

**ALKEM LABORATORIES LTD.**

Regd. Office : ALKEM HOUSE, Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400 013, Maharashtra, India.

- Phone: +91-22-3982 9999 • Fax: 022-2495 2955
- Email: contact@alkem.com • Website: www.alkemlabs.com
- CIN: L00305MH1973PLC174201

29th August, 2022

The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. <i>Scrip Code: 539523</i>	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051. <i>Scrip Symbol: ALKEM</i>
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Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In furtherance to our intimation dated 05th August, 2022, this is to inform you that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting postal ballot (only by means of remote e-voting) for seeking approval of Members of the Company for business as specified in the Postal Ballot Notice dated 05th August, 2022 (“Postal Ballot Notice”).

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice.

In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2021 dated 08th December, 2021 and Circular No. 03/2022 dated 05th May, 2022 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 and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 19th August, 2022 (“Cut-off date”). 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 Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period commences on Tuesday, 30th August, 2022 at 9.00 am and shall remain open for a period of 30 days i.e. till Wednesday, 28th September, 2022 at 5.00 pm. CS Mannish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer for conducting Postal Ballot process in fair and transparent manner.



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The Members whose e-mail address is not registered with the Company/Depository Participant, may register by clicking the link: https://linkintime.co.in/emailreg/email_register.html and complete the registration process to receive the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting

This Postal Ballot Notice will also be available on the Company's website <https://www.alkemlabs.com/> and on the website of CDSL.

Kindly take note of the same.

Sincerely,

For Alkem Laboratories Limited


Manish Narang
President - Legal, Company Secretary & Compliance Officer

Encl.: a/a



ALKEM LABORATORIES LIMITED

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

Tel No: +91 22 3982 9999; Fax No: +91 22 2492 7190

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

Corporate Identity Number: L00305MH1973PLC174201

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

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. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 08th December, 2021 and Circular No. 03/2022 dated 05th May, 2022, 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 circulars, 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 and other applicable provisions of the Act, read with Rules, setting out the material facts and reasons for the proposed resolution is also appended to this Postal Ballot 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 August, 2022, appointed CS Mannish 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 and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizers decision on the validity of the Postal Ballot shall be final.

For the purpose of remote e-voting, the Company has engaged the services of Central Depository Services Limited (CDSL). Members are required to vote through the remote e-voting platform provided by CDSL.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, 30th August, 2022 and ends at 5.00 p.m. (IST) on Wednesday, 28th September, 2022. 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 latest by Friday, 30th September, 2022 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 – SHAREHOLDERS' PROPOSED RESOLUTION:

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

PROPOSED RESOLUTION:

1. APPOINTMENT OF MR. SUJJAIN TALWAR (DIN: 01756539) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of Companies Act, 2013, as amended (including any statutory modifications, enactments or re-enactments thereof for the time being in force) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, and recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Company be and is hereby accorded for the appointment of Mr. Sujjain Talwar (DIN: 01756539), in respect of whom the Notice has been received from a Member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. 05th August, 2022 upto 04th August, 2027 and whose office shall not be liable to retire by rotation.

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 August, 2022

NOTES

1. Explanatory Statement stating the material facts and reasons for the proposed Special Business, 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. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 10/2021 dated 23rd June, 2021, Circular No. 20/2021 dated 08th December, 2021 and Circular No. 03/2022 dated 05th May, 2022 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, 09th September, 2022 to receive this Postal Ballot Notice and the procedure 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 website 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 E mail 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 by 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 by 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 on the link: https://linkintime.co.in/emailreg/email_register.html in their website 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 email 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 Friday, 19th August, 2022.
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 remote 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 Equity Shares registered in the names of the Members as on Friday, 19th August, 2022. The voting period begins on Tuesday, 30th August, 2022 at 09.00 a.m. and ends on Wednesday, 28th September, 2022 at 5.00 p.m.
7. The Company has appointed CS Mannish 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, 30th September, 2022 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 CDSL, Registrar and Share Transfer Agent, BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
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, 28th September, 2022.
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 Pvt. Ltd, 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 remote 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. Rakesh Dalvi- Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 or call on 022-23058542/43.
11. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website at www.alkemlabs.com and website of CDSL at www.cdslindia.com.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of remote e-voting. Members seeking to inspect such documents can send an email to investors@alkem.com.

