



ALKEM

ALKEM LABORATORIES LIMITED

CIN: L00305MH1973PLC174201

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Notice

(pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that the Fiftieth (50th) Annual General Meeting ("AGM") of the Members of Alkem Laboratories Limited (the "Company") will be held on Friday, 30th August, 2024 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for financial year ended 31st March, 2024 and the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on Equity Shares for financial year ended 31st March, 2024.
3. To appoint a Director in place of Mrs. Madhurima Singh (DIN: 09137323), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Sarvesh Singh (DIN: 01278229), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company and to fix their fees:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 read with the Companies (Audit & Auditors) Rules, 2014, and such other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and upon the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.

117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this 50th Annual General Meeting until the conclusion of 55th Annual General Meeting of the Company to be held in the year 2029, on such fees as may be decided by the Board of Directors of the Company and the Statutory Auditors.

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 of the Company be submitted to the concerned authorities and they be requested to act upon the same."

SPECIAL BUSINESS:

6. 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 196, 197 and 198 read with Schedule V of the Companies Act, 2013, as amended ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded that Mr. Basudeo N. Singh (DIN: 00760310), in respect of whom, notice has been received from a Member under Section 160 of the Act, be re-appointed as an Executive Chairman of the Company, not liable to retire by rotation, for a further term of 3 (three) consecutive years w.e.f. 01st April, 2025 upto 31st March, 2028, at a remuneration of ₹ 1,60,43,936/- (Rupees One Crore Sixty Lakhs Forty-Three Thousand Nine Hundred and Thirty Six only) per month, and that he shall also be entitled for the following benefits:

- (i) **Medical Reimbursement:**
Medical reimbursement for himself and his family subject to a ceiling of ₹ 3,00,000/- per year.
- (ii) **Leave Travel Allowance:**
Leave Travel Allowance for himself and his family once in a year which shall not exceed one month's salary.
- (iii) **Personal Accident Insurance Premium:**
The Company shall also reimburse the Personal Accident Insurance Premium.
- (iv) **Provident Fund and Family Pension:**
Benefit of Provident Fund and Family Pension as per the Company's rules.
- (v) **Gratuity:**
Gratuity payable shall not exceed half month's salary for each completed year of service.
- (vi) **Encashment of Leave not availed:**
Unavailed leaves shall be encashed at the end of the tenure.
- (vii) **Company's Car and Driver:**
He shall be entitled for two Company cars with two drivers.
- (viii) **Club Fees:**
He shall be entitled for Entrance and Annual membership fees of any one club.
- (ix) **Domestic Help:**
He shall be entitled for two domestic help personnel.
- (x) **Hospitalisation Mediclaim/ Group Term Policy:**
As per Company's Policy.

Other terms

- (a) **Leave:**
As per rules of the Company.
- (b) **Sitting fees:**
He shall not be entitled for sitting fees for attending the meetings of the Board of Directors or of the Committees constituted by the Board of Directors.
- (c) He shall be entitled to re-imburement of expenses incurred in the course of legitimate business purpose of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve the increments, from time to time, not exceeding 20% p.a. of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to file the relevant forms, documents, applications and returns with the office of the Registrar of Companies and Central Government (if required) as per the applicable provisions of the Act and to do all acts, deeds and things including signing of documents and filing of forms and applications with governmental and regulatory authorities as may be deemed necessary to give effect to the above resolution.

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

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013, as amended ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the relevant provisions of the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sarvesh Singh (DIN: 01278229) as an Executive Director of the Company, liable to retire by rotation, for a further term of 5 (five) consecutive years with effect from 11th November, 2024 upto 10th November, 2029 ("Service Period"), at a remuneration of ₹ 35,45,552/- (Rupees Thirty Five Lakhs Forty Five Thousand Five Hundred and Fifty Two only) per month and that he shall also be entitled for the following benefits:

- (i) **Medical Reimbursement:**
He shall get medical reimbursement for himself and his family subject to a ceiling of ₹ 16,667/- per month.
- (ii) **Leave Travel Allowance:**
He shall get Leave Travel Allowance for himself and his family once in a year which shall not exceed one month's salary.
- (iii) **Personal Accident Insurance Premium:**
The Company shall also reimburse the Personal Accident Insurance Premium.
- (iv) **Provident Fund and Family Pension:**
He shall get benefit of Provident Fund and Family Pension as per the Company's rules.

