

**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

03rd July, 2025

To,

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

Dear Sir(s)/Madam,

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 Rules 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 18th June, 2025 (“Postal Ballot Notice”). In terms of Regulation 30 of the SEBI LODR Regulations, please find enclosed herewith the Postal Ballot Notice.

In compliance with the Ministry of Corporate Affairs Circular nos. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 02/2021 dated 13th January, 2021, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 08th December, 2021, No. 03/2022 dated 05th May, 2022, No. 11/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 the 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/ Register of Beneficial Owners of the Company maintained by the Depositories as on the cut-off date i.e. Friday, 27th June, 2025. The communication of the assent or dissent of Members on the proposed resolution would only take place through remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, 04th July, 2025 at 09.00 a.m. and shall remain open for a period of 30 days i.e. till Saturday, 02nd August, 2025 at 05.00 p.m. CS Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer for conducting the Postal Ballot process in a 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://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website <https://web.in.mpms.mufg.com/> in the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein to receive the Postal Ballot Notice and the procedure for remote e-voting along with login ID and password thereof.

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

Request you to kindly take a 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:**022 2495 2955

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 (“Companies Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with the Circular Nos. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 02/2021 dated 13th January, 2021, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 08th December, 2021 No. 03/2022 dated 05th May, 2022, No. 11/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 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 (“SEBI LODR 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 Act and other applicable provisions of the Companies Act, read with Rules made thereunder setting out the material facts and reasons for the proposed resolutions are 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 Participants. If your e-mail address is not registered with the Company/Depository Participants, 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 resolutions would only take place through the remote e-voting system.

The Board of Directors of the Company, at its meeting held on 18th June, 2025, 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 and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer’s 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 (India) Limited (“CDSL”). Members are required to vote through the remote e-voting platform provided by CDSL.

The remote e-voting period commences from 09.00 a.m. (IST) on Friday, 04th July, 2025 and ends at 05.00 p.m. (IST) on Saturday, 02nd August, 2025. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of votes cast through remote e-voting. The result of the Postal Ballot will be declared latest by Tuesday,

05th August, 2025 by 05.00 p.m. at the Registered Office of the Company situated 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 <https://www.alkemlabs.com/investors/postal-ballot> and displayed 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:

1. Appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications, enactments or re-enactments thereof for the time being in force) (“Act”), Regulation 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI LODR Regulations”), the Articles of Association of the Company, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Diwakar Gupta (DIN: 01274552) who was appointed as an Additional Director designated as an Independent Director of the Company w.e.f. 13th July, 2025, who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th July, 2025 upto 12th July, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI LODR Regulations, approval be and is hereby accorded for continuation of Mr. Diwakar Gupta, beyond 25th July, 2028, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to sign, execute, submit and file the relevant forms, documents etc. with the office of the Registrar of Companies as per the applicable provisions of the Act 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 and/or Company Secretary be submitted to the concerned authorities including the Registrar of Companies 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: 18th June, 2025

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 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 05:00 p.m. (IST) on Friday, 11th July, 2025 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) 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.

(b) 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 M/s. MUFG Intime India Private Limited (MUFG) formerly known as (M/s. Link Intime India Private Limited) by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website <https://web.in.mpms.mufg.com/> in the Investor Services tab by choosing the email 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. This Postal Ballot Notice 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 CDSL as on Friday, 27th June, 2025.
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 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR 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 Postal Ballot 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, 27th June, 2025. The voting period begins on Friday, 04th July, 2025 at 09.00 a.m. and ends on Saturday, 02nd August, 2025 at 05.00 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 Tuesday, 05th August, 2025 by 05.00 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 Agents and Stock Exchanges viz. NSE and BSE where the shares of the Company are listed.

9. 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 <https://www.alkemlabs.com/investors/postal-ballot> and website of CDSL at www.cdslindia.com.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 02nd August, 2025.
11. In case any Member has queries, grievances or issues relating to Postal Ballot, Members are requested to write an email to rnt.helpdesk@in.mpms.muvg.com or may write to Ms. Ashwini Nemlekar, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime"), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Contact Number: +91 810 811 6767 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, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 or toll free no. 1800 22 55 33.
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 REMOTE E-VOTING:

- (i) The remote e-voting period begins on Friday, 04th July, 2025 at 09.00 a.m. and ends on Saturday, 02nd July, 2025 at 05.00 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. 27th June, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 02nd August, 2025.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of SEBI LODR 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. Shareholders 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 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 the evoting 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. 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 clickat 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

	4) provider website for casting your vote during the remote e-Voting period. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 website for casting your vote during the remote e-Voting period.

