality of sub-clauses (a), (b) and (c) above, the Undertaking of the Transferor Company shall include:
 - i). All movable and immovable properties, reserves, assets, including lease-hold rights, tenancy rights, industrial and other licenses, registrations, permits, authorisations, trademarks, patents and other industrial and intellectual properties, electrical connections, telephones, telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements, pending applications and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of the Transferor Company;
 - ii). All assets, as are moveable in nature, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, research and developments units, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material, formulation, tablets, capsules, active pharmaceutical ingredients, drug intermediaries, tools and plants), actionable claims, debit notes, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities / branches in India or overseas, outstanding loans and advances, recoverable in cash or kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other Appropriate Authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets and credits, including but not limited to service tax input credits, CENVAT credits, value added / sales tax / entry tax credits or set-offs, advance tax, tax deducted at source, tax collected at source, self assessment tax, right to carry forward and set-off accumulated losses and unabsorbed depreciation, right to carry forward and set-off book losses (including unabsorbed depreciation), set-off or credit of Minimum Alternate Tax, Goods and Services tax (GST), Equalization levy, Dividend Distribution Tax, and other indirect taxes and tax refunds;
 - iii). All permits, licenses, permissions, approvals including but not limited to Abbreviated New Drug Applications ('ANDAs'), tentative and/or final, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, incentives, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits, deductions and exemptions, liberties and advantages, approval for commissioning of project and other licenses or clearances, granted / issued / given by any Appropriate Authorities, organizations or companies including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto;
 - iv). All application monies, advance monies, earnest monies and/or security deposits paid or deemed to have been paid and payments against other entitlements of the Transferor Company;
 - v). All books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manual, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, list of present and former customers and suppliers including service providers, other customer information, customer credit information, customer / supplier pricing information, and all other books and records, whether in physical or electronic form;
 - vi). All intellectual property rights (including applications for registrations of the same and the right to use such intellectual property rights), applications, trade names, service names and marks, patents, copyrights, project design, market authorization, approvals, marketing intangibles, special status, trade secrets, research and studies, technical know-how, confidential information, domain names, books, records, files, papers, software licenses (whether proprietary or otherwise), and other intellectual property rights of any nature whatsoever and data and all other records and documents, whether in physical or electronic form relating to the activities and operations of the Transferor Company;
 - vii). Amounts claimed by the Transferor Company whether or not recorded in the books of account of the Transferor Company from any person including Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess or of any excess payment;
 - viii). Approvals of whatsoever nature (including but not limited to benefits of all tax holiday, tax relief / benefit available/ to be available to the eligible units, exemption / deduction under Chapter III of Income-tax Act, 1961, deduction under Chapter VI-A of Income-tax Act, 1961 for the eligible period) and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date or any other benefits and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power, use or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company;

- ix). Right to any claim not preferred or made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of set-off, carry forward of unabsorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or taxation laws of other countries, or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India;
- x). All rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;
- xi). All rights, contracts, agreements, engagements, guarantees, purchase orders / service orders, operation and maintenance contracts, memoranda of understandings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease / license agreements, tenancy rights, joint development agreements, agreements / panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier / manufacturer of goods / service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Transferor Company;
- xii). All liabilities including all debts (whether in Indian Rupees or foreign currency), loans raised and used, obligations incurred, whether specific or otherwise, duties of any kind, nature or description and undertakings of every kind or nature, contingent liabilities, bank/ corporate guarantees, duties, taxes, obligations under any licenses or permits or schemes and the all other liabilities of any description whatsoever, whether present or future, and howsoever raised or incurred or utilized along with any charge, Encumbrance, lien or security thereon;
- xiii). All the employees of the Transferor Company; and
- xiv). All legal or other proceedings of whatsoever nature against the/ initiated by the Transferor Company.

All the terms, words, expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other Applicable Law, rules, regulations, byelaws, as the case may be or any statutory modification or re-enactment thereof from time to time. In this Scheme, unless the context otherwise requires:

- i. the words denoting the singular shall include the plural and vice versa;
- ii. headings and bold typefaces are only for convenience and shall be ignored for the purpose of interpretation;
- iii. references to the word "include" or "including" shall be construed without limitation;
- iv. a reference to an article, clause, section, paragraph, annexure or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph, annexure or schedule of this Scheme;
- v. reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- vi. word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

This Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the NCLT or made as per Clause 20 of this Scheme, as the case may be, shall have legal effect and force or be effective from the Appointed Date and shall be operative from the Effective Date.

3. SHARE CAPITAL OF THE COMPANIES

3.1. The authorised, issued, subscribed and paid-up share capital of Aleor as on February 28, 2022 is as under:

Particulars	Amount (in Rs)
Authorised share capital	
5,00,000 Equity shares of Rs. 10 each	50,00,000
Total	50,00,000
Issued, subscribed and paid-up share capital	
5,00,000 Equity shares of Rs. 10 each	50,00,000
Total	50,00,000

There is no change in the authorised, issued, subscribed and paid up share capital of Aleor after the aforesaid date. Further, as on the date of approval of Scheme by Board of Directors of the Companies, the Transferee Company (along with its nominees) holds 100% of issued, subscribed and paid-up share capital of the Transferor Company.

There are 5,39,200 share warrants of Re. 1 each issued by the Transferor Company. The aforesaid share warrants are fully held by the Transferee Company.

- 3.2. The authorised, issued, subscribed and paid-up share capital of Alembic as on February 28, 2022 is as under:

Particulars	Amount (in Rs)
Authorised share capital	
20,00,00,000 Equity shares of Rs. 2 each	40,00,00,000
Total	40,00,00,000
Issued, subscribed and paid-up Share Capital	
19,65,63,124 Equity shares of Rs. 2 each	39,31,26,248
Total	39,31,26,248

There is no change in the authorised, issued, subscribed and paid-up share capital of Alembic after the aforesaid date.

PART III

4. TRANSFER AND VESTING OF THE UNDERTAKING OF TRANSFEROR COMPANY WITH THE TRANSFEE COMPANY

- 4.1. Upon the Scheme being effective and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and stand transferred to and vested in, and/ or be deemed to have been and stand transferred to and vested in, the Transferee Company, on and from the Appointed Date, so as to become, the estate, assets, rights, title, interest and authorities of the Transferee Company as part of and consequent upon the amalgamation pursuant to provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act and in compliance with the provisions of Section 2(1B) of the Income-tax Act, 1961;
- 4.2. Without prejudice to the aforesaid, all the immovable property (including but not limited to the land, buildings, offices, factories, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Company, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies associated with such immovable property) shall stand transferred to and be vested in the Transferee Company, as successor to the Transferor Company, without any act or deed to be done or executed by the Transferor Company, as the case may be and/ or the Transferee Company;
- 4.3. Upon the Scheme being effective, with respect to the assets forming part of the Undertaking of the Transferor Company that are movable in nature or are otherwise capable of being transferred by manual delivery or endorsement and/ or delivery, the same shall stand transferred to and vested in, without any further act or execution of an instrument with the intent of vesting such assets in the Transferee Company as on the Appointed Date. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and/ or delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No additional stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in the Transferee Company;
- 4.4. With respect to the assets of the Undertaking of the Transferor Company, other than those referred to in the Clauses above, including sundry debtors, bank balances, receivables, bills, credits, promissory notes, debit notes, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies or with any company or other person etc., shall, without any further act, instrument or deed, with effect from the Appointed Date, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of Sections 230 to 232 and all other applicable provisions of the Act. It is hereby clarified that all the investments made by the Transferor Company shall, pursuant to Sections 230 to 232 and all other applicable provisions of the Act, if any, and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company;
- 4.5. For the avoidance of doubt, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws, consents, permissions, licences, certificates, authorities (including for the operation of bank accounts), powers of attorney given by, issued to or executed in favour of the Transferor Company, and the rights and benefits under the same, and all quality certifications and approvals, trademarks, brands, patents and domain names, copyrights, industrial designs, trade secrets and other intellectual property and all other interests relating to the goods or services being dealt with by the Transferor Company shall be transferred to and vested in the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. Upon the Scheme being effective, the benefit of all statutory and regulatory permissions, environmental approvals and consents, registrations or other licenses and consents shall vest in and become available to the Transferee Company, pursuant to the Scheme, on the same terms and conditions with effect from the Appointed Date. In so far as various incentives including export incentive, duty drawback, subsidies, rehabilitation schemes, special status, advance licenses and other benefits or privileges enjoyed, granted by any Government body, local authority or by any person or availed of by the Transferor Company, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions;

