



**ALKEM LABORATORIES LIMITED
POLICY ON RELATED PARTY TRANSACTIONS
("Policy")**

1. The Policy

Alkem Laboratories Limited shall engage with Related Parties in the ordinary course of business and on an arm's length basis to leverage scale, size and drive operational synergies to provide value added, innovative products to its consumers while ensuring that transactions with Related Parties are, fully compliant with applicable Regulations.

2. Objective of the Policy

The Board of Directors ("the Board") of Alkem Laboratories Limited ("ALKEM" or "the Company"), after considering the recommendation of the Audit Committee, has adopted this policy and associated procedures with regard to Related Party Transactions, in line with the requirements of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time.

This Policy is intended to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This Policy specifically deals with the review and approval of Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

3. Definitions and Applicability

All capitalized terms used in this policy document but not defined herein shall have the meaning ascribed to such term in the Act and the Rules framed there under and the SEBI LODR Regulations, or any other applicable law or regulation, each, as amended from time to time.

This policy is applicable to ALKEM. The Policy may be adopted by the Board of Directors of subsidiary companies. Accordingly, the terms 'Company', 'Board of Directors', 'Audit Committee', 'Nomination and Remuneration Committee', 'Corporate Social Responsibility Committee' shall be construed with reference to the respective companies. In case the Company is not required to constitute any of the Committee as per the applicable provisions of the Act and the SEBI LODR Regulations, the reference to the Committees in this policy shall be read as the 'Board of Directors'.

This Policy shall be applicable to all Related Party Transactions entered into on or after 20th November, 2015. The Audit Committee of the Company shall review all existing related party transactions as a matter of good governance and agree on corrective steps, if required, to ensure that the transactions entered are in the ordinary course of business and are on an arm's length basis.

The Policy shall be reviewed and approved by the Board of Directors of the Company at least once every three years and updated accordingly.

4. Dealing with Related Party Transactions

All Related Party Transactions and subsequent material modifications as explained below shall require prior approval of the Audit Committee of the Company in accordance with this Policy. In dealing with Related Party Transactions, the Company will follow the following approach:

I. Identification of Related Party Transactions and Subsequent material modifications

(a) Identification of Related Party Transactions

Unless otherwise provided under applicable laws, all Related Party Transactions and subsequent material modifications must be brought to the notice of the Audit Committee of the Company. Only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions.

The Management shall place/ provide applicable information as per the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transaction” as notified by SEBI (“Industry Standards”).

The Members of the Audit Committee, who are Independent Directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

- i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- ii) the transaction is not material in terms of the provisions of sub-regulation (1) of the SEBI LODR Regulations;
- iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification.
- iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of the SEBI LODR Regulations;
- v) any other condition as specified by the Audit Committee:

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a related party to any director, or is authorized by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.

All Directors, Members of the Management Committee and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors, Members of the Management Committee and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis.

Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

(b) Subsequent Material Modifications

All the modifications to the approved transactions shall be considered as material modification if, post approval the transaction value approved by the Audit Committee exceeds by 25% or any other thresholds, which the Audit Committee may deem fit and proper and determine from time to time.

(c) Material related party transactions

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the following (“**Material RPT**”):

Consolidated Turnover of the Company	Threshold
(I) Up to ₹20,000 Crores	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 Crores upto ₹40,000 Crores	₹2,000 Crores + 5% of the annual consolidated turnover of the Company above ₹20,000 Crores
(III) More than ₹40,000 Crores	₹3,000 Crores + 2.5% of the annual consolidated turnover of the Company above ₹40,000 Crores or ₹5000 Crores, whichever is lower.

For the purpose of computing the thresholds stated above, the annual consolidated turnover of the Company shall be determined based on the last audited financial statements of the Company.

Notwithstanding the foregoing, a transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

All Material RPT as mentioned above and Subsequent Material Modifications as defined by the Audit Committee shall be placed before the shareholders of the Company for their prior approval in addition to approval from the Audit Committee. Any modification to the above-mentioned thresholds for determination of Material RPT, except such changes as may be permitted under applicable law, will be construed as material modification which shall require an approval from the Audit Committee and shall also be placed before the shareholders for their prior approval.

No Related Party shall vote to approve such resolutions as mentioned above whether the entity is a Related Party to the particular transaction or not.