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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

(iv) Login method for e-voting for **Physical Shareholders and Shareholders other than individual holding in demat form**

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 Physical Shareholders and other than individual Shareholders holding shares in demat 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/ MUFG or contact MUFG
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.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non-Individual Shareholders and Custodians- For remote e-voting only:
- 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 Scrutinizer and to the Company at the email address viz; investors@alkem.com (designated email address by company), 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 at toll free no. 1800 21 09911

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

Item No. 1

In terms of Regulation 17(IC) of the SEBI LODR 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 is subject to the approval of the 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, the appointment of an Independent Director requires approval of the shareholders. Based on the Articles of Association of the Company and the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 18th June, 2025 had appointed Mr Diwakar Gupta (DIN: 01274552) as an Additional Director w.e.f. 13th July, 2025, pursuant to Section 161 and other applicable provisions of the Companies Act and the rules made thereunder, designated as an Independent Director of the Company, subject to approval of shareholders for a term of 5 (five) consecutive years w.e.f. 13th July, 2025 to 12th July, 2030.

Pursuant to the requirements under Regulation 17(1A) of SEBI LODR Regulations, no listed entity shall appoint a person, re-appoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Mr. Diwakar Gupta shall be attaining the age of 75 years during the continuation of his term i.e., on 25th July, 2028. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given her consent to act as a Director. The Company has also received a declaration from Mr. Diwakar Gupta that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act read with rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI LODR Regulations. Mr. Diwakar Gupta is registered with the Indian Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA. In the opinion of the Board, he possesses the requisite expertise, skills, capabilities and also fulfills the conditions for appointment as an Independent Director of the Company as specified in the Companies Act read with the rules made thereunder and the SEBI LODR Regulations.

Brief Profile of Mr. Diwakar Gupta is as below:

Mr. Diwakar Gupta is a career banker with over 50 years of experience in banking and financial services. He is currently serving as a Non- Executive Chairman of National Asset Reconstruction Company Limited and a Senior Advisor with True North, a leading India-focused PE fund. He is also serving as an Independent Director on the Boards of CRISIL Ratings Ltd, CRISIL ESG Ratings & Analytics Ltd., Mahindra Holidays & Resorts India Ltd. and its Finland-based subsidiary, Holiday Club Resorts Oy, Mahindra Susten, Mahindra & Mahindra Financial Services Ltd., and SMFG India Credit Company (erstwhile FICC). He has been closely associated with the RBI and various other governmental agencies throughout his career.

The Company has received a notice in writing from a Member, under Section 160(1) of the Companies Act and Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, proposing her candidature. A copy of the letter of appointment setting out the terms and conditions is available for electronic inspection by the Members. Members who wish to inspect the same are requested to send a request on investors@alkem.com.

The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members. Disclosure as required under Regulation 36 of SEBI LODR 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: 18th June, 2025

ANNEXURE TO ITEM NO. 1

(in pursuance of Regulation 36 of the SEBI LODR Regulations, read with Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Diwakar Gupta
DIN	01274552
Date of Birth	25 th July, 1953
Age (in years)	72 years
Qualifications	Master of Science (Physics) and Bachelor of Science Honors (Physics)
Experience	Over 50 years
Expertise in specific functional areas	Banking and Finance
Skills and capabilities	Refer to Item No. 1 of the Explanatory Statement.
Brief Profile	Mr. Diwakar Gupta is a career banker with over 50 years of experience in banking and financial services. He is currently serving as a Non-Executive Chairman of National Asset Reconstruction Company Limited and a Senior Advisor with True North, a leading India-focused PE fund. He is also serving as an Independent Director on the Boards of CRISIL Ratings Ltd, CRISIL ESG Ratings & Analytics Ltd., Mahindra Holidays & Resorts India Ltd. and its Finland based subsidiary, Holiday Club Resorts Oy, Mahindra Susten, Mahindra & Mahindra Financial Services Ltd., and SMFG India Credit Company (erstwhile FICC). He has been closely associated with the RBI and various other governmental agencies throughout his career.
Date of first appointment on the Board	13 th July, 2025
Terms and conditions of appointment	Shall be eligible for payment of sitting fees for attending meetings of the Board and such Committees of the Board 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 in other listed Companies	1. Mahindra and Mahindra Financial Services Limited 2. Mahindra Holidays & Resorts India Limited
List of Directorships in listed companies from which the person has resigned in the past three years	NIL
Chairmanship/Membership of Audit and Stakeholders' Relationship Committees across Public Companies	1. Chairman of Audit Committee of Mahindra & Mahindra Financial Services Limited 2. Chairman of Audit Committee of Mahindra Holidays & Resorts India Limited 3. Chairman of Audit Committee of SMFG India Credit Company Limited
Relationship between Directors inter se	Not related to any Director of the Company.