- 4.6. Upon the Scheme being effective and subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party subsisting or having effect on or immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company and shall be binding on and be enforceable by and against the Transferee Company as fully and effectually as if the Transferee Company had at all times been a party thereto. Any inter-se contracts (including lease agreement) between the Transferor Company and the Transferee Company shall stand cancelled and cease to operate upon the coming into effect of this Scheme;
- 4.7. Upon the Scheme being effective, in so far as the various incentives, tax exemption, deductions, benefits, subsidies, grants, special status, registrations and other benefits or privileges enjoyed including in respect of income-tax [including Minimum Alternative Tax (MAT)], excise (including Modvat / Cenvat), customs, VAT, sales tax, service tax, goods and service tax etc., granted by any Appropriate Authority, or availed of by the Transferor Company are concerned, the same shall, without any further act or deed, vest with and be available to the Transferee Company on the same terms and conditions with effect from the Appointed Date;
- 4.8. Any tax holiday/deduction/exemption/carry forward losses (including loss as per books of accounts) and unabsorbed depreciation (including unabsorbed depreciation as per books of accounts) entitled to/enjoyed/availed by the Transferor Company under the provisions of Income Tax Act, 1961 shall stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company and be entitled to /enjoyed/availed/utilised by the Transferee Company on and from the Appointed Date in the same manner as would have been entitled to /enjoyed/availed/utilised by the Transferee Company before implementation of this Scheme;
- 4.9. Upon the Scheme being effective and with effect from the Appointed Date, all income, expense, debts, liabilities, including, without limitation, all secured and unsecured debts, sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Company, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for its operations and activities, shall, pursuant to the sanction of this Scheme by the NCLT and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to and vested in, or be deemed to have been transferred to and vested in, the Transferee Company and shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become, as on and from the Appointed Date, the income, expenses, liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause;
- 4.10. All loans raised and utilised and all debts, liabilities, duties, and obligations incurred or undertaken by the Undertaking of the Transferor Company on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same;
- 4.11. Upon the Scheme being effective, where any of the liabilities and obligations of the Transferor Company subsisting as on the Appointed Date or which has arisen after the Appointed Date but prior to the Effective Date, have been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company;
- 4.12. The vesting of the Undertaking of the Transferor Company, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of Transferor Company or part thereof on or over which they are subsisting on and vesting of such assets in Transferee Company and no such Encumbrances shall extend over or apply to any other asset(s) of Transferee Company. Any reference in any security documents or arrangements (to which Transferor Company is a party) related to any assets of Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company. Similarly, Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits, or other financial assistance already availed of/ to be availed of by it, and the Encumbrances in respect of such indebtedness of Transferee Company shall not extend or be deemed to extend or apply to the assets so vested;
- 4.13. If and to the extent there are investments, loans, deposits, or balances inter-se between the Transferor Company and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and suitable effect shall be given in the books of the Transferee Company upon the Scheme being Effective;
- 4.14. Upon the Scheme being effective, any tax liabilities under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, value added tax laws, entertainment tax as applicable in any State in which the Transferor Company operates, Central Sales Tax Act, 1956, any other State Sales Tax laws/ Value Added Tax laws, or Service Tax laws, or Goods and Service Tax laws or Corporation Tax laws, or other applicable laws/ regulations dealing with taxes/ duties/ levies/cess (hereinafter in this Clause referred to as "**Tax Laws**") to the extent not provided for or covered by tax provision in the Transferor Company's accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax, self assessment tax and tax deducted/collected at source as on the date immediately preceding the Appointed Date will also be transferred to the account of and belong to the Transferee Company;

- 4.15. Any amount including refund under the Tax Laws due to Transferor Company consequent to the assessment proceedings or otherwise and which have not been received by the Transferor Company as on the date immediately preceding the Appointed Date shall also belong to and be receivable by the Transferee Company upon the Scheme being effective;
- 4.16. Without prejudice to the above, all benefits, including the benefits under Tax Laws, to which the Transferor Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company upon the Scheme being effective;
- 4.17. Pursuant to this Scheme becoming effective, the Transferee Company shall be entitled to secure the record of the change in the legal ownership upon the vesting of the Undertaking of the Transferor Company in accordance with the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act. The Transferor Company and the Transferee Company shall be jointly and severally authorized to execute any writings and/ or carry out any formalities or compliances or do any act, thing or deed in this regard;
- 4.18. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking of the Transferor Company occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party, as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company, as the case may be, to be carried out or performed; and
- 4.19. It is hereby clarified that if any assets (including but not limited to any estate, rights, title, interest in or authorities relating to such assets) in relation to the Transferor Company cannot be transferred to the Transferee Company for any reason whatsoever, then directors of the Transferor Company shall hold such assets in trust for the benefit of the Transferee Company till such period the transfer is effectively carried out in favour of the Transferee Company.

5. STAFF, WORKMEN & EMPLOYEES

- 5.1. Upon this Scheme coming into effect and with effect from the Effective Date, the Transferee Company undertakes to engage all the employees of the Transferor Company on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company without any interruption of service as a result of the amalgamation of the Transferor Company with the Transferee Company. The Transferee Company also agrees that the services of all such employees with the Transferor Company prior to the amalgamation of the Transferor Company with the Transferee Company shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral / terminal benefits and to this effect the accumulated balances, if any, standing to the credit of the employees in the existing provident fund, gratuity fund, superannuation fund and such other fund of which they are members will be transferred to such provident fund, gratuity fund, superannuation fund and such other fund nominated by the Transferee Company and/or such new provident fund, gratuity fund, superannuation fund, such other fund to be established and caused to be recognized by the Appropriate Authorities, by the Transferee Company, or to the government provident fund in relation to the employees of the Transferor Company who are not eligible to become members of the provident fund maintained by the Transferee Company; and
- 5.2. Pending the transfer as aforesaid, the provident fund, gratuity fund, superannuation fund and such other dues of the employees would be continued to be deposited in the existing provident fund, gratuity fund, superannuation fund and such other fund respectively of the Transferor Company.

6. LEGAL PROCEEDINGS

- 6.1. Upon the Scheme becoming effective, any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature ("**Proceedings**") by or against the Transferor Company pending and/ or arising before the Effective Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company pursuant to this Scheme or by anything contained in this Scheme but the Proceedings shall be continued, prosecuted and enforced by or against the Transferee Company, as the case may be in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may continue any Proceedings which were earlier in the name of the Transferor Company;
- 6.2. The Transferee Company undertakes to have, all respective legal or other Proceedings initiated by or against the Transferor Company, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company, as the case may be, to the exclusion of the Transferor Company; and
- 6.3. The transfer and vesting of the Undertaking of the Transferor Company under the Scheme and the continuation of the Proceedings by or against the Transferee Company under Clause 6.1 and 6.2 above, shall not affect any transaction or Proceedings already completed by the Transferor Company on or after the Appointed Date and prior to this Scheme becoming effective to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company as acts, deeds and things being done and executed by and on behalf of the Transferee Company.

7. VALIDITY OF EXISTING RESOLUTIONS, ETC

Upon the coming into effect of this Scheme, the resolutions of the Transferor Company, as are considered necessary by the Board of Directors of the Transferee Company and which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

8. CONTRACTS, DEEDS, ETC.

- 8.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Transferor Company shall continue in full force and effect against or in favour of the Transferee Company and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto; and
- 8.2. The Transferee Company shall at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. Transferee Company shall, be deemed to be authorized to execute any such writings on behalf of Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of Transferor Company.

9. PERMITS

With effect from the Appointed Date, all the permits held or availed of by, and all rights and benefits that have accrued to, the Transferor Company, pursuant to the provisions of Sections 230 to 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, and be available to, the Transferee Company so as to become, from the Effective Date, the permits, estates, assets, rights, title, interests and authorities of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Appointed Date and until the permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company, the Transferee Company is authorized to carry on business in the name and style of the Transferor Company and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company shall keep a record and/ or account of such transactions.

10. TAX CREDITS

- 10.1. The Transferee Company will be successor of the Transferor Company. Hence, it will be deemed that the benefit of any tax credits whether central, state or local, availed by the Transferor Company and the obligations if any for payment of tax on any assets of the Transferor Company shall be deemed to have been availed by the Transferee Company or as the case may be deemed to be the obligations of Transferee Company. As the Scheme does not contemplate removal of any asset by the Transferee Company from the premises in which it is installed, no reversal of any tax credit needs to be made;
- 10.2. With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable/ receivable by the Transferor Company including all or any refunds/ credit including MAT/ claims relating thereto shall be treated as the asset/ liability or refunds/ credit, including MAT/ claims as the case may be, of the Transferee Company. The Transferee Company shall be entitled to get credit/ claim refund of any tax paid and/ or tax deduction at source or tax collected at source on or after the Appointed Date by the Transferor Company; and
- 10.3. In order to give effect of this Scheme, the Transferor Company and the Transferee Company shall be entitled to, amongst others, file/ revise its income tax returns, TDS/ TCS returns, wealth tax returns, service tax, excise duty, sales tax, value added tax, goods and services tax, entry tax, cess, professional tax or any other statutory returns, if required, claim credit for advance tax paid, tax deducted at source, tax collected at source, claim for sum prescribed under Section 43B of the Income-tax Act, 1961 on payment basis, claim for deduction of provisions written back by the Transferee Company previously disallowed in the hands of Transferor Company under the Income-tax Act, 1961, credit of tax under Section 115JB read with Section 115JAA of the Income-tax Act, 1961, credit of foreign taxes paid/ withheld etc., if any, as may be required consequent to implementation of this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty, late fee or any other sum. Transferee Company shall have the right to claim refunds, tax credits, set-offs and/ or adjustments relating to its income or transactions entered into by it, by virtue of this Scheme with effect from Appointed Date. The taxes or duties paid by, for, or on behalf of the Transferor Company relating to the period on or after Appointed Date shall be deemed to be the taxes or duties paid by the Transferee Company, and accordingly the Transferee Company shall be entitled to claim credit or refund for such taxes or duties.

11. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer of the Undertaking, licences, permits, registrations, memberships and approvals as specified under this Scheme and the continuance of Proceedings by or against the Transferee Company under Clause 6 above shall not affect any transaction or Proceedings already concluded by the Transferor Company on or before the Appointed Date, or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Company as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

12. CANCELLATION OF SHARE CAPITAL, SHARE WARRANTS AND NON-CONVERTIBLE DEBENTURES OF TRANSFEROR COMPANY

The Transferee Company (along with its nominees) holds 100% of the issued, subscribed and paid-up share capital of the Transferor Company. Accordingly, the Transferor Company is the wholly owned subsidiary of the Transferee Company. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and the share capital of the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument, or deed.

Further, upon the Scheme becoming effective, share warrants and Non-Convertible Debentures issued by the Transferor Company to the Transferee Company shall stand cancelled on the Effective Date without any further act, instrument, or deed.

13. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY

Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in the books of accounts in accordance with the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Act, as applicable on the Appointed Date.

Accordingly, the Transferor Company and Transferee Company, being entities under common control, the accounting would be done at Transferor Company carrying amounts as on the Appointed Date for all the assets and liabilities acquired by the Transferee Company of the Transferor Company by applying the principles as set out in Appendix C of Ind AS 103 'Business Combinations' and inter-company balances and inter-company investments, if any, between Transferor Company and Transferee Company shall stand cancelled.