The omnibus approval granted by the shareholders for Material RPT in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Act or rules, notifications, or circulars issued thereunder from time to time. In case of omnibus approvals for Material RPT, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

II. Review and Approval of Related Party Transactions

All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee of the Company in accordance with this policy, provided that only such members of the Audit Committee who are Independent Directors, shall approve such Related Party Transactions.

A related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction, exceeds the lower of the following:

- (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
- (ii) the threshold for Material RPT of the Company.

In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a Company is a party but the Company is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the Audit Committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following:

- (i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
- (ii) the threshold for Material RPT of the Company.

Provided that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the Audit Committee.

Remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of sub-regulation (1) of SEBI LODR Regulations.

All Related Party Transactions and subsequent material modifications must be reported to the Company Secretary who shall submit the same for the prior approval by the Audit Committee in accordance with this policy.

The Audit Committee, at the time of approval of Related Party Transactions, shall take into consideration the comments received from the Executive Officer or Chief Financial Officer or any other KMP of the Company and from Promoter Director of the Company, setting forth transaction based information, certificate to be placed before it by the Chief Executive Officer or Chief Financial Officer or any other KMP of the Company and from Promoter Director of the Company, confirming that the Related Party Transactions to be entered into are not prejudicial to the interest of public shareholders of the Company and the terms and conditions of the proposed RPT(s) are not unfavorable to the Company, compared to terms and conditions, had similar transaction(s) been entered into with an unrelated party.

The Audit Committee shall grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company or its subsidiaries that are:

- a. repetitive in nature; and/or
- b. entered in the ordinary course of business and are at Arm's Length. The expression Arm's Length has the meaning ascribed to it under Section 188 of the Act.

Such omnibus approval will be granted to the transactions which, in addition to meeting the above criteria, also satisfy the following considerations:

- (a) The transaction in question is necessary to be executed as it is in the business interest of the Company;
- (b) If the transaction to be entered into with a Related Party is concerning technology transfer, intellectual property or specialized services that are proprietary in nature;
- (c) The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at Arm's Length and in ordinary course of business;
- (d) Such omnibus approval shall specify:
 - (i) the names of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;
 - (ii) the indicative base price/current contracted price and the formula for variation in the price, if any;
 - (iii) minimum information about the Related Party Transactions as per the provisions of the Industry Standards; and
 - (iv) such other conditions as the Audit Committee may deem fit;
Provided that where the need for related party transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees 1 crore per transaction.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company or its subsidiaries pursuant to the omnibus approval.

In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Audit Committee.

All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval. Any member of the Board who has a potential interest in such Related Party Transaction will recuse him or herself and abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Board.

III. Any other transaction as may be specified in Regulation 2 of the SEBI (LODR) Regulations.

5. Related Party Transactions that do not require approval of shareholders under the Policy

The following Related Party Transactions shall not require approval of shareholders:

- transactions entered between the Company and its wholly owned subsidiaries whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;
- transactions entered into between two wholly-owned subsidiaries of the Company whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval; and
- transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

6. Disclosure(s)

The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI LODR Regulations, the Act as well as additional information specified by SEBI from time to time, for review and approval of the Audit Committee of the Related Party Transactions and in the statement to the Notice being sent to shareholders seeking their approval for proposed Related Party Transactions, as applicable. As per the Industry Standards, the explanatory statement contained in the Notice sent to the shareholders for seeking their approval for Related Party Transactions shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the Related Party Transactions are favorable to the Company.

The Company shall disclose the policy on dealing with Related Party Transactions on its website and provide weblink in the Annual Report. In addition to the disclosures required under Accounting Standard, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required, shall be disclosed in the Annual Report of the Company.

The Company shall submit the disclosure of Related Party Transactions to the stock exchanges where the Company's securities are listed, in the format as specified by the SEBI/ stock exchanges from time to time and within statutory timelines. The Company shall simultaneously publish the same on its website.

7. Amendments to the Policy

The Audit Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

REVISION HISTORY	
Approved by Audit Committee and Adopted by Board of Directors	20 th November, 2015
Reviewed by Board of Directors	02 nd November, 2018
Reviewed and amended by the Board of Directors	06 th August, 2021
Reviewed and amended by the Board of Directors	04 th February, 2022
Reviewed by Board of Directors	13 th November, 2024
Reviewed and amended by the Board of Directors	07 th February, 2025
Amended by the Board of Directors	29 th May, 2025
Amended by the Board of Directors	13 th February, 2026