(v) Gratuity:

As per the rules of the Company.

(vi) Encashment of Leave:

As per the rules of the Company.

(vii) Company's Car and Driver:

He shall be entitled to two Company cars with two drivers use on actual basis.

(viii) Club Fees:

He shall be entitled for Entrance and Annual membership fees of any one club.

(ix) Domestic Help:

He shall be entitled for two domestic help personnel.

(x) Hospitalisation Medclaim/ Group Term Policy:

As per Company's Policy.

Other terms**(a) Leave:**

As per rules of the Company.

(b) Sitting fees:

He shall not be entitled for sitting fees for attending the meeting of the Board of Directors of the Company.

(c) He shall be entitled to re-imburement of expenses incurred in the course of legitimate business purpose of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to approve increments, from time to time during the Service Period, not exceeding 20% p.a. of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company and such increment shall be effective from 11th November of the relevant year of service during the Service Period in which such increment has been awarded.

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 of the Company be submitted to the concerned authorities and they be requested to act upon the same."

8. 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 149 and 152 read with Schedule IV and other applicable

provisions, if any, of the Companies Act, 2013, as amended ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), Mr. Narendra Kumar Aneja, whose term of office as an Independent Director will expire on 15th March, 2025, has given his consent for re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI LODR Regulations and is eligible for re-appointment and whose re-appointment as an Independent Director has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded that Mr. Narendra Kumar Aneja (DIN: 00124302), in respect of whom notice has been received from a Member of the Company under Section 160 of the Act, be re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of five (5) consecutive years w.e.f. 16th March, 2025 upto 15th March, 2030.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to file the relevant forms, documents and returns 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 the above resolution.

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

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

"**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, as amended, the fees, as approved by the Board of Directors, amounting to ₹ 14,00,000/- (Rupees Fourteen Lakhs only) plus applicable taxes and re-imburement at actuals of out of pocket expenses subject to a maximum limit of 3% of total fees i.e. ₹ 42,000/- (Rupees Forty Two Thousand only) incurred in connection with the audit, payable to Mr. Suresh D. Shenoy, Cost Accountant (Membership No. 8318), who was appointed by the Board of Directors of the Company as Cost Auditor to conduct audit of cost records maintained by the Company for financial year ended 31st March, 2024, be and is hereby ratified.

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."

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 05th May, 2020 read with General Circulars dated 08th April, 2020, 13th April, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 08th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 as amended (collectively referred to as "MCA General Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), MCA General Circulars and subsequent circulars issued by SEBI, the AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at "ALKEM HOUSE", Senapati Bapat Marg, Lower Parel, Mumbai – 400013.
2. The Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business covered under Item Nos. 6, 7, 8 and 9 to be transacted at the AGM is annexed hereto. In respect of resolutions proposed at Item Nos. 3, 4, 6, 7 and 8 a statement giving additional information on the Directors seeking re-appointment is annexed hereto as required under SEBI LODR Regulations, read with Secretarial Standard – 2 on General Meetings.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Members can login and join 30 minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time. Members are allowed to participate on first come-first served basis, as participation through video conferencing is limited upto 1000 Members only. However, the participation of Members holding 2% or more, Promoters, Institutional Investors, Directors, Auditors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee etc. are not restricted on first come first served basis.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are advised to make nomination in respect of their shareholdings in the Company with their respective Depository Participants.
7. The final dividend on equity shares as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Wednesday, 04th September, 2024 to those Members or their mandates whose names appear:
 - a) As Members in the Registrar of Members of the Company on the record date i.e. Saturday, 10th August, 2024; and
 - b) As beneficial owners on the record date as per the lists to be furnished by Depositories in respect of shares held in electronic form.
8. Members who have not claimed their dividend(s) are requested to make their claim to the Company at the Registered Office or to the Registrar & Share Transfer Agent of the Company at the earliest but not later than the due dates for transfer to Investor Education and Protection Fund (IEPF). The details of unpaid or unclaimed dividend(s), along with the due dates for transfer to the IEPF of the Central Government pursuant to Section 124 of the Act are provided in point no.14(d) of Corporate Governance Report, which forms part of the Board of Directors Report.
9. Members are requested to update their Bank Mandate / NECS / Direct Credit details / Name / Address / Power of Attorney and update their Core Banking Solutions enabled account number with the Depository Participants with whom they maintain their demat accounts.
10. In case, the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of details of the bank account, the Company shall dispatch dividend warrants to such Members by post.
11. Non-resident Indian Members are requested to immediately inform their Depository Participants about:
 - the change in the residential status on return to India for permanent settlement;
 - the particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members may note that in terms of the provisions of the Income-Tax Act, 1961 ("the IT Act") as amended by and read with the Finance Act, 2020, with effect from 01st April, 2020, dividend distributed or paid by a Company shall be taxable in the hands of the Members and the Company shall be therefore required to deduct tax at source (TDS) from dividend paid to the Members at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the following documents in accordance with the provisions of the IT Act.
 - (i) **For Resident Members:** TDS shall be made under Section 194 of the IT Act @ 10% on the amount of dividend declared and paid by the Company during financial year 2023-24 unless exempt under any of the provisions of the IT Act, provided PAN is registered by the Member. However, in case of individuals, TDS would not apply if the aggregate of total dividend