14. DISSOLUTION OF THE TRANSFEROR COMPANY

On and from the Effective Date, the Transferor Company shall stand dissolved without being wound up.

15. OPERATIONS, ACTIVITIES AND PROPERTIES IN TRUST AND CONDUCT OF OPERATIONS FOR TRANSFEE COMPANY

Unless otherwise stated herein under, with effect from the Appointed Date and up to and including the Effective Date:

- 15.1. The Transferor Company shall be deemed to have been carrying on and shall carry on its operations and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the Undertaking of the Transferor Company for and on account of, and in trust for the Transferee Company and shall account for the same to the Transferee Company. The Transferor Company hereby undertakes to hold the said Undertaking with utmost prudence until the Effective Date;
- 15.2. The Transferor Company shall carry on the business and activities, with reasonable diligence and business prudence;
- 15.3. All the surplus, income, taxes (including MAT credit, tax paid and tax deducted/ collected at source) or any costs, charges, expenditure, accumulated losses accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the surplus, income, taxes (including MAT credit, tax paid and tax deducted/ collected at source) or any costs, charges, expenditure or accumulated losses of the Transferee Company, as the case may be;
- 15.4. The Transferor Company shall not vary the terms and conditions of employment of any of their employees, without the prior consent in writing of any of the persons authorized by the Board of Directors of the Transferee Company, except in the ordinary course of business; and
- 15.5. The Transferee Company shall be entitled, pending sanction of the Scheme, to apply to the concerned authorities and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals, and sanctions which the Transferee Company may require to carry on the operations of the Transferor Company and to give effect to the Scheme.

16. APPLICATIONS TO NCLT OR OTHER APPROPRIATE AUTHORITIES

- 16.1. The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make necessary application under Sections 230 to 232 and/ or other applicable provisions of the Act to the NCLT or such other Appropriate Authority, for seeking order for dispensing with or convening, holding and conducting of, meeting of the shareholders and/or creditors of the Transferor Company and the Transferee Company, as may be directed by NCLT or such other Appropriate Authority for sanction of this Scheme and all matters ancillary or incidental thereto; and

- 16.2. On the Scheme being approved by the requisite majorities of the shareholders and/ or creditors of the Transferor Company and the Transferee Company, whether at meeting or otherwise, as prescribed under the law and/ or as directed by the NCLT or such other Appropriate Authority, the Transferor Company and the Transferee Company shall, with all reasonable dispatch, apply to the NCLT or such other Appropriate Authority for sanctioning of the Scheme under Sections 230 to 232 of the Act, and for such other order or orders, as the NCLT or such other Appropriate Authority may deem fit for carrying this Scheme into effect.

17. CONSOLIDATION OF AUTHORISED SHARE CAPITAL

- 17.1. Upon this Scheme becoming effective, the authorised share capital of the Transferor Company amounting to INR 50,00,000 (Rupees Fifty Lakh Only), as mentioned in Clause 3.1 above, shall be added to the authorised share capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of any stamp duty or registration fees. For this purpose, the stamp duty and fees already paid on the authorised share capital of the Transferor Company shall be utilised and applied to the increased authorised share capital of the Transferee Company and there would be no requirement for any other further payment of stamp duty and/ or fee by the Transferee Company for increase in the authorised share capital to that extent. The authorised share capital of the Transferee Company will thus be increased to that effect by virtue of the Scheme becoming effective and no separate procedure shall be required to be followed under the Act;

- 17.2. Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be amended / altered / modified as under:

Authorised Share Capital	Amount (in Rs.)
20,25,00,000 Equity shares of Rs. 2 each	40,50,00,000
Total	40,50,00,000

- 17.3. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall, without any act, instrument, or deed, be and stand altered, modified, and amended pursuant to applicable provisions of the Act. The revised Capital Clause of the Transferee Company shall be as under:

"The Authorised Share Capital of the Company is Rs. 40,50,00,000 (Rupees Forty Crores Fifty Lakhs only) divided into 20,25,00,000 (Twenty Crores and Twenty Five Lakhs) Equity Shares of Rs. 2 (Rupees Two) each."

- 17.4. It is clarified that the approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be their consent/ approval also to the consequential alteration of the Memorandum of Association of the Transferee Company under Sections 13, 61 and 64 of the Act and other Applicable Laws and the Transferee Company shall not be required to seek separate consent/ approval of its shareholders for such alteration of the Memorandum of Association of the Transferee Company.

PART IV

18. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

- 18.1 The Scheme is and shall be conditional upon and subject to the followings:

- The Scheme being approved by requisite majority in numbers and value of such classes of persons including the shareholders and/or creditors of the Transferor Company and the Transferee Company, as required under the Act or as may be directed by the NCLT and/ or any other competent authority as may be applicable;
- The requisite consent, approval or permission of any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
- The Scheme being sanctioned by the NCLT under Sections 230 to 232 and all other applicable provisions of the Act and/ or any Appropriate Authority; and
- Certified Copies of the Order of the NCLT or such other competent authority, as may be applicable, sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Companies.

19. EFFECT OF NON-RECEIPT OF PERMITS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME

- 19.1 The Transferor Company and the Transferee Company acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of this Scheme could have adverse implications on the respective Companies;
- 19.2 In the event of revocation/ withdrawal under Clause 19.1, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, each Company shall bear its own costs, unless otherwise mutually agreed; and

- 19.3 If any Clause of this Scheme is held to be invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Companies that such Clause shall be severable from the remainder of this Scheme, and this Scheme shall not be affected thereby, unless the deletion of such Clause shall cause this Scheme to become materially adverse to any party, in which case the Board of Directors of the Companies involved in the Scheme shall attempt to bring about a modification in this Scheme, as will best preserve for the parties the benefits, and obligations of this Scheme, including, but not limited to, such Clause.

20 MODIFICATIONS/ AMENDMENTS TO THE SCHEME

- 20.1 The Boards of the Transferor Company and Transferee Company acting themselves or through authorized persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the NCLT or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the Board of the Transferor Company and the Transferee Company and solve all difficulties that may arise for carrying out this Scheme and do all acts, deeds and things necessary for putting this Scheme into effect; and
- 20.2 For the purpose of giving effect to this Scheme or to any modification thereof, the Boards of the Transferor Company and the Transferee Company acting themselves or through authorized persons may jointly but not individually, give and are jointly authorized to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. It is clarified that individual companies acting themselves or through authorized persons may individually approach the NCLT or any other Appropriate Authority to seek clarifications for implementation of the Scheme.

21 GENERAL TERMS AND CLAUSES

- 21.1 Upon the Scheme becoming effective, the Transferor Company and Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings, and annexures under the Tax Laws and/ or Applicable Laws to give effect to the provisions of the Scheme. In order to give effect of this Scheme, the Transferor Company and the Transferee Company shall be entitled to, amongst others, file and/ or revise its income tax returns, TDS/ TCS returns, wealth tax returns, service tax, excise duty, sales tax, value added tax, goods and services tax, entry tax, cess, professional tax or any other statutory returns, if required, claim credit for tax paid, tax deducted at source, tax collected at source, claim for sum prescribed under Section 43B of the Income-tax Act, 1961 on payment basis, claim for deduction of provisions written back by Transferee Company previously disallowed in the hands of Transferor Company under the Income-tax Act, 1961, credit of tax under Section 115JB read with Section 115JAA of the Income-tax Act, 1961, credit of foreign taxes paid/ withheld etc. if any, as may be required consequent to implementation of this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty, late fee or any other sum. Such returns shall be filed based on reconstructed accounts drawn up with effect from the Appointed Date and any tax including MAT shall be computed accordingly. Transferee Company shall have the right to claim refunds, tax credits, setoffs and/ or adjustments relating to its income or transactions entered into by it, by virtue of this Scheme with effect from Appointed Date. The taxes or duties paid by, for, or on behalf of the Transferor Company relating to the period on or after Appointed Date shall be deemed to be the taxes or duties paid by the Transferee Company, and accordingly the Transferee Company shall be entitled to claim credit or refund for such taxes or duties;
- 21.2 Upon this Scheme becoming effective, the Transferee Company is expressly permitted to prepare and/ or revise their financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), service tax law, GST law and other tax laws, and to claim refunds and/ or credits for taxes paid (including minimum alternate tax), and to claim tax benefits (including brought forward book losses) under the Income-tax Act, 1961, etc., and for matters incidental thereto, if required to give effect to the provisions of this Scheme. The order of the jurisdictional NCLT sanctioning the Scheme shall be deemed to be an order of the Competent Authority permitting the Transferee Company to prepare and/ or revise its financial statements and books of accounts and no further act shall be required to be undertaken by the Transferee Company;
- 21.3 It is hereby clarified that submission of the Scheme to the NCLT and to Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles, or defences that the Transferor Company and the Transferee Company may have under or pursuant to all Applicable Law; and
- 21.4 On the approval of this Scheme by the shareholders of the Transferor Company and the Transferee Company and such other classes of persons of the said Companies, if any, such shareholders, and classes of persons shall also be deemed to have resolved and accorded all relevant consents under the Act and Applicable Law or otherwise to the same extent applicable in relation to the amalgamation, related matters and this Scheme itself.

22 COSTS, CHARGES AND EXPENSES

All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or NCLT's order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company.



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ALEOR DERMACEUTICALS LIMITED ON 29TH MARCH, 2022 EXPLAINING THE EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors ('Board') of Aleor Dermaceuticals Limited ('Transferor Company' or 'Company') at its meeting held on 29th March, 2022 had considered and approved the Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited ('Transferor Company') with Alembic Pharmaceuticals Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules framed thereunder ('Scheme').

As per Section 232(2)(c) of the Act, a report adopted by the Board, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out in particular the Share Exchange Ratio specifying any special valuation difficulties, is required to be circulated along with the notice of the meeting.

Accordingly, this report was adopted by the Board at its meeting held on 29th March, 2022, in pursuance to the requirements of Section 232(2)(c) of the Act.

