



Alkem Laboratories Limited

Regd. Office: Alkem House, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

Website: www.alkemlabs.com Email Id: investors@alkem.com

CIN: L00305MH1973PLC174201

Tel.: 022-3982 9999 Fax: 022-2495 2955

POSTAL BALLOT NOTICE

To
The Member(s),
Alkem Laboratories Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (“the Companies Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with the Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 33/2020 dated 28th September, 2020 and Circular No. 39/2020 dated 31st December, 2020, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) 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 (“Postal Ballot”) only by voting through electronic means (“remote e-voting”). The Explanatory Statement under Section 102(1) of the Companies Act, setting out the material facts and reasons for the proposed resolution is also appended to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant. If your e-mail address is not registered with the Company/Depository Participant, please follow the process provided in the Notes appended below to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members on the proposed resolution would only take place through the remote e-voting system.

The Board of Directors of the Company, at its meeting held on 05th February, 2021, appointed CS Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai (COP No. 3531) as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, 23rd February, 2021 and ends at 5.00 p.m. (IST) on Wednesday, 24th March, 2021. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot will be declared on Friday, 26th March, 2021 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) and posted on the Company's website www.alkemlabs.com/voting-result.php 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 of remote e-voting.

POSTAL BALLOT – SHAREHOLDER'S PROPOSED RESOLUTION:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the shareholders of the Company be and is hereby accorded for the amendment, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

- The heading of Clause III(A) “Main Objects of the Company to be pursued by the Company on its incorporation” be changed to “Objects to be pursued by the Company on its incorporation”;
- The heading of Clause III(B) “Objects incidental or ancillary to the attachment of the main objects” be changed to “Matters which are necessary for furtherance of the Objects specified In Clause III(A)”;
- Addition of the sub clauses 1A, 17A and 18A after sub clauses 1, 17 and 18 respectively appearing under Clause III (B) as mentioned below:

Sub clause 1A of Clause III (B)

To carry on any business which the Company is authorised to carry on through any subsidiary company or companies and to enter into any arrangement for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to such business including the power at any time to close any such business either temporarily or permanently.

Sub clause 17A of Clause III (B)

To furnish and provide deposits and guarantee funds, required in relation to any tender or application for any contract, concession, decree, enactments, property or privileges or in relation to the carrying out of any contract, concession, decree or enactments.

Sub clause 18A of Clause III (B)

To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money to or by any such persons or companies and generally to give guarantees and indemnities as may be necessary in this regard.

- d. Clause III(C) "Other Objects" be deleted in its entirety.
- e. Other amendments required to align the existing Memorandum of Association with Table A of the Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the above, consent of the shareholders of the Company be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

IV. The liability of the member(s) is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to sign, execute, submit and file the relevant forms, documents etc. and to do all acts, deeds and things as may be deemed necessary to give effect to this resolution.

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: 05th February, 2021

NOTES

1. Explanatory Statement stating the material facts and reasons for the proposed Special Resolution, pursuant to Section 102(1) of the Companies Act is annexed herewith.
2. In compliance with the Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 33/2020 dated 28th September, 2020 and Circular No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant.

If your e-mail address is not registered with the Company/Depository Participant, you may register on or before 5:00 p.m. (IST) on Friday, 12th March, 2021 to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by completing the process for registration of e-mail address as under:

(a) Registration of email ID for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(b) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(c) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

3. 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 Saturday, 13th February, 2021.
4. Voting rights in the remote 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. In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is offering remote 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 forms part of this Notice.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Saturday, 13th February, 2021. The voting period begins on Tuesday, 23rd February, 2021 at 09.00 a.m. and ends on Wednesday, 24th March, 2021 at 5.00 p.m.
7. 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 through remote e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the remote e-voting by Postal Ballot will be announced by the Chairman or a person duly authorized by him in writing on or before Friday, 26th March, 2021 by 5.00 p.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 Agents.

9. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 24th March, 2021.
10. 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, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 or call on 022-23058542/43.

INSTRUCTIONS FOR E-VOTING:

- (I) The voting period begins on Tuesday, 23rd February, 2021 at 09.00 a.m. and ends on Wednesday, 24th March, 2021 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on 13th February, 2021 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company. OR Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login-Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (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) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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 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 changed 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Board of Directors in its meeting held on 05th February, 2021 had approved to alter the Memorandum of Association of the Company to align it as per the provisions of Table A of the Schedule I of the Companies Act, 2013 by carrying out the following necessary changes:

- The heading of **Clause III(A)** “Main Objects of the Company to be pursued by the Company on its incorporation” be changed to “Objects to be pursued by the Company on its incorporation”;
- The heading of **Clause III(B)** “Objects incidental or ancillary to the attachment of the main objects” be changed to “Matters which are necessary for furtherance of the Objects specified in Clause III(A)”;

- Addition of the sub clauses 1A, 17A and 18A after sub clauses 1, 17 and 18 respectively appearing under Clause III (B) as mentioned below:

Sub clause 1A of Clause III (B)

To carry on any business which the Company is authorised to carry on through any subsidiary company or companies and to enter into any arrangement for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to such business including the power at any time to close any such business either temporarily or permanently.

Sub clause 17A of Clause III (B)

To furnish and provide deposits and guarantee funds, required in relation to any tender or application for any contract, concession, decree, enactments, property or privileges or in relation to the carrying out of any contract, concession, decree or enactments.

Sub clause 18A of Clause III (B)

To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money to or by any such persons or companies and generally to give guarantees and indemnities as may be necessary in this regard.

- Clause III(C) “Other Objects” be deleted in its entirety.
- Other amendments required to align the existing Memorandum of Association with Table A of the Schedule I of the Companies Act, 2013
- Clause IV be substituted to “The liability of the member(s) is limited to the amount unpaid, if any, on the shares held by them”.

Accordingly, the Board recommends the Special Resolution set out in the Notice for approval of the Members.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested in this Resolution.

By Order of the Board of Directors

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

Place: Mumbai

Date: 05th February, 2021