distributed to them by the Company during financial year 2024-25 does not exceed ₹ 5,000/-.

TDS shall not be deducted in cases where a Member provides Form 15G (applicable to individual) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. Form 15G and 15H can be downloaded from the following link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. Members are requested to click on General Tab, wherein all the forms are available under the head "Form 15G/15H/10F". Please note that all fields are mandatory and Company may at its sole discretion reject any such form that does not fulfil the requirement of law.

In order to provide exemption from withholding of tax, the following organizations must provide a self-declaration as listed below:

- a) **Insurance Companies:** A declaration that they are beneficial owners of shares held.
- b) **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the IT Act along with copy of registration documents (self-attested).
- c) **Alternative Investment Fund (AIF) established in India:** A declaration that its income is exempt under Section 10(23FBA) of the IT Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents (self-attested) should be provided.
- d) **Other Non-Individual shareholders** who are holding certificate issued by the Income- Tax Department u/s. 197 of the IT Act for lower / nil rate or exempt from TDS under provisions of Section 194 of the IT Act or who are covered u/s 196 of the IT Act, are required to submit an attested copy of the PAN along with the documentary evidence in relation to the exemption/ lower rate.

Needless to mention, valid PAN and linking of PAN with Aadhar will be required

Section 206AB of the IT Act - Rate of 10% is subject to provisions of Section 206AB effective 01st July, 2021 which introduced special provision for TDS for non-filers of income-tax return whereby tax has to be deducted at twice the rate specified in the relevant provision of the IT Act if conditions specified in the section is fulfilled.

Where sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher rate between both the said sections.

Government has prescribed the mechanism to determine applicability of Section 206AB using the reporting portal. Company shall determine applicability of Section 206AB and TDS deducted in accordance with said provision shall be final. Company shall not refund or adjust the amount of TDS.

As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the IT Act. The Company will be using functionality of the Income-tax department for the same.

- (ii) **For Non-Resident Members:** Tax is required to be withheld in accordance with the provisions of Section 195 of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the IT Act, a Non-Resident Member has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Member, if they are more beneficial to the Member. For this purpose, i.e. to avail the tax treaty benefits, the Non-Resident Member will have to provide all the following documents:
 - a) Self-attested copy of PAN card, if any, allotted by the Indian Income Tax authorities;
 - b) Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the Member is resident (valid for financial year 2024-25);
 - c) Form 10F in the digital format as prescribed by the Government;
 - d) Self-declaration by the Non-Resident Member of having no permanent establishment in India in accordance with the applicable Tax Treaty;
 - e) Self-declaration by Non-Resident Member of meeting treaty eligibility requirement and satisfying beneficial ownership requirement under the treaty as modified by the multilateral convention to implement tax treaty related measures to prevent base erosion and profit shifting;
 - f) In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate;
 - g) In case of shareholder being tax resident of Singapore, proof of satisfying requirement

of Article 24 – Limitation of Relief should be provided.

It is recommended that Members should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

The documents referred to in point nos. (c) to (e) above can be downloaded from the following link <https://liiplweb.linkintime.co.in/client-downloads.html>. Members are requested to click on General Tab, wherein all the forms are available under the head "Form 15G/15H/10F".

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Members.

13. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide the details and documents as mentioned above not later than Saturday, 10th August, 2024.
14. Kindly note that the aforesaid documents, duly completed and signed are required to be sent on the email ID alkemlabtaxexemption@linkintime.co.in on or before Saturday, 10th August, 2024 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Saturday, 10th August, 2024.
15. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted. In case of any queries, kindly write to our Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in. (No tax exemption forms should be sent and this email ID is only for queries).
16. Members may note that, since the tax consequences are dependent on facts and circumstances of each case, the Members are advised to consult their own tax consultants with respect to specific tax implications arising out of receipt of dividend.
17. The Securities and Exchange Board of India has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
18. In compliance with the aforesaid MCA General Circulars and SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those

Members whose email addresses are registered with the Company/ Depositories.

Process for registration of e-mail id for obtaining Notice of the AGM along with Annual Report is as follows:

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, 23rd August, 2024 to receive this Notice of AGM along with the Annual Report 2023-24 by completing the process for registration of e-mail address as under:

(a) 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 by following the procedure prescribed by the Depository Participant.

(b) 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 M/s. Link Intime India Pvt Ltd (LIPL) by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html on their website www.linkintime.co.in 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.

19. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.alkemlabs.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and Notice of AGM shall also be available on the website of CDSL www.evotingindia.com.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Act, and all other documents referred to in the Annual Report, will be available for inspection in electronic mode during the AGM. Members may inspect the same by sending an email to investors@alkem.com.
22. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI LODR Regulations, the Company is providing facilities for remote e-voting (refer

instructions at point no. 23) and voting during the AGM by electronic means (refer instructions at point no. 26) to all Members in proportion to their shareholding as on the cut-off date i.e. Friday, 23rd August, 2024 (as per the applicable regulations). All the businesses contained in this Notice may be transacted through abovementioned e-voting facilities, being provided by Central Depository Services Limited (CDSL).

23. The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Tuesday, 27th August, 2024 at 9.00 a.m. and ends on Thursday, 29th August, 2024 at 5.00 p.m. During this period, shareholders of the Company, as on the cut-off date i.e. Friday, 23rd August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29th August, 2024. The e-voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd August, 2024.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 entities, 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 and joining virtual meetings 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 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 e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 are 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

- 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 held with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on 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.

Individual Shareholders holding securities in demat mode) login through their **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 toll free no. 1800 22 55 33
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.: 022 4886 700 and 022 2499 7000

- (v) Login method for e-voting and joining virtual meeting 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Birth (in dd/mm/yyyy format) as or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date Bank Details of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Click on the EVSN for 'Alkem Laboratories Limited' on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xiii) 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.

(xiv) 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.
- 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 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 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.

24. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

- (i) For demat shareholders – please update your email ID & Mobile No. with your respective Depository Participant (DP).
- (ii) For Individual demat shareholders – Please update your email id & mobile no. with your respective Depository

Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

25. The details of the process and manner for participating in AGM through VC/OAVM are explained herein below:

- (i) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (iii) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the meeting through Laptops / IPads having audio/video facility for better experience and internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request via email at investors@alkem.com in advance atleast 3 (three) days prior to the date of meeting i.e. on or before 26th August, 2024 mentioning your name, demat account number/folio number, email ID, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries via email at investors@alkem.com in advance atleast 5 (five) days prior to the date of meeting i.e. on or before 24th August, 2024 mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the Company suitably by email.
- (vii) Only those shareholders who have registered themselves as speakers will be allowed to express their views/ask questions during the meeting.

26. The instructions for shareholders for e-voting during the AGM are as under:

- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

(iii) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

27. If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi - Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

28. Details of Scrutiniser and result of e-voting:

- (i) The Company has appointed CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai (Membership No. 6252) to act as the Scrutiniser, to scrutinise the entire e-voting in a fair and transparent manner.
- (ii) The Scrutiniser shall submit his report to the Chairman of the meeting or any person authorised by him within two working days of the conclusion of the AGM. The results declared along with the report of Scrutiniser shall be placed on the website of the Company www.alkemlabs.com and on website of CDSL immediately after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- (iii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM.

Registered Office:
"ALKEM HOUSE",
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013.