At the Board meeting, following documents were placed before the Board for their consideration:

- a. Scheme;
- b. Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
- c. Audited financial statements of the Transferor Company and the Transferee Company as on March 31, 2021; and
- d. Unaudited financial statements of the Transferor Company and provisional unaudited financial statements of the Transferee Company as on December 31, 2021.

Based on review of the above-mentioned documents, the Board was of the opinion that:

1. Since the Company is a wholly owned subsidiary of the Transferee Company, no equity shares shall be allotted by the Transferee Company as consideration for merger.
2. The entire undertaking of the Company shall stand transferred to the Transferee Company and the rights and interest of the shareholders and/or the creditors of the Company shall not be affected and the Scheme shall also not be prejudicial to the interest of the shareholders and/or creditors of the Company.

Aleor Dermaceuticals Ltd

Registered Office : 5th Floor, Administrative Building, Alembic Road, Vadodra 390 003, Gujarat, India.
CIN: U24302GJ2016PLC092131 | PAN No : AAOCA4479J | Tel.: 0265 2280550 | E-mail : aleor@aleorderm.com | www.aleorderm.com



3. The objects/rationale of the proposed Scheme is as under:

- The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets of the Transferor Company, which will lead to synergies in operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency, competitive advantage and optimal utilization of resources eventually enhancing the growth and reputation of the group.
- The combined entity will have a bigger portfolio of products and direct access to markets, which will strengthen its capabilities to serve more efficiently its customers. This will also enable the Transferee Company to consolidate its offering of branded products to its existing customer base across different therapies for various markets, both overseas as well as domestic where it has already a strong presence with requisite resources, address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability to strategize the business for long term growth, consolidation and creation of shareholder value. Further the growth of business of branded products envisages adequate capital and resources commitments and hence the merger of the Transferor Company into the Transferee Company shall enable the pooling of abundant resources of the Transferee Company to the business of the Transferor Company and impetus to the growth at a consolidated level.
- The amalgamation will result in cost saving for the Transferor Company and the Transferee Company as they are engaged in the similar business activities including common geographies, which is expected to result in cost saving, operational efficiency on account of scale, efficient and optimum resource utilization and thereby enhancing the business value for the Transferee Company through faster and effective decision making and avoiding duplication of efforts. It is believed that the faster decision making would be in the best interests of the shareholders, employees and other stakeholders.
- Reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- The Boards of Transferor Company as well as Transferee Company believe that this merger will contribute to smooth integration of both the Companies and would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

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After taking on record the documents / confirmations referred above, the Board of the Company approved the Scheme.

Accordingly, as per Section 232(2)(c) of the Act, the Board hereby takes on record the impact of the Scheme on the following stakeholders of the Company:

Effect of the Scheme on:	
(a) Equity shareholders	No Effect
(b) key managerial personnel	No Effect
(c) directors	No Effect
(d) promoters	No Effect
(e) non-promoter members	Not Applicable
(f) depositors	Not Applicable
(g) creditors	No Effect
(h) debenture holders	No Effect
(i) deposit trustee and debenture trustee	No Effect
(j) employees	No Effect

For and on behalf of the Board of Directors

Aleor Dermaceuticals Limited



R. K. Baheti

Chairman

DIN: 00332079

Place: Vadodara

Date: 29th March, 2022

Aleor Dermaceuticals Ltd

Registered Office : 5th Floor, Administrative Building, Alembic Road, Vadodara 390 003, Gujarat, India.

CIN: U24302GJ2016PLC092131 | PAN No :AAOCA4479J | Tel.: 0265 2280550 | E-mail : aleor@aleorderm.com | www.aleorderm.com



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ALEMBIC PHARMACEUTICALS LIMITED ON 29TH MARCH, 2022 EXPLAINING THE EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Board of Directors ('Board') of Alembic Pharmaceuticals Limited ('Transferee Company' or 'Company') at its meeting held on 29th March, 2022 had considered and approved the Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited ('Transferor Company') with Alembic Pharmaceuticals Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules framed thereunder ('Scheme').

As per Section 232(2)(c) of the Act, a report adopted by the Board, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out in particular the Share Exchange Ratio specifying any special valuation difficulties, is required to be circulated along with the notice of the meeting.

Accordingly, this report was adopted by the Board at its meeting held on 29th March, 2022, in pursuance to the requirements of Section 232(2)(c) of the Act.

At the Board meeting, following documents were placed before the Board for their consideration:

- a. Scheme;
- b. Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
- c. Audited financial statements of the Transferor Company and the Transferee Company as on March 31, 2021; and
- d. Unaudited financial statements of the Transferor Company and provisional unaudited financial statements of the Transferee Company as on December 31, 2021.

Based on review of the above-mentioned documents, the Board was of the opinion that:

1. Since it is a merger of direct wholly owned subsidiary of the Company with itself, no equity shares shall be allotted by the Company as consideration for merger and the shares of Transferor Company held by the Company will stand cancelled.

ALEMBIC PHARMACEUTICALS LIMITED

REGD. OFFICE : ALEMBIC ROAD, VADODARA - 390 003, INDIA • TEL : +91-265-2280550 • FAX : +91-265-2282637
Website : www.alembicpharmaceuticals.com • E-mail : alembic@alembic.co.in
CIN : L24230GJ2010PLC061123

2. All the assets and liabilities of the Transferor Company shall stand transferred to the Transferee Company and the rights and interest of the creditors of the Transferor Company shall not be affected and the Scheme shall also not be prejudicial to the interest of the creditors & shareholders of the Company.
3. The objects/rationale of the proposed Scheme is as under:
 - The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets of the Transferor Company as well as technical expertise and financial strength of the Transferee Company to the new business vertical. This will lead to synergies in operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency, competitive advantage and optimal utilization of resources eventually enhancing the growth and reputation of the group.
 - The combined entity will have a bigger portfolio of products and direct access to markets, which will strengthen its capabilities to serve more efficiently its customers. This will also enable the Transferee Company to consolidate its offering of branded products to its existing customer base across different therapies for various markets, both overseas as well as domestic where it has already a strong presence with requisite resources, address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability to strategize the business for long term growth, consolidation and creation of shareholder value. Further the growth of business of branded products envisages adequate capital and resources commitments and hence the merger of the Transferor Company into the Transferee Company shall enable the pooling of abundant resources of the Transferee Company to the business of the Transferor Company and impetus to the growth at a consolidated level.
 - The amalgamation will result in cost saving for the Transferor Company and the Transferee Company as they are engaged in the similar business activities including common geographies, which is expected to result in cost saving, operational efficiency on account of scale, efficient and optimum resource utilization and thereby enhancing the business value for the Transferee Company through faster and effective decision making and avoiding duplication of efforts. It is believed that the faster decision making would be in the best interests of the shareholders, employees and other stakeholders.



2

ALEMBIC PHARMACEUTICALS LIMITED

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 CIN : L24230GJ2010PLC061123.

- Reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- The Boards of Transferor Company as well as Transferee Company believe that this merger will contribute to smooth integration of both the Companies and would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

After taking on record the documents / confirmations referred above, the Board of the Company approved the Scheme.

Accordingly, as per Section 232(2)(c) of the Act, the Board hereby takes on record the impact of the Scheme on the following stakeholders of the Company:

Effect of the Scheme on:	
(a) Equity shareholders	No Effect
(b) key managerial personnel	No Effect
(c) directors	No Effect
(d) promoters	No Effect
(e) non-promoter members	No Effect
(f) depositors	Not Applicable
(g) creditors	No Effect
(h) debenture holders	No Effect
(i) deposit trustee and debenture trustee	No Effect
(j) employees	No Effect

For and on behalf of the Board of Directors
Alembic Pharmaceuticals Limited


Chairman & CEO
DIN: 00242549
Place: Vadodara
Date: 29th March, 2022

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CIN : L24230GJ2010PLC061123



Report on Review of Interim Financial Statements

To
The Board of Directors of
Aleor Dermaceuticals Limited

1. We have reviewed the accompanying unaudited financial results of Aleor Dermaceuticals Limited ("the company") for the quarter and Nine months ended 31st December, 2021 ("the Statement") attached herewith.
2. The Management of the company is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013 as amended read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on this interim financial information based on our review.
3. We conducted our review in accordance with Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. **Basis for Modified report based on our review:**
As on 31st December, 2021, the company has measured its financial liability of Non-convertible Redeemable Debentures (NCRD) at cost and not as per amortised cost as mandated by Ind AS 109-Financial Instruments. Had the NCRD been measured at amortised cost, the borrowing cost for the period to be included in the Property, plant and equipment (PPE), intangible assets and qualifying asset Capital Work-in Progress and Intangible asset under development would be higher by Rs. 5,264.31 lakhs (PY. 5,401.35 lakhs).

Further, the borrowing costs for the period to be recognised as expense would be higher by Rs. 3,636.64 lakhs (PY. 3,936.06 lakhs) on account of borrowing cost attributable to Property, plant and equipment (PPE) and Intangible assets capitalized till the period ended 31st December, 2021, and accordingly Total Comprehensive Income and shareholders' funds both would have been lower by Rs. 3,636.64 lakhs (PY. 3,936.06 lakhs) with



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corresponding effect on Earning Per Share (EPS) of the Company for the period ended 31st December, 2021.

As a result of above, the amount of Property, Plant and Equipment, intangible assets and qualifying assets Capital work-in progress and Intangible asset under development would be higher by Rs. 21,799.50 lakhs (PY. 16,535.19 lakhs) and the corresponding financial liability for the NCRD would have been higher by Rs. 30,985.98 lakhs (PY. 22,085.03 lakhs).



Our report for the previous year was also qualified on above matters.

5. Based on our review conducted as above, except for the possible effect of the matters described in the paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in aforesaid Indian Accounting Standards ('Ind AS'), prescribed under Section 133 of the Act read with relevant rules issued thereunder and other recognized accounting practices and policies, does not present fairly, in all material respects its results of operations for the period then ended.

