



ALKEM LABORATORIES LIMITED

Alkem House, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India.

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E-mail: investors@alkem.com; Website: www.alkemlabs.com;

Corporate Identity Number: L00305MH1973PLC174201

POSTAL BALLOT NOTICE

To
The Member(s),
Alkem Laboratories Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable laws and regulations to transact the following Special Business by the Members of Alkem Laboratories Limited ("the Company") by passing the Resolution appended below, through Postal Ballot which includes e-Voting (voting by electronic means). The Explanatory Statement under Section 102(1) of the Act, setting out the material facts and reasons for the proposed Resolution is also appended herewith and is being sent along with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (COP No. 3531) as Scrutinizer for conducting the voting process through Postal Ballot / e-voting in accordance with the law and in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, 15th June, 2019, the last date for receipt of the completed Postal Ballot Forms, failing which, it will be strictly considered that no reply has been received from the Member. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed business reply envelope.

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members to cast vote by way of e-voting instead of sending physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the Members of the Company. The e-voting facility is available at the link www.evotingindia.com till 5.00 p.m. on Saturday, 15th June, 2019. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Notice. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode will only be considered valid.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot Forms and e-voting data provided by CDSL in a fair and transparent manner. The result of the Postal Ballot will be declared on Monday, 17th June, 2019 by 5.00 p.m. at the Registered Office of the Company located at Alkem House, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), CDSL and posted on the Company's website www.alkemlabs.com/notices-forms-and-voting-result and on the Notice Board of the Company at its Registered Office after the declaration of the results.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

1. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "**Listing Regulations**") and other applicable laws, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of Mr. Nawal Kishore Singh, currently forming part of the Promoter Group of the Company holding 43,11,060 equity shares aggregating to 3.61% of paid up capital of the Company, from 'promoter group' category to 'public' category.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby authorized to submit application for reclassification to the Stock Exchanges wherein securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from the Stock Exchanges on application made by the Company for reclassification of Mr. Nawal Kishore Singh, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same.”

By Order of the Board of Directors

Manish Narang
President - Legal, Company Secretary & Compliance Officer
(ICSI Membership No. F4365)

Place: Mumbai
Date: 8th February, 2019

NOTES

1. Explanatory Statement stating the material facts and reasons for the proposed Resolution No. 1, pursuant to Section 102(1) of the Act is annexed herewith.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 10th May, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self – addressed business reply envelope.
3. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
4. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.
5. Members desiring to exercise vote by physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the form duly completed and signed in the attached self – addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday, 15th June, 2019. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. In compliance with Section 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014 made thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.
7. The shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting by Physical Postal Ballot will be treated as invalid.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 10th May, 2019. The voting period begins on Friday, 17th May, 2019 at 9.00 a.m. and ends on Saturday, 15th June, 2019 at 5.00 p.m.
9. The Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (COP No. 3531) as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before Monday, 17th June, 2019 by 5.00p.m. at the Registered Office of the Company and shall also be displayed on the Company's website (www.alkemlabs.com), notice board at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed, CDSL and Registrar and Share Transfer Agent.
11. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Saturday, 15th June, 2019.
12. In case any member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to rnt.helpdesk@linkintime.co.in or may write to Ms. Ashwini Nemlekar, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: 022-49186000 and for any queries, grievances or issues related to e-voting, members may refer to the Frequently Asked Questions and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013; Phone Number: 1800225533.

INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins on Friday, 17th May, 2019 at 9.00 a.m. and ends on Saturday, 15th June, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 10th May, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN “190506002” of **Alkem Laboratories Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as “**Listing Regulations**”), the Stock Exchange(s) where the Company's equity shares are listed may allow re-classification of promoters as public shareholders or vice versa subject to fulfillment of conditions as provided therein.