For and on behalf of the Board

Basudeo N. Singh
Executive Chairman
DIN: 00760310
Mumbai, 29 May, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 5

Pursuant to the resolution passed by Members at the 45th Annual General Meeting ("AGM") held on 27th August, 2019, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were re-appointed as the Statutory Auditors of the Company to hold office for second term of 5 (five) years from the conclusion of the 45th AGM till the conclusion of the 50th AGM.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 29th May, 2024, proposed the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the new Statutory Auditors of the Company ("Deloitte") for a term of 5 (five) consecutive years to hold office from conclusion of 50th AGM till conclusion of 55th AGM of the Company to be held in the year 2029.

Deloitte has provided its consent and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

Brief Profile:

M/s. Deloitte Haskins & Sells, Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP ("DHS LLP" or "Firm"), w.e.f. November 20, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 2,700 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

Details as required under Regulation 36(5) of the SEBI LODR Regulations are as follows:

- a) The fee proposed to be paid to Deloitte towards statutory audit including limited reviews for financial year 2024-25 shall not exceed ₹ 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs only) plus out of pocket expenses. The fees for the subsequent years of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit including limited review fee as above, and will be decided by the management in consultation with Deloitte. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- b) There is no material change in the proposed fee to be paid to Deloitte for financial year 2024-25 from the fees paid to M/s. B S R & Co. LLP, Chartered Accountants, Outgoing Auditor for financial year 2023-24.
- c) The Audit Committee and the Board of Directors, while recommending the appointment of Deloitte as the new Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and / or their relatives is, in any way, concerned or interested, in the aforesaid resolution.

ITEM NO. 6

The Members of the Company, through Postal Ballot passed on 04th April, 2020, had approved the re-appointment of Mr. Basudeo N. Singh as an Executive Director designated as Executive Chairman of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 01st April, 2020 upto 31st March, 2025 at a remuneration of ₹ 1,15,00,000/- (Rupees One Crore Fifteen Lakhs Only) per month and other perquisites and further authorized the Board of Directors of the Company to approve the increments in remuneration to be paid to Mr. Basudeo N. Singh, from time to time, not exceeding 20% p.a. of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company.

Brief Profile:

Mr. Basudeo N. Singh, the co-founder of the Company, holds a B.A. (Honours) and an M.A. in political science from Patna University. He has an extensive experience of five decades in understanding the world of Indian pharmaceuticals and then transforming it for good. His leadership skills paved the way for him to become the President of the Indian Drug Manufacturers' Association. Mr. Singh's entrepreneurial skills took the Company to new heights and he was, therefore, awarded the 'Business Leader of the Year 2014' at the 7th Annual Pharmaceutical Leadership Summit and the Pharma Leaders Business Leadership Awards 2014. His vision and unparalleled resilience enabled the organization to climb the ladder of accelerated growth. He was also named the 'EY Entrepreneur of the Year in Life Sciences' in 2016. A member of the Executive Council of the Indian Pharmaceutical Alliance, he was named the 'Chief Mentor of the Year' in 2018 by the Indian Drug Manufacturers' Association. In 2024, he was felicitated with the 'Hurun India Lifetime Achievement Award' for his unwavering commitment and achievements throughout his entrepreneurial journey.

Since the term of Mr. Basudeo N. Singh, Executive Chairman of the Company is due to expire on 31st March, 2025 and considering his experience and contribution towards the growth of the Company and based on the recommendation of Nomination & Remuneration Committee and Audit Committee, the Board at its meeting held on 29th May, 2024, subject to the approval of shareholders of the Company, approved the re-appointment of Mr. Basudeo N. Singh as an Executive Director to be designated as Executive Chairman of the Company, not liable to retire by rotation for a further term of 3 (three) consecutive years w.e.f. 01st April, 2025 upto 31st March, 2028 on such terms and conditions as detailed in resolution under Item No. 6. The Company has received a notice in writing from a Member, under Section 160 of the Act proposing his candidature.

Further, Mr. Basudeo N. Singh shall also be entitled to payment of increments, from time to time, not exceeding 20% per annum of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company.

The Board recommends the Special Resolution as set out in Item No. 6 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.

Except Mr. Basudeo N. Singh, Mr. Mritunjay Kumar Singh and Mrs. Madhurima Singh and their respective relatives, none of the other Promoters, Directors, Key Managerial Personnel and their respective relatives is concerned or interested in the proposed Special Resolution.