INSTRUCTIONS FOR E-VOTING:

- (i) The remote e-voting period begins on Tuesday, 30th August, 2022 at 9.00 a.m. and ends on Wednesday, 28th September, 2022 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 28th September, 2022.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th 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. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) 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 able to see the e-voting option where e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
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.nsd.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider 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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 and 22-23058542-43.
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 22 44 30

(iv) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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/LIPL or contact LIPL.
PAN	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 (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Alkem Laboratories Limited on which you choose to vote.

- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xiv) 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.
- (xv) 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 in the “Corporates” module.
 - 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 scrutiniser to verify the same. The authorization in respect of Representative(s) of the Corporation shall be received by the scrutiniser /Company before close of e-voting.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; investors@alkem.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvi) 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. Rakesh Dalvi (022- 23058542/43).

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

Item No. 1

In terms of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier and that the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the Board recommends the passing of the Special Resolution for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, as amended (including any statutory modifications, enactments or re-enactments thereof for the time being in force) the appointment of an Independent Director requires approval of the shareholders. Based on the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 05th August, 2022 had appointed Mr. Sujjain Talwar (DIN: 01756539) as Additional Director, pursuant to Section 161 and applicable provisions of the Companies Act, 2013 and the rules made thereunder, designated as an Independent Director, subject to approval of the shareholders for a term of five (5) consecutive years w.e.f. 05th August, 2022 upto 04th August, 2027.

The proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Sujjain Talwar that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”). Mr. Sujjain Talwar is registered with the Indian

Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA, for a period of 5 (Five) years. In the opinion of the Board Mr. Sujjain Talwar fulfills the conditions for appointment as an Independent Director of the Company as specified in the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations.

Brief Profile of Mr. Sujjain Talwar is as below:

Mr. Sujjain Talwar is a co-founding Partner of Economic Laws Practice (ELP) a leading Tier 1 full-service law firm in India having over 25 years of experience in corporate, infrastructure, hospitality and banking & finance laws and is a qualified Solicitor in India as well as England and Wales. He has worked extensively on private sector participation initiatives in various infrastructure projects in India and abroad. His work includes infrastructure projects in the regions, including Yemen, Fujairah, Djibouti and the Maldives. He has international experience in managing public-private participation across various infrastructure sectors including water, roads, ports and airports.

Considering the expertise and immense experience, Mr. Sujjain Talwar possesses the skill and capabilities required for the position of an Independent Director in the Company.

The Independent Director will be entitled to sitting fees and commission as may be decided by the Board of Directors.

The letter of appointment of Mr. Sujjain Talwar setting out the terms and conditions of his appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on investors@alkem.com.

The Company has received a notice in writing from a Member, under section 160 of the Companies Act proposing his candidature. The Board recommends the Special Resolution set out in Item No. 1 of the Postal Ballot Notice for approval of the Shareholders. Disclosure as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is given as an Annexure to this Explanatory Statement.

Save and except the above Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the proposed special resolution.

By Order of the Board of Directors

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

Place: Mumbai

Date: 05th August, 2022

ANNEXURE TO ITEM NO. 1

(in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Sujain Talwar
DIN	01756539
Date of Birth	22/03/1964
Age	58 years
Qualifications	B. Com, LLB and Solicitor
Experience	Over 25 years
Expertise in specific functional area	Senior Lawyer with expertise in Banking & Finance; Corporate, Infrastructure & Energy and Hospitality Laws.
Skills and capabilities	Expert in conflict resolution, an in-depth knowledge of law, excellent communication skills, business acumen to assess the applicability of various laws.
Terms and conditions of appointment alongwith details of remuneration sought to be paid	Shall be eligible for payment of sitting fees for attending meetings of the Board and its Committees where he is a member and profit-linked commission which shall be decided by the Board of Directors from time-to-time.
Number of shares held in the Company	Nil
List of Directorships held in other listed companies	Carborundum Universal Limited
List of Directorships in listed Companies from which the person has resigned in the past three years	None
Chairmanship/Membership of Committees: Audit and Stakeholders' Relationship Committees across Public Companies	Member of Audit Committee of Carborundum Universal Limited.
Relationship between Directors inter se	Not related to any Directors of the Company.