For CNK & Associates LLP

Chartered Accountants

Firm Registration Number: 101961W/W-100036

Alok Shah

Partner

Membership No.042005

Date: 1st February, 2022

Place: Vadodara

UDIN: 22042005AAAADI1288

Aleor Dermaceuticals Limited
CIN No.- U24302GJ2016PLC092131
Unaudited Balance Sheet As at 31st December, 2021

Rs. In Lakhs

Particulars	As at 31st December, 2021	As at 31st March, 2021
I. ASSETS		
(1) Non Current Assets		
(a) Property, Plant and Equipment	23,424.81	22,428.55
(b) Capital work-in-progress	725.21	1,664.31
(c) Right-of-use Asset	718.95	759.78
(d) Other Intangible assets	9,665.77	8,555.50
(e) Intangible assets under development	24,291.41	23,825.38
(f) Financial Assets		
(i) Investments	22.50	22.50
(ii) Other Financial Assets	29.04	29.04
(g) Other non-current assets	8,339.31	7,510.72
Total Non Current Assets	67,217.01	64,795.78
(2) Current Assets		
(a) Inventories	2,995.34	2,517.95
(b) Financial Assets		
(i) Investments	170.01	-
(ii) Trade Receivables	1,729.58	1,395.95
(iii) Cash and cash equivalents	29.22	22.09
(v) Other Financial Assets	0.27	0.24
(c) Current Tax Assets (Net)	1.23	0.60
(d) Other current assets	738.24	712.61
Total Current Assets	5,663.89	4,649.44
Total Assets	72,880.90	69,445.22
II. EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share capital	50.00	50.00
(b) Other Equity	(20,129.10)	(15,205.49)
Total Equity	(20,079.10)	(15,155.49)
LIABILITIES		
(1) Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	90,200.00	82,200.00
(ia) Lease Liabilities	797.94	809.77
(b) Provisions	111.48	78.72
Total Non Current Liabilities	91,109.41	83,088.49
(2) Current Liabilities		
(a) Financial Liabilities		
(i) Lease Liabilities	15.10	10.54
(ii) Trade Payable -		
(A) Total outstanding dues of micro enterprises and small enterprises	82.40	33.24
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,317.92	972.70
(iii) Others	86.13	118.93
(b) Other current liabilities	301.98	337.99
(c) Provisions	47.07	38.82
Total Current Liabilities	1,850.59	1,512.22
Total Liabilities	92,960.00	84,600.72
Total Equity and Liabilities	72,880.90	69,445.22

As per our review report of even date
For CNK & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Alok Shah
(Partner)
Membership No: 42005
Vadodara: 1st February, 2021



For Aleor Dermaceuticals Limited

Mr. R. K. Baheti
Chairman
DIN : 08332079

Mr. Dhananjay Wyawahare
CEO
Vadodara: 1st February, 2021

Dr. Mohan Sivaraman
Director
DIN : 02573448

Mr. Keval Thakkar
Company Secretary

Aleor Dermaceuticals Limited

CIN No.- U24302GJ2016PLC092131

Statement of unaudited Profit and Loss For the period ended 31st December, 2021

Rs. In Lakhs

Particulars	For the period ended on 31st December, 2021		For the year ended on 31st March, 2021	
I. Revenue from Operations		2,544.65		1,545.89
II. Other Income		136.50		76.92
III. Total Income (I+II)		2,681.15		1,622.81
IV. Expenses				
Cost of Materials Consumed	951.20		964.07	
Purchases of Stock-in-Trade	-		0.95	
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	(68.53)		(352.18)	
Employee Benefits Expense	1,802.77		2,458.87	
Finance Costs	56.10		60.89	
Depreciation and Amortization Expense	2,956.69		3,008.51	
Other Expenses	1,902.28	7,600.51	3,384.29	9,525.39
V. Profit/(loss) before tax		(4,919.36)		(7,902.58)
VI. Tax Expense				
Current Tax	-		-	
Short/(Excess) Tax Provision	-		-	
Deferred Tax	-		-	
VII. Profit/(Loss) for the period		(4,919.36)		(7,902.58)
VIII. Other Comprehensive Income				
(i) Items that will not be reclassified to profit or loss				
Remeasurement of defined benefit plan		(4.25)		(18.84)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-		-
Total Other Comprehensive Income		(4.25)		(18.84)
IX. Total Comprehensive Income/(Loss) for the period		(4,923.61)		(7,921.41)
X. Earnings per equity share:				
1. Basic		(983.87)		(1,580.52)
2. Diluted		(983.87)		(1,580.52)

As per our review report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Alok Shah
Alok Shah
(Partner)
Membership No: 42005
Vadodara: 1st February, 2021



Mr. R. K. Baheti
Mr. R. K. Baheti
Chairman
DIN : 00332079

Mr. Dhananjay Wyawahare
Mr. Dhananjay Wyawahare
CEO
Vadodara: 1st February, 2021

Dr. Mohan Sivasaman
Dr. Mohan Sivasaman
Director
DIN : 02573448

Mr. Keval Thakkar
Mr. Keval Thakkar
Company Secretary

Aleor Dermaceuticals Limited

CIN No.- U24302GJ2016PLC092131

Unaudited Statement of Cashflow as at 31st December, 2021

Rs. In Lakhs

Particulars	As at 31st December, 2021	As at 31st March, 2021
A. Cashflow from Operating activities		
Profit before Taxation	(4,919.36)	(7,902.58)
<i>Adjustments for:</i>		
Depreciation & Amortization	2,956.69	3,008.51
Dividend Income	(0.23)	(0.23)
Gain on Sale of Investments	(84.59)	(67.26)
Interest Income	-	-
Fair Value change of Investment Held for Trading	(0.02)	-
Net unrealised foreign exchange (gain)/loss	(21.13)	28.84
Interest on Lease Liability	56.01	60.07
Remeasurement of Defined benefit obligations	(4.25)	(18.84)
Operating Profit Before Working Capital Changes	(2,016.87)	(4,891.48)
<i>Working capital changes:</i>		
(Increase)/Decrease in Inventories	(477.39)	(1,989.74)
(Increase)/Decrease in Trade Receivables	(315.67)	(1,141.45)
(Increase)/Decrease in Other Assets	(702.85)	(1,703.39)
Increase/(Decrease) in Trade Payables	397.56	184.60
Increase/(Decrease) in Other Liabilities	(36.02)	(89.10)
Increase/(Decrease) in Provisions	41.00	(15.32)
Cash generated from Operations	(3,110.24)	(9,645.87)
Direct Taxes Paid (Net of Refunds)	(0.63)	0.66
Net Cash Outflow from Operating Activities	(3,110.87)	(9,645.21)
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment and Intangible Assets	(4,733.53)	(5,583.60)
Dividend Received	0.23	0.23
Gain on Sale of Investments Received	84.59	67.26
Interest Received	-	-
Net Investment	(169.99)	-
Net cash used in Investing Activities	(4,818.70)	(5,516.11)
C. Cash Flow from Financing Activities		
Proceeds from Long term borrowings	8,000.00	14,500.00
Repayment of Lease Liabilities	(63.28)	(53.28)
Net cash generated from financing activities	7,936.72	14,446.72
Net Increase/(Decrease) in Cash and Cash Equivalents	7.14	(714.61)
Cash and Cash Equivalent at beginning of the year	22.09	736.69
Cash and Cash Equivalent at end of the year	29.22	22.09

As per our review report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036

Alok Shah
Alok Shah
(Partner)
Membership No: 42005
Vadodara: 1st February, 2021



For Aleor Dermaceuticals Limited

Mr. R. K. Baheti
Mr. R. K. Baheti
Chairman
DIN : 00332079

Mr. Dhananjay Wyawahare
Mr. Dhananjay Wyawahare
CEO
Vadodara: 1st February, 2021

Dr. Mohan Sivaraman
Dr. Mohan Sivaraman
Director
DIN : 02573448

Mr. Kevai Thakkar
Mr. Kevai Thakkar
Company Secretary

Aleor Dermaceuticals Limited
CIN No.- U24302GJ2016PLC092131

Statement of Unaudited Changes in Equity As at 31st December, 2021

A) Equity Share Capital


Particulars	31st December, 2021	
	No. of Shares	Rs. In lakhs
Balance as at 1st April, 2020	5,00,000	50.00
Changes in Equity Share Capital during the year	-	-
Balance as at 31st March, 2021	5,00,000	50.00
Balance as at 1st April, 2021	5,00,000	50.00
Changes in Equity Share Capital during the year	-	-
Balance as at 31st December, 2021	5,00,000	50.00

B) Other Equity

Particulars	Retained earnings	Money received against share warrants	Rs. In Lakhs
			Total
Balance as at 1st April, 2020	(7,289.47)	5.39	(7,284.08)
Profit/(Loss) for the year	(7,902.58)	-	(7,902.58)
Other Comprehensive Income/(Loss)	(18.84)	-	(18.84)
Total Comprehensive Income/(Loss)	(7,921.41)	-	(7,921.41)
Balance as at 31st March, 2021	(15,210.88)	5.39	(15,205.49)
Balance as at 1st April, 2021	(15,210.88)	5.39	(15,205.49)
Profit/(Loss) for the year	(4,919.36)	-	(4,919.36)
Other Comprehensive Income/(Loss)	(4.25)	-	(4.25)
Total Comprehensive Income/(Loss)	(4,923.61)	-	(4,923.61)
Balance as at 31st December, 2021	(20,134.49)	5.39	(20,129.10)

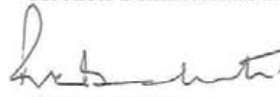
As per our review report of even date

For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W-100036


Alok Shah
(Partner)
Membership No: 42005
Vadodara: 1st February, 2021



For Aleor Dermaceuticals Limited


Mr. R. K. Baheti
Chairman
DIN : 00332079


Mr. Dhananjay Wyawahare
CEO
Vadodara: 1st February, 2021


Dr. Mohan Sivaraman
Director
DIN : 02573448


Mr. Kaval Thakkar
Company Secretary

ALEOR DERMACEUTICALS LIMITED

Notes to Unaudited Interim Financial Statements for the period ended 31st December, 2021.

