



## **ALKEM LABORATORIES LIMITED**

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

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

**E-mail: [investors@alkem.com](mailto:investors@alkem.com); Website: [www.alkemlabs.com](http://www.alkemlabs.com);**

**Corporate Identity Number: L00305MH1973PLC174201**

### **POSTAL BALLOT NOTICE**

To  
The Member(s),  
Alkem Laboratories Limited

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

The Board of Directors of the Company has appointed CS Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai (Membership No. 6252) as Scrutinizer for conducting the voting process through Postal Ballot / e-voting in accordance with law and in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the completed form in the enclosed self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer by 5.00 p.m. on or before Saturday, 20<sup>th</sup> May, 2017, the last date for receipt of the completed Postal Ballot Forms, failing which, it will be strictly considered that no reply has been received from the member. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed business reply envelope.

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members to cast vote by way of electronic voting/ e- voting instead of sending physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the Members of the Company. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 5.00 p.m. on Saturday, 20<sup>th</sup> May, 2017. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode shall only be considered valid.

The Scrutinizer will submit his Report to the Chairman of the Company upon completion of scrutiny of Postal Ballot forms (including e-voting) in a fair and transparent manner. The result of the Postal Ballot will be declared on or before Monday, 22<sup>nd</sup> May, 2017 by 5.00 p.m. at the Registered Office of the Company located at Alkem House, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) and posted on the Company's website <http://alkemlabs.com/notices-forms-and-voting-result>.

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

**PROPOSED RESOLUTION:**

**ITEM NO. 1.**

**ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other necessary approvals of the statutory authority(ies), if any, required in this behalf, the consent of the Shareholders of the Company be and is hereby accorded for substituting Article No.2(i)(qq), Article No. 2(i)(aaa) and Article No. 2(i)(ddd), Schedule I and Schedule II of the Articles of Association of the Company with the following respective Articles/Schedules:

**Article No. – 2(i)(qq)**

**“Person”** shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association (including un-incorporated association), un-incorporated organisation or other entity (whether registered or not and whether or not having separate legal personality).

**Article No. – 2(i)(aaa)**

**“Shareholder's Group I”** shall mean the Persons as set forth in Schedule I.

**Article No. – 2(i)(ddd)**

**“SG II Authorised Representative”** shall mean Basudeo Narain Singh or any other member of the Shareholders' Group II that majority of the members of such group may nominate and inform the Company in writing.

**SCHEDULE I  
LIST OF PERSONS FORMING PART OF SHAREHOLDERS' GROUP I**

<b>Sr. No.</b>	<b>Name of person forming part of Shareholders' Group I</b>	<b>Nationality</b>	<b>Residence</b>
1	Samprada Singh	Indian	West More 2, Flat 101, Sir Pochkhanwala Road, Worli, Mumbai - 400 030
2	Samprada Singh HUF	-	-
3	Balmiki Prasad Singh	Indian	West More 2, Flat 101, Sir Pochkhanwala Road, Worli, Mumbai - 400 030
4	Manju Singh	Indian	West More 2, Flat 101, Sir Pochkhanwala Road, Worli, Mumbai - 400 030
5	Sarandhar Singh	Indian	West More 2, Flat 101, Sir Pochkhanwala Road, Worli, Mumbai - 400 030
6	Srinivas Singh	Indian	West More 2, Flat 101 Sir Pochkhanwala Road, Worli, Mumbai - 400 030
7	Satish Kumar Singh	Indian	403/404, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050
8	Premlata Singh	Indian	403/404, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050

Sr. No.	Name of person forming part of Shareholders' Group I	Nationality	Residence
9	Sarvesh Singh	Indian	403/404, & 503/504, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050
10	Annapurna Singh	Indian	403/404, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050
11	Sandeep Singh	Indian	403/404, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050
12	Inderjit Arora	Indian	403/404, Richoux Society, Jn. of St. Joseph Road and Kantwadi Road, Bandra (West), Mumbai - 400 050
13	Samprada & Nanhamati Singh Family Trust	Indian	West More 2, Flat 101 Sir Pochkhanwala Road, Worli, Mumbai - 400 030

**SCHEDULE II**  
**LIST OF PERSONS FORMING PART OF SHAREHOLDERS' GROUP II**

Sr. No.	Name of person forming part of Shareholders' Group II	Nationality	Residence
1	Basudeo Narain Singh	Indian	31A Suraiya Apartments, 3rd Floor Sir Pochkhanwala Road, Worli Seaface, Mumbai - 400 030
2	Rekha Singh	Indian	31A Suraiya Apartments, 3rd Floor Sir Pochkhanwala Road, Worli Seaface, Mumbai - 400 030
3	Dhananjay Kumar Singh	Indian	Vasudha Apartments, Flat No 16, 16th Floor, Opp. Century Bazar, Worli, Mumbai - 400 025
4	Madhurima Singh	Indian	Vasudha Apartments, Flat No 16, 16th Floor, Opp. Century Bazar, Worli, Mumbai - 400 025
5	Divya Singh	Indian	Vasudha Apartments, Flat No 16, 16th Floor, Opp. Century Bazar, Worli, Mumbai - 400 025
6	Aniruddha Singh	Indian	Vasudha Apartments, Flat No 16, 16th Floor, Opp. Century Bazar, Worli, Mumbai - 400 025
7	Mritunjay Kumar Singh	Indian	Flat No. 41/42, Lords Apartments, 6th Road, Almeida Park, Bandra (West), Mumbai 400 050
8	Seema Singh	Indian	Flat No. 41/42, Lords Apartments, 6th Road, Almeida Park, Bandra (West), Mumbai 400 050
9	Meghna Singh	Indian	Flat No. 41/42, Lords Apartments, 6th Road, Almeida Park, Bandra (West), Mumbai - 400 050