ITEM NO. 7

The Members of the Company, through Postal Ballot passed on 04th April, 2020, approved the appointment of Mr. Sarvesh Singh as an Executive Director, liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 11th November, 2019 upto 10th November, 2024 at a remuneration of ₹ 24,16,403/- (Rupees Twenty Four Lakhs Sixteen Thousand Four Hundred and Three Only) per month along with other perquisites and further authorized the Board of Directors of the Company to approve the increments in remuneration to be paid to Mr. Sarvesh Singh, from time to time, not exceeding 20% p.a. of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company.

Brief Profile:

Mr. Sarvesh Singh has been associated with the Company since 2004 and joined the Board in 2019. He has over 18 years of experience in sales and marketing in the pharmaceutical industry and heads the Pentacare and Prizma divisions of the Company's domestic business.

Considering his experience and contribution towards the growth of the Company and based on the recommendation of Nomination & Remuneration Committee and Audit Committee, the Board at its meeting held on 29th May, 2024, subject to the approval of shareholders of the Company, approved the re-appointment of Mr. Sarvesh Singh as an Executive Director of the Company, liable

to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 11th November, 2024 upto 10th November, 2029 ("Service Period") on such terms and conditions as detailed in resolution set out under Item No. 7 hereinabove.

Further, Mr. Sarvesh Singh shall also be entitled to payment of increments, from time to time during the Service Period, not exceeding 20% per annum of his last drawn annual remuneration after considering his contribution towards the growth and performance of the Company and such increment will be effective from 11th November of the relevant year of service during the Service Period in which such increment has been awarded.

The Board recommends the Ordinary Resolution as set out in Item No. 7 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.

Except Mr. Sarvesh Singh and Mr. Sandeep Singh and their relatives, none of the other Promoters, Directors, Key Managerial Personnel and their respective relatives are concerned or interested in the proposed Ordinary Resolution.

ITEM NO. 8

As per the provisions of Sections 149, 152 & Schedule IV of the Act read with the relevant rules thereunder, as amended, the Company had appointed Mr. Narendra Kumar Aneja as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f 16th March, 2020 upto 15th March, 2025.

Since Mr. Narendra Kumar Aneja, Independent Director will be completing his first term of appointment on 15th March, 2025, he is eligible for re-appointment for second term of 5 (five) consecutive years w.e.f 16th March, 2025 upto 15th March, 2030, subject to approval of the Members by Special Resolution. Mr. Narendra Kumar Aneja has consented to his re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of his re-appointment as an Independent Director. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director of the Company as specified in the Companies Act, and rules made thereunder and SEBI LODR Regulations.

Brief Profile:

Mr. Narendra Kumar Aneja inducted on the Board in 2020, is the Chief Executive of Aneja Associates, Chartered Accountants, India. He is a Fellow Chartered Accountant, Certified Internal Auditor, Certification in Risk Management Assurance (CRMA) and holds an MBA from the Wharton Business School. He is a Gold Medalist (ICWA), a Tata Scholar and was ranked on the Director's List at Wharton School (1978). He has over 30 years of experience in GRC (Governance, Risk and Compliance) Assignments and Management Consultancy.

On the basis of the performance evaluation of the Independent Directors and recommendation of Nomination & Remuneration Committee, the Board at its meeting held on 29th May, 2024, subject to the approval of shareholders of the Company,

approved the re-appointment of Mr. Narendra Kumar Aneja as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 16th March, 2025 upto 15th March, 2030. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 149(13) of the Act. The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@alkem.com.

The Board recommends the Special Resolution as set out in Item No. 8 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.

None of the Directors / Key Managerial Personnel of the Company and / or their relatives is, in any way, concerned or interested, in proposed resolution.

ITEM NO. 9

The Board of Directors at its meeting held on 19th May, 2023, on recommendation of the Audit Committee had approved the appointment of Mr. Suresh D. Shenoy, Cost Accountant (Membership No. 8318) as the Cost Auditor of the Company to conduct audit of cost records maintained by the

Company for financial year ended 31st March, 2024 at a fees of ₹ 14,00,000/- (Rupees Fourteen Lakhs only) plus applicable taxes and re-imburement at actuals of out of pocket expenses subject to a maximum limit of 3% of total fees i.e. ₹ 42,000/- (Rupees Forty Two Thousand only) incurred for the purpose of the above audit.

In accordance with Section 148 and other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 including any statutory modification(s) or enactments thereof, for the time being in force, the fees payable to Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Board of Directors recommends for your approval the Ordinary Resolution set out at item no. 9 of the Notice for ratification of fees payable to Cost Auditor for financial year 2023-24.