1. Corporate Information

The Company is a Limited Company domiciled in India and is incorporated on 23rd May, 2016 under the provision of the Companies Act, 2013 applicable in India. The registered office of the Company is located at Alembic Road, Vadodara - 390 003, India. The Company is principally engaged in the manufacturing and selling of Pharmaceuticals products. I.e. Formulations.

2. Basis of Preparation of Financial Statement

These interim financial statements have been prepared in accordance with Indian Accounting Standards 34 (Ind AS 34) "Interim Financial Reporting" under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values and the provisions of Companies Act, 2013. The Ind AS are prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The accounting policy followed in preparation of these Unaudited Interim financial statements are consistent with those followed in the most recent annual financial statements of the company i.e. for the year ended 31st March, 2021.



Alembic Pharmaceuticals Limited

Standalone Balance Sheet

Particulars	Note No	Rs in Crores	
		As at 31st December, 2021	As at 31st March, 2021
I. ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	3	1,462.79	1,452.83
(b) Capital work-in-progress		2,148.78	1,927.63
(c) Investment Property	4	8.35	8.35
(d) Financial Assets :-			
(i) Investments	5	1,121.21	978.25
(e) Other Non-Current Assets- Capital Advance		34.50	35.17
Total non-current assets		4,775.64	4,402.23
(2) Current Assets			
(a) Inventories	6	1,303.82	1,316.78
(b) Financial Assets			
(i) Investments	7	-	186.97
(ii) Trade receivables	8	768.41	407.90
(iii) Cash and cash equivalents	9	11.66	53.44
(iv) Bank balances other than cash and cash equivalents	10	31.43	7.78
(v) Other financial assets	11	36.96	51.09
(c) Current Tax Assets (Net)		2.18	8.78
(d) Other current assets	12	247.99	341.21
Total current assets		2,402.44	2,373.95
TOTAL ASSETS		7,178.08	6,776.18
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	13	39.31	39.31
(b) Other Equity	14	5,481.74	5,214.93
Total equity		5,521.05	5,254.24
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	-	199.89
(ia) Lease liabilities	16	61.04	67.73
(b) Provisions	17	102.56	84.73
(c) Deferred tax liabilities (Net)	18	46.26	46.12
Total non-current liabilities		209.86	398.47
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	614.95	299.90
(ia) Lease liabilities		13.35	12.17
(ii) Trade payables	20		
A) Total outstanding dues of Micro and Small enterprises		8.48	15.31
B) Total outstanding dues of others		495.16	501.63
(iii) Other financial liabilities	21	153.58	165.64
(b) Other current liabilities	22	81.71	75.49
(c) Provisions	23	61.10	51.60
(d) Current Tax Liabilities (Net)		18.84	1.72
Total current liabilities		1,447.17	1,123.46
TOTAL EQUITY AND LIABILITIES		7,178.08	6,776.18

The accompanying notes form an integral part of these Standalone financial statements.

For and on behalf of the Board



Pranav Amin
Managing Director
(DIN: 00245099)

Date: 28/03/2022

Place: Vadodara



R. K. Baheti
Director - Finance & CFO
(DIN: 00332079)

Alembic Pharmaceuticals Limited

Standalone Statement of Profit and Loss

Rs in Crores

Particulars	Note No	For the Nine Months ended 31st December, 2021	For the Year ended 31st March, 2021
I Revenue from Operations	24	3,692.29	5,051.44
II Other Income	25	4.86	9.73
III Total Income		3,697.15	5,061.18
IV Expenses			
Cost of Materials Consumed	26	807.71	1,175.71
Purchase of Stock-in-Trade		257.72	279.33
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	26	40.60	(157.13)
Employee Benefits Expense	27	781.61	948.27
Finance Costs	28	10.75	12.77
Depreciation and Amortization Expense	3	133.36	152.60
Other Expenses	29	1,007.98	1,233.03
Total Expense (IV)		3,039.73	3,644.58
V Profit/(loss) before exceptional items and tax (III-IV)		657.42	1,416.60
VI Exceptional Item		-	-
VII Profit Before Tax (V-VI)		657.42	1,416.60
VIII Tax Expense			
Current Tax		114.79	241.20
IX Profit after Tax (VII-VIII)		542.63	1,175.39
X Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss			
(a) Re-measurements of post-employment benefit obligations		(0.61)	(1.06)
(b) Income tax relating to Re-measurements of post-employment benefit obligations		0.11	0.19
Total Other Comprehensive Income (X)		(0.50)	(0.88)
XI Total Comprehensive Income for the year (IX+X)		542.13	1,174.52
XII Earnings per equity share (FV Rs. 2/- per share) :			
Basic & Diluted (in Rs)		27.61	60.67

The accompanying notes form an integral part of these Standalone financial statements.

For and on behalf of the Board



Pranav Amin
Managing Director
(DIN: 00245099)

Date: 28/03/2022
Place: Vadodara



R. K. Baheti
Director - Finance & CFO
(DIN: 00332079)

	As at 31st December, 2021	As at 31st March, 2021
4 Investment Property :		
Free Hold Land		
Carrying Amount	8.35	8.35
Additions	-	-
Closing Gross Carrying Amount	<u>8.35</u>	<u>8.35</u>
5 Non-Current Financial Investment		
Investments in Equity Instruments-Unquoted		
Valued at Cost		
Investment in Wholly Owned Subsidiaries		
45,00,000 (PY: 45,00,000) equity shares of CHF 1 each fully paid up in Alembic Global Holding SA.	30.31	30.31
1,20,000 (PY: 1,20,000) equity shares of USD 1 each fully paid up in Alembic Pharmaceuticals Inc.	122.36	122.36
Investment in Subsidiary		
300,000 (PY: 300,000) equity shares of Rs.10 each fully paid up in Aleor Dermaceuticals Limited	0.30	0.30
Investment in Associate		
10,00,000 (PY: 10,00,000) equity shares of Rs. 10 each fully paid up in Incozen Therapeutics Pvt. Ltd.	3.00	3.00
Investments in Preference Shares		
Valued at Amortised Cost		
1% Cumulative Redeemable Non-Convertible Preference Shares 2,25,000 (PY: 2,25,000) of Rs.10 each fully paid up in Enviro Infrastructure Company Ltd. (EICL) (Redemption date 14.12.2031)	0.23	0.23
Valued at Fair value through other comprehensive income	22.97	-
5% Optionally Convertible Preference Shares 2875491 (PY: Nil) of USD 0.10433 each fully paid up in Rigimmune. Inc.		
Investments in LLP		
Valued at Fair value through other comprehensive income		
Investment in ABCD Technologies LLP - Profit/ loss Sharing & Voting Ratio 6.45%	40.00	-
Investments in Debentures & Warrants of Subsidiary - Valued at Cost		
Non-Convertible Debentures - Aleor Dermaceuticals Ltd: Considered good	902.00	822.50
Secured CY 30,000 (PY: 30,000) of Rs 1,00,000 Unsecured CY 52,200 (PY: 37,700) of Rs 1,00,000 each maturing on 14.11.2026		
Debenture carrying coupon rate of 10% & 12% to be accrued only when subsidiary start making cash profit.		
Warrants - Aleor Dermaceuticals Ltd CY 5,39,200 (PY 5,39,200) warrants of Re. 1 each	0.05	0.05
Aggregate amount of unquoted Investments	<u>1,121.21</u>	<u>978.25</u>
6 Inventories (Basis of Valuation - Refer Note 2.11)		
Raw Materials	397.56	367.93
Packing Materials	48.27	54.43
Work-in-Process	82.91	66.59
Finished Goods	632.76	709.31
Stock-in-trade	49.96	44.74
Goods in Transit - Finished Goods	61.28	46.87
- Raw Materials	0.88	2.21
Stores and Spares	30.19	24.69
	<u>1,303.82</u>	<u>1,316.78</u>

		Rs in Crores	
		As at 31st December, 2021	As at 31st March, 2021
7	Investments		
	Investment in Mutual Funds at Fair Value		
	Mutual Funds (Unquoted)		
	Debt Fund*	-	186.97
		-	186.97
*Investments in mutual funds have been fair valued at closing net asset value (NAV).			
8	Trade Receivables		
	Unsecured, Considered good	a	768.41
			407.90
	Trade Receivables which have significant increase in credit Risk	2.50	2.36
	Less Allowance for doubtful debts (expected credit loss allowance)	2.50	2.36
		b	-
		(a+b)	768.41
			407.90
9	Cash and Cash Equivalents		
	Balances with Banks	11.44	53.18
	Cash on hand	0.22	0.26
		11.66	53.44
10	Bank Balances Other than Cash and Cash Equivalents		
	Earmarked Balance with Bank		
	Unpaid Dividend Account	6.46	5.90
	Margin Money Deposit Account	24.97	1.88
		31.43	7.78
11	Other Financial Assets (Current)		
	Security Deposits	8.91	8.15
	Fair valuation of Foreign currency derivative contracts	28.05	42.94
		36.96	51.09
12	Other Current Assets (Unsecured, considered good)		
	Advance to Employees	5.96	4.87
	Advance to Suppliers	43.57	35.95
	Pre-paid Expense	32.34	27.10
	Balances with Government Authorities	166.13	273.29
		247.99	341.21

		Rs in Crores	
		As at 31st December, 2021	As at 31st March, 2021
13 Equity Share Capital			
Authorised			
20,00,00,000 - Equity shares of Rs. 2/- each		40.00	40.00
Shares issued, subscribed and fully paid			
19,65,63,124 (PY 18,85,15,914) - Equity shares of Rs. 2/- each		39.31	39.31
		39.31	39.31

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st December, 2021		As at 31st March, 2021	
	Numbers	Rs in Crores	Numbers	Rs in Crores
At the beginning of the year	196,563,124	39.31	188,515,914	37.70
Issued, subscribed and paid up during the year	-	-	8,047,210	1.61
Outstanding at the end of the year	196,563,124	39.31	196,563,124	39.31

The Company through Qualified Institutional Placement (QIP) allotted 80,47,210 equity shares to the eligible Qualified Institutional Buyers (QIBs) at a issue price of Rs 932/- per equity share (including a premium of Rs 930 per equity share) aggregating to Rs 750 Crores on 7th August, 2020. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and Sections 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to QIP are being utilised towards the object stated in the placement document.