Sr.No.	Name of person forming part of Shareholders' Group II	Nationality	Residence
10	Shrey Shreeanant Singh	Indian	Flat No. 41/42, Lords Apartments, 6th Road, Almeida Park, Bandra (West), Mumbai - 400 050
11	Archana Singh	Indian	House No. E-47, Sector- 40, Noida, Gautam Budh Nagar, Uttar Pradesh

**RESOLVED FURTHER THAT** pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Shareholders of the Company be and is hereby accorded for deleting Article 2(i)(cc) and Article 17(y) of the Articles of Association of the Company and consequent re-numbering of the Articles (if necessary).

**RESOLVED FURTHER THAT** any one of the Directors and the Company Secretary of the Company be and are hereby jointly and /or severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including but not limited to incorporation of amendment/suggestion/observations made by the Registrar of Companies, Mumbai, to the extent applicable."

**By Order of the Board of Directors**  
Sd/-  
**Manish Narang**  
**President - Legal, Company Secretary & Compliance Officer**  
**(ICSI Membership No. F4365)**

**Place: Mumbai**  
**Date: 29<sup>th</sup> March, 2017**

**NOTES:**

1. Explanatory Statement stating the material facts and reasons for the proposed Resolution pursuant to Section 102(1) of the Act is annexed herewith.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Thursday, 13<sup>th</sup> April, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed business reply envelope.
3. There will be only one Postal Ballot Form for every folio / client id irrespective of the number of Joint Shareholder(s).
4. Members cannot exercise their vote by proxy on postal ballot.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the form duly completed and signed in the enclosed self-addressed business reply envelope such that it reaches to the Scrutinizer not later than 5.00 p.m. on Saturday, 20<sup>th</sup> May, 2017. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. In compliance with Section 108 and 110 of the Act, read with Companies (Management and Administration) Rule 2014 & made thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.
7. The shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot and vice versa. However in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting by Physical Postal Ballot will be treated as invalid.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Thursday, 13<sup>th</sup> April, 2017. The voting period begins on Friday, 21<sup>st</sup> April, 2017 at 9.00 am and ends on Saturday, 20<sup>th</sup> May, 2017 at 5.00 pm.
9. The Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (Membership No. 6252) as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.

10. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized by him in writing on or before Monday, 22<sup>nd</sup> May, 2017 by 5.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website ([www.alkemlabs.com](http://www.alkemlabs.com)) and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed, CDSL and Registrar and Share Transfer Agents.
11. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Saturday, 20<sup>th</sup> May, 2017.

#### INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins on Friday, 21<sup>st</sup> April, 2017 at 9.00 am and ends on Saturday, 20<sup>th</sup> May, 2017 at 5.00 pm. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on Thursday, 13<sup>th</sup> April, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For members holding shares in Demat Form / Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv.)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 170413002 for '**Alkem Laboratories Limited**' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android**



**based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

### **Item No. 1**

In terms of the existing Shareholders' Agreement dated 13<sup>th</sup> July, 2015, entered into amongst the Company and the promoters of the Company (“**Original SHA**”) and the Articles of Association of the Company, the promoters of the Company have been divided into two Groups viz, Shareholders' Group I – Mr. Samprada Singh and Family and Shareholders' Group II – Mr. Basudeo N. Singh and Family. Mr. Samprada Singh has settled the Samprada & Nanhamati Singh Family Trust (“**Trust**”) for ensuring preservation of the shareholding and control of the Company vis a vis the Shareholders' Group I. Pursuant to the exemption granted by the Securities and Exchange Board of India under Regulation 11(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the members of Shareholders' Group I (except Samprada Singh HUF) have transferred a portion of their shareholding to the Trust.

In view of the above, the Company and the members of Shareholders' Group I and Shareholders' Group II have amended and restated the Original SHA to include the Trust as a part of Shareholders' Group I. Since the Articles of Association of the Company contains clauses from the Original SHA, it is proposed to alter the Articles of Association to align it with the Amended and Restated Shareholders' Agreement.

Separately, the provisions in relation to the Initial Public Offering of the Company, mentioned in Article 2(i)(cc) and Article 17(y) are proposed to be deleted as the Company has already been listed.

The Board of Directors at its meeting held on 29<sup>th</sup> March, 2017 has, subject to the approval of the Members and under applicable law, approved the alteration to the existing Articles of Association of the Company.

A copy of the proposed alterations to Articles of Association of the Company and other relevant documents would be available for inspection at the Registered office of the Company during business hours on any working day upto the date of the closure of the voting under the Postal Ballot Process.

The Board recommends the Resolution as set out in Item No. 1 in the accompanying Postal Notice, as Special Resolution for approval of members.

Except Mr. Samprada Singh, Mr. Basudeo Narain Singh, Mr. Balmiki Prasad Singh, Mr. Mritunjay Kumar Singh, Mr. Dhananjay Kumar Singh and Mr. Sandeep Singh and their respective relatives, none of the other directors, key managerial personnel and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

**By Order of the Board of Directors**

Sd/-

**Manish Narang**

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

**Place: Mumbai**

**Date: 29<sup>th</sup> March, 2017**