None of the Directors / Key Managerial Personnel of the Company and / or their relatives is, in any way, concerned or interested, in proposed resolution.

Registered Office:
"ALKEM HOUSE",
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013.

For and on behalf of the Board

Basudeo N. Singh
Executive Chairman
DIN: 00760310
Mumbai, 29 May, 2024

ANNEXURE TO ITEM NOS. 3, 4 and 6 to 8 OF THE NOTICE

Profile of Directors seeking re-appointment at the forthcoming Annual General Meeting

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

Name of Director	Mrs. Madhurima Singh	Mr. Sarvesh Singh	Mr. Basudeo N. Singh	Mr. Narendra Kumar Aneja
DIN	09137323	01278229	00760310	00124302
Date of Birth	02 nd October, 1965	27 th August, 1981	20 th November, 1940	22 nd July, 1952
Age (in years)	58	42	83	71
Qualifications	Msc (Botany) with specialization in Plant Pathology and Genetics, Diploma in entrepreneurship, B.A in Astronomy	Bachelor of Arts (2 nd year)	Bachelor of Arts and Degree in Political Science	Chartered Accountant, Cost Accountant and Master of Business Administration
Experience	Entrepreneurial professional having an extensive experience in various fields	Over 18 years	Over 5 decades	Over 34 years
Expertise in specific functional areas	Legal and Compliance, Financial Management, Human Resources, Supply Chain Management and Marketing	Sales and Marketing in the Pharmaceutical Industry	Core understanding of Pharmaceutical Industry and Management & Senior Leadership development	the Governance, Risk and Compliance assignments and management consultancy
Skills and capabilities required for the role and the manner in which the Independent Director meet the requirements	NA	NA	NA	Refer Item No. 8 of the Notice and Explanatory Statement
Brief Profile	Mrs. Madhurima has an extensive experience in the fields of Legal and Compliance, Financial Management, Human Resources, Supply Chain Management and Marketing. She has been actively involved in overseeing and driving the semi-chronic therapy SBU's of the Company's domestic business, indirect procurement, distribution and supply chain, HR, CSR and corporate communication functions in the Company. She is additionally responsible for the Active Pharmaceutical Ingredients (API) business of the Company.	Refer Item No. 7 of the Explanatory Statement.	Refer Item No. 6 of the Explanatory Statement.	Refer Item No. 8 of the Explanatory Statement.
Date of appointment on the Board	Original Appointment: 20 th December, 2021	Original Appointment: 11 th November, 2019	Original Appointment: August, 1973, current designation: 2015	Original Appointment: 08 th March, 2020

Name of Director	Mrs. Madhurima Singh	Mr. Sarvesh Singh	Mr. Basudeo N. Singh	Mr. Narendra Kumar Aneja
Terms and conditions of appointment	On such terms and conditions as mentioned in the resolution passed on 10 th February, 2022 through Postal Ballot.	as proposed in the resolution no. 7 of the Notice.	On such terms and conditions as proposed in the resolution no. 6 of the Notice.	On such terms and conditions as proposed in the resolution no. 8 of the Notice.
Remuneration drawn during FY 2023-24	₹ 104.1 million	₹ 44.5 million	₹ 200.6 million	₹ 3.2 million
Number of shares held in the Company as on 31 st March, 2024	9,48,194 Equity Shares of ₹ 2/- each	79,800 Equity Shares of ₹ 2/- each	86,95,360 Equity Shares of ₹ 2/- each	NIL
List of Directorships held in other listed companies	NIL	NIL	NIL	NIL
List of Directorships in listed companies from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
Chairmanship/Membership of Audit and Stakeholders' Relationship Committees across Public Companies including Alkem Laboratories Limited	Member of Stakeholder' Relationship Committee of Alkem Laboratories Limited	NIL	NIL	Member of Audit Committee of Alkem Laboratories Limited
Relationship between Directors inter se	Daughter-in-law of Mr. Basudeo N. Singh, Executive Chairman of the Company.	Brother of Mr. Sandeep Singh, Managing Director of the Company.	Father of Mr. Mritunjay Kumar Singh, Executive Director of the Company.	Not related to any directors of the Company.
Number of Board Meetings attended during the year 2023-24 (out of total 10 Board Meetings held)	10	09	10	10