Expenses incurred by the company aggregating to Rs. 15.92 Crores, in connection with QIP have been utilised out of general reserve in March 2021.

The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital

The Company is having only one class of shares i.e. Equity carrying a nominal value of Rs. 2/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

The Company declares and pays dividend on the equity shares in Indian Rupees. Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting, except in case of Interim dividend.

14 Other Equity

(Refer statement of changes in equity for detailed movement in other equity balance)

(a) General Reserve	1,807.13	1,769.77
(b) Securities Premium	748.39	748.39
(c) Retained Earnings	2,838.71	2,571.77
(d) Debenture Redemption Reserve	87.50	125.00
Total Other Equity	5,481.74	5,214.93

Nature and purpose of each Reserve

General Reserve :- The reserve is created by transfer of a portion of the net profit.

Securities Premium :- Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with provisions of the Companies Act, 2013.

Debenture Redemption Reserve : The company has created and continue to create debenture redemption reserve out of the profits as prudent practice in accordance with erstwhile provision of Companies Act, 2013.

Notes to Standalone Financial Statements

Rs in Crores

		As at 31st December, 2021	As at 31st March, 2021
15	Borrowings (Non-Current)		
	Unsecured		
	From Bank		
	Term Loan	-	-
	Non-Convertible debentures	-	199.89
		-	199.89

Notes:

(i) Maturity profile and rate of non-convertible debentures are set out as below:

					Rs in Crores
Effective Rate of Interest	2021-22	2022-23	Total Repayment	Amortised Cost Adjustment	Closing Balance
8.42% to 9.05%	150	200	350.00	(0.05)	349.95
Current maturities of long-term debt ((349.95)
Closing Balance					-

16	Lease liabilities	61.04	67.73
		61.04	67.73
17	Provisions (Non-Current)		
	Provision for Employee Benefits		
	Provision for Gratuity	0.89	-
	Provision for Leave benefits	47.02	43.47
	Provision for Non-Saleable return of goods	54.65	41.26
		102.56	84.73
18	Deferred Tax Liabilities (Net)		
	Deferred Tax Liabilities		
	Depreciation	192.96	188.46
	Fair valuation of Investment in mutual funds	0.20	0.46
	a	193.16	188.92
	Deferred Tax Assets		
	Provision for Expected credit loss	0.84	0.82
	MAT Credit Entitlement	113.17	112.14
	Intangible Asset	0.95	1.10
	Expenses claimed for tax purpose on payment basis	25.18	21.76
	Others	6.77	6.97
	b	146.90	142.80
	(a-b)	46.26	46.12

Notes to Standalone Financial Statements

Rs in Crores

	As at 31st December, 2021	As at 31st March, 2021
19 Borrowings (Current)		
Loans repayable on demand		
From Banks		
Secured		
Working Capital Demand Loan	0.01	0.02
First charge on Pari-Passu basis by hypothecation of current assets at interest rate ranging between 7% to 10% repayable on demand		
Unsecured		
Working Capital Demand Loan, Interest rate vary in range from 6.75% to 7.75%	40.00	-
From Other Parties		
Unsecured		
Commercial Paper	225.00	-
(Carrying interest rate ranging between 5.50% to 5.98%)		
Current maturities of long-term debt	349.95	299.88
	614.95	299.90
20 Trade Payables		
Due to Micro and Small Enterprises	8.48	15.31
Others	495.16	501.63
	503.64	516.94
21 Other Financial Liabilities		
Payables on purchase of property, plant and equipment	31.91	32.50
Interest accrued but not due on borrowings	11.06	10.29
Unpaid dividends	6.46	5.90
Trade Deposits	12.36	11.85
Unpaid / Unclaimed matured deposits and interest accrued thereon	0.05	0.05
Payables for Employee benefits	91.75	105.04
	153.58	165.64
22 Other Current Liabilities		
Statutory payable	25.74	51.96
Advance from Customers	55.96	23.52
	81.71	75.49
23 Provisions (Current)		
Provision for Employee Benefits		
Provision for Gratuity	19.06	8.37
Provision for Leave benefits	4.53	3.68
Provision for Non-Saleable return of goods	37.51	39.56
	61.10	51.60

Notes to Standalone Financial Statements

Rs in Crores

		For the Nine Months ended 31st December, 2021	For the Year ended 31st March, 2021
24	Revenue from Operations		
	Sale of products		
	- Domestic	1,611.33	1,674.23
	- Exports	2,045.40	3,260.63
		<u>3,656.72</u>	<u>4,934.86</u>
	Other Operating Revenues		
	- Export Incentives	19.17	91.67
	- Royalty	11.43	17.85
	- Miscellaneous	4.97	7.05
		<u>3,692.29</u>	<u>5,051.44</u>
25	Other Income		
	Dividend	0.00	0.00
	Insurance Claims	0.57	0.56
	Lease Rent Income	0.36	0.40
	Profit on Sales of Assets (net)	0.59	1.39
	Profit on Sales of Investment	1.91	4.28
	Net gain arising on financial assets measured at fair value through profit or loss	-	1.33
	Interest Income	1.39	1.69
	Miscellaneous Income	0.05	0.09
		<u>4.86</u>	<u>9.73</u>
26	Cost of Material Consumed		
	Raw materials and packing materials		
	Inventory at the beginning of the year	424.57	343.16
	Add : Purchases	<u>829.85</u>	<u>1,257.12</u>
		1,254.42	1,600.28
	Less : Inventory at the end of the year	<u>446.72</u>	<u>424.57</u>
		<u>807.71</u>	<u>1,175.71</u>
	Changes in Inventories of Finished Goods, Stock-in-Trade and Work in Progress		
	Work in Process	82.91	66.59
	Finished Goods	694.04	756.18
	Stock-in-Trade	49.96	44.74
	Inventory at the end of the year	<u>826.91</u>	<u>867.51</u>
		a	
	Work in Process	66.59	55.43
	Finished Goods	756.18	607.25
	Stock-in-Trade	44.74	47.71
	Inventory at the beginning of the year	<u>867.51</u>	<u>710.39</u>
		b	
		(b-a)	<u>40.60</u>
			<u>(157.13)</u>
27	Employee Benefits Expense		
	Salaries and Wages	716.56	865.01
	Contribution to Provident and Other funds	45.14	52.22
	Staff welfare expense	19.91	31.04
		<u>781.61</u>	<u>948.27</u>

Notes to Standalone Financial Statements

Rs in Crores

		For the Nine Months ended 31st December, 2021	For the Year ended 31st March, 2021
28	Finance Costs		
	Interest	10.75	12.77
		<u>10.75</u>	<u>12.77</u>
29	Other Expenses		
	Consumption of Stores, Spares, Laboratory Material and Analytical Expense	114.59	230.15
	Power and Fuel	86.75	109.79
	Manufacturing and Labour Charges	11.20	20.09
	Repairs and Maintenance		
	Machinery	24.08	32.77
	Buildings	2.93	10.54
	Others	1.46	34.50
	Freight and Forwarding Charges	95.87	113.45
	Sales Promotion, Service Fees and Commission	391.11	339.68
	Rent	0.04	0.02
	Rates and Taxes	10.87	12.88
	Insurance	9.95	9.08
	Travelling Expense	88.92	105.28
	Communication Expenses	23.22	38.14
	Legal & Professional Fees	83.93	142.27
	Payment to Auditors	0.70	0.81
	Exchange Difference (net)	(33.52)	(73.79)
	Bad Debts written off	-	0.19
	Less : Bad Debts Provision Utilised	-	(0.19)
	Provision for Doubtful Debts	0.15	0.32
	Expenses on CSR Activities	16.70	17.60
	Donation	-	2.14
	Patent Filing & Registration Fees	35.66	56.17
	External Research & Development	39.72	25.38
	Miscellaneous Expenses	3.67	5.75
		<u>1,007.98</u>	<u>1,233.03</u>

Alembic Pharmaceuticals Limited
Notes to Standalone Financial Statement As at 31st December, 2021

Note 3. Property, Plant and Equipment (PPE):

Rs. In Crores

Property, Plant and Equipment	Free Hold Land	Lease Hold Land	Buildings	Plant & Equipment	R&D Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Right to Use Building #	Right to Use Land #	Total
Gross carrying amount											
Carrying Amount as at 1st April 2020	81.03	20.35	345.49	878.64	288.17	22.46	15.98	8.77	92.43	-	1,753.32
Additions/Adjustment	2.25	0.34	59.71	199.84	63.41	1.27	0.61	2.95	7.62	-	338.01
Disposals	-	-	-	(0.87)	(0.45)	-	-	-	(0.27)	-	(1.58)
Closing Gross Carrying Amount	83.28	20.70	405.20	1,077.61	351.13	23.73	16.59	11.73	99.78	-	2,089.75
Accumulated Depreciation											
Depreciation charge during the year	-	11.15	58.14	301.10	82.95	6.09	8.51	3.91	13.37	-	485.21
Disposals	-	0.24	14.96	87.10	30.98	2.22	1.55	1.79	13.77	-	152.60
Closing Accumulated Depreciation	-	-	-	(0.58)	(0.26)	-	-	-	(0.06)	-	(0.90)
Net Carrying Amount as at 1st April, 2020	81.03	9.21	287.35	577.54	205.22	16.37	7.47	4.86	79.06	-	1,268.11
Net Carrying Amount as at 31st March, 2021	83.28	9.31	332.09	689.99	237.47	15.42	6.53	6.03	72.70	-	1,452.83

Gross carrying amount											
Carrying Amount as at 1st April 2021	83.28	20.70	405.20	1,077.61	351.13	23.73	16.59	11.73	99.78	-	2,089.75
Additions/Adjustment	-	-	14.99	87.47	30.01	1.10	4.49	1.81	0.74	3.51	144.13
Disposals	-	-	-	(0.42)	(0.10)	(0.00)	(0.74)	-	(0.85)	-	(2.12)
Closing Gross Carrying Amount	83.28	20.70	420.19	1,164.66	381.04	24.82	20.34	13.54	99.67	3.51	2,231.76
Accumulated Depreciation											
Depreciation charge during the year	-	11.38	73.10	387.62	113.67	8.31	10.06	5.70	27.08	-	636.92
Disposals	-	0.18	12.43	77.35	27.74	1.73	1.49	1.60	10.56	0.29	133.36
Closing Accumulated Depreciation	-	-	-	(0.30)	(0.08)	-	(0.68)	-	(0.25)	-	(1.31)
Net Carrying Amount as at 1st April, 2021	83.28	9.31	332.09	689.99	237.47	15.42	6.53	6.03	72.70	-	1,452.83
Net Carrying Amount as at 31st December, 2021	83.28	9.14	334.66	699.99	239.72	14.78	9.48	6.24	62.28	3.22	1,462.79

Note:

1 The Company does not have any restrictions on the title of its property, plant and equipment.

2 # Please Refer Note No. 2 (2.17).