In this regard, the Company has received a request from Mr. Nawal Kishore Singh, part of the promoter group under Regulation 31A of the Listing Regulations for re-classification under the 'Public' category (“**Request**”). Mr. Nawal Kishore Singh has also furnished an undertaking confirming that he shall comply with the conditions set out in the Listing Regulations upon re-classification as a 'public' shareholder (“**Undertaking**”). The Request and the Undertaking received from Mr. Nawal Kishore Singh was placed before the Board of Directors at its meeting held on 8th February, 2019.

Mr. Nawal Kishore Singh is part of the promoter group of the Company on account of being an 'immediate relative' (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (“**ICDR Regulations**”) of the Promoters of the Company.

The shareholding of Mr. Nawal Kishore Singh and his immediate relatives as on the date of this notice is as mentioned below:

Name	Shareholding Category	Relation	No. of Shares	% Holding
Mr. Nawal Kishore Singh	Promoter Group	Self	43,11,060	3.61
Mrs. Anju Singh	Public	Spouse	9,44,807	0.79
Ms. Shalini Singh	Public	Daughter	2,91,563	0.24
Ms. Neha Singh	Public	Daughter	1,83,705	0.15
Ms. Khushbu Singh	Public	Daughter	1,60,003	0.13
Ms. Rinu Sharma	Public	Daughter	3,40,000	0.28
Mr. Samprada Singh, Chairman Emeritus	Promoter	Father	15,77,190	1.32
Samprada Singh HUF	Promoter	Coparcener	1,50,800	0.13
Mr. Balmiki Prasad Singh, Executive Director	Promoter	Brother	71,595	0.06
Mr. Satish Kumar Singh	Promoter	Brother	21,444	0.02
TOTAL			80,52,167	6.73

Mr. Samprada Singh, Promoter and Chairman Emeritus, has formed a family trust in name of Samprada & Nanhamati Singh Family Trust (“Trust”). As on the date of this notice, the Trust holds 2,52,05,800 equity shares in the Company aggregating to 21.08% of the share capital of the Company. However, Mr. Nawal Kishore Singh is not on the Board of Trustees of the Trust and neither is he a beneficiary of the Trust.

The Board noted that Mr. Nawal Kishore Singh together with his immediate relatives (as defined under ICDR Regulations) does not hold more than 10% of total voting rights in the Company.

Mr. Nawal Kishore Singh is not associated with the business of the Company in any manner and does not exercise direct or indirect control over the affairs of the Company. Mr. Nawal Kishore Singh resigned from the Board with effect from 2nd January, 2015 and as on date he does not hold any key managerial position and neither does he have any representation on the Board of Directors of the Company and is not engaged in day to day affairs of the Company. He does not in any manner influence the decision taken by the Company and he does not have any special rights in the Company through formal or informal arrangements with the Company including any shareholder agreements. The Board also took note of the representations furnished by Mr. Nawal Kishore Singh confirming that he is not (i) a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018; or (ii) a wilful defaulter per the guidelines issued by the Reserve Bank of India.

The Board of Directors of the Company considered the facts stated above and accepted the Request for re-classification of Mr. Nawal Kishore Singh from the 'promoter group' category to the 'public' category. In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the Notice, for approval of the shareholders.

In accordance with the Listing Regulations, upon re-classification to the 'public' category, Mr. Nawal Kishore Singh shall not (i) hold more than 10% of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements. Further, he shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve his re-classification in the 'public' category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges where its equity shares are listed ("**Stock Exchanges**") or the depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11.00 A.M. to 1.00 P.M. on all working days, till 15th June, 2019 at the Registered office of the Company.

In accordance with the Listing Regulations, Mr. Nawal Kishore Singh and his immediate relatives (*as defined under Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*) shall not vote on this resolution. Other than the directors who are immediate relatives of Mr. Nawal Kishore Singh as aforementioned, none of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 1 of this Notice.

By Order of the Board of Directors

Manish Narang
President - Legal, Company Secretary & Compliance Officer
(ICSI Membership No. F4365)

Place: Mumbai
Date: 8th February, 2019