Alembic Pharmaceuticals Limited
Standalone Statement of Changes in Equity

A. Equity Share Capital

Equity shares of Rs 2/- each issued, subscribed and fully paid	No of Shares	Rs in Crores
Balance at 1st April, 2020		
Equity shares of Rs. 2/- each	188,515,914	39.31
Changes in equity share capital during the year	-	-
Balance at 31st March, 2021	188,515,914	39.31
Balance at 1st April, 2021		
Equity shares of Rs. 2/- each	188,515,914	39.31
Changes in equity share capital during the year	8,047,210	1.61
Balance at 31st December, 2021	196,563,124	40.92

B. Other Equity - Attributable to owners

Rs in Crores

Particulars	General Reserve	Securities Premium	Debenture Redemption Reserve	Retained earnings	Total
Balance at 1st April, 2020 (I)	1,536.06	-	83.33	1,688.92	3,308.32
Other Comprehensive Income				(0.88) *	(0.88)
Profit for the period				1,175.39	1,175.39
Total Comprehensive Income for the year (II)	-	-	-	1,174.52	1,174.52
Issue of share capital		748.39			-
Utilised for QIP expenses	(15.92)				-
Dividends paid including Tax on Dividend				-	-
Reversal of Deferred Tax Asset	(0.37)				(0.37)
Transfer to General Reserve	-				-
Provision for debenture redemption			41.67	(41.67)	-
Profit transferred to General Reserve	250.00			(250.00)	-
Transaction for the year (III)	233.71	748.39	41.67	(291.67)	(0.37)
Balance at 31st March, 2021 (I+II+III)	1,769.77	748.39	125.00	2,571.77	4,482.47
Balance at 1st April, 2021 (I)	1,769.77	748.39	125.00	2,571.77	5,214.93
Other Comprehensive Income				(0.50) *	(0.50)
Profit for the period				542.63	542.63
Total Comprehensive Income for the year (II)	-	-	-	542.13	542.13
Dividends paid including Tax on Dividend				(275.19)	(275.19)
Reversal of Deferred Tax Asset	(0.13)				(0.13)
Provision for debenture redemption	37.50		(37.50)	-	-
Profit transferred to General Reserve	-			-	-
Transaction for the year (III)	37.37	-	(37.50)	(275.19)	(275.32)
Balance at 31st December, 2021 (I+II+III)	1,807.13	748.39	87.50	2,838.71	5,481.74

Note:

* Represents remeasurements of the defined plans

The accompanying notes form an integral part of these Standalone financial statements (note).

For and on behalf of the Board



Pranav Amin
Managing Director
(DIN: 00245099)

Date: 28/03/2022

Place: Vadodara



R. K. Baheti
Director - Finance & CFO
(DIN: 00332079)

ALEMBIC PHARMACEUTICALS LIMITED
Standalone Statement of Cash Flows For the Nine Months ended 31st December, 2021

Particulars	Rs. in Crores	
	For the Nine Months ended 31st December, 2021	For the Year ended 31st March, 2021
A CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Profit before tax	657.42	1,416.60
Adjustments for:		
Depreciation and amortisation	133.36	152.60
Interest charged	10.75	12.77
Interest Income	(1.39)	(1.69)
Dividend Income /Gain on Sale of Investments	(1.91)	(4.28)
Unrealised foreign exchange gain / (loss) (net)	27.65	(94.17)
Fair value (gain)/ loss on financial instruments at fair value through profit or loss	-	(1.33)
Provision / write off for doubtful trade receivables	0.15	0.32
Sundry balances written off / written Back (net)	0.00	0.01
Remeasurement of Defined benefit obligations	(0.61)	(1.06)
Loss/(Profit) on sale of Asset	(0.59)	(1.39)
Operating Profit before change in working capital	824.84	1,478.39
Working capital changes:		
(Increase) / Decrease In Inventories	12.96	(243.60)
(Increase) / Decrease In Trade Receivables	(374.17)	379.20
(Increase) / Decrease In Other Assets	93.74	(143.48)
Increase / (Decrease) In Trade Payables	(13.23)	126.08
Increase In Other Liabilities	(6.34)	104.20
Increase In Provisions	27.33	24.96
Cash generated from operations	565.13	1,725.75
Direct taxes paid (Net of refunds)	(90.96)	(240.45)
Net Cash inflow from Operating Activities (A)	474.16	1,485.30
B CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from Sale of Asset	1.27	0.27
Interest received	1.39	1.69
Dividend /Gain on Sale of Investments received	1.91	4.28
Purchase of property, plant & equipment, intangible assets and Capital Advance	(329.62)	(601.14)
Investment in Subsidiary / LLP	(142.97)	(145.00)
(Purchase)/ sale of current Investments (net)	186.97	(185.64)
Net Cash inflow from Investing Activities (B)	(281.04)	(925.55)
C CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of QIP (net of expenses)	-	734.08
Repayment of borrowings	(150.00)	(379.27)
Net increase / (decrease) In working capital demand loans	264.99	(800.02)
Payment of lease liabilities	(14.45)	(18.19)
Increase in Restricted Bank Balances other than Cash & Cash Equivalents	(23.09)	(0.09)
Dividends paid (including distribution tax)	(275.19)	-
Interest and other finance costs (including borrowing cost capitalised)	(37.60)	(70.11)
Net Cash inflow from Financing Activities (C)	(235.35)	(533.61)
I Net (decrease)/increase in cash and cash equivalents (A+B+C)	(42.23)	26.15
II. a) Cash and cash equivalents at the beginning of the Year	53.44	28.22
b) Effect of exchange differences on restatement of foreign currency cash and cash equivalents	0.45	(0.93)
III. Cash and cash equivalents at the end of the period (I+II)	11.66	53.44
IV. Cash and cash equivalents at the end of the period		
Balances with Banks	11.44	53.18
Cash on hand	0.22	0.26
Cash and cash equivalents	11.66	53.44

The accompanying notes form an integral part of these Standalone financial statements.

For and on behalf of the Board



Pranav Amin
Managing Director
(DIN: 00245099)

Date: 28/03/2022
Place: Vadodara



R. K. Baheti
Director - Finance & CFO
(DIN: 00332079)

Date: 29th March, 2022

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip code: 533573

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Scrip Code: APL LTD

Dear Sir/Madam,

Sub: Submission under Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

This is to inform the exchange that the Board of Directors of the Company at its adjourned meeting held on 29th March, 2022, on recommendation of the Audit Committee has also considered and approved the Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited ('Transferor Company') with Alembic Pharmaceuticals Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder ('Scheme').

The Scheme shall be subject to the approval of shareholders, creditors and debenture holders of the companies involved and other statutory and regulatory approvals, as may be required, including that of National Company Law Tribunal, Ahmedabad Bench.

The Appointed date for the Scheme would be 1st April, 2021.

In terms of Regulation 37(6) of the SEBI Listing Regulations, the provisions of Regulation 37 of Listing Regulations are not applicable to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding company. Hence, 'No Objection Letter' on the Scheme is not required to be obtained from the Stock Exchanges on which equity shares of the Company are listed.

However, in accordance with the provisions of Regulation 37(6) of the SEBI Listing Regulations read with the provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosures and the Stock Exchanges shall disseminate the scheme documents on their websites.

ALEMBIC PHARMACEUTICALS LIMITED

REGD. OFFICE : ALEMBIC ROAD, VADODARA - 390 003, INDIA • TEL : +91-265-2280550 • FAX : +91-265-2282837
Website : www.alembicpharmaceuticals.com • E-mail : alembic@alembic.co.in
CIN : L24230GJ2010PLC061123

In view of above, please find enclosed herewith the following documents:

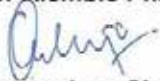
- i. Certified True Copy of the Scheme of Arrangement in the nature of Amalgamation of Aleor Dermaceuticals Limited ('Transferor Company') with Alembic Pharmaceuticals Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder ('Scheme'); and
- ii. Certified True Copy of the Extract of the Resolution passed by the Board of Directors of the Company dated 29th March, 2022.

We request you to please take the above on record and arrange to disseminate the same on the website of the Stock Exchanges.

Thanking you,

Yours faithfully,

For Alembic Pharmaceuticals Limited



Charandeep Singh Saluja
Company Secretary

Encl.: A/a.

ALEMBIC PHARMACEUTICALS LIMITED

REGD. OFFICE : ALEMBIC ROAD, VADODARA - 390 003, INDIA • TEL : +91-265-2280550 • FAX : +91-265-2282837
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CIN : L24230GJ2010PLC061123

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If Undelivered, please return to:
Alembic Pharmaceuticals Limited
Alembic Road, Vadodara – 390 003