



UNICHEM
LABORATORIES LTD.

April 24, 2023

**BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 023**

**National Stock Exchange India Limited, Exchange Plaza,
C-1, Block-G,
Bandra Kurla Complex,
Bandra – (East). Mumbai-400051.**

Scrip Code : 506690

Scrip Code: UNICHEMLAB

Dear Sirs

Re: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) by Unichem Laboratories Limited (“Company”).

Dr. Prakash Amrut Mody, one of the members of the promoter and promoter group of the Company (“Seller”), and IPCA Laboratories Limited (“Acquirer”) have entered into a share purchase agreement dated 24 April 2023 (“SPA”) whereby the Acquirer has agreed to purchase 2,35,01,440 fully paid-up equity shares of Rs. 2/- each, constituting 33.38 % of the fully diluted voting share capital of the Company, from the Seller, at a price of Rs. 440/- per equity share (“Proposed Transaction”). The Company is also a party to the SPA and the execution of the same was authorised by its board of directors at their meeting held on 24 April 2023.

The Proposed Transaction is subject to certain conditions precedent including receipt of approval of the Competition Commission of India under the Competition Act, 2002. Further, pursuant to execution of the SPA, the Acquirer is required to make an open offer to the public shareholders of the Company in terms of the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The details required under the Regulation 30 of the SEBI LODR Regulations read with paragraph A(5) of Annexure I of SEBI Circular No. CIR/CFD/CMD/412015 dated 9 September 2015, with respect to the SPA are set out in Annexure A.

Kindly take this information on record.

Thanking you

Yours faithfully
For Unichem Laboratories Limited

Pradeep Bhandari
Company Secretary and Nodal Officer
Encl: a/a



ANNEXURE A

DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sr. No.	Particulars	Description
1.	Name(s) of parties with whom the agreement is entered	The share purchase agreement (“SPA”) was executed on 24 April 2023 between Dr. Prakash Amrut Mody (“Seller”), IPCA Laboratories Limited (“Acquirer”) and the Unichem Laboratories Limited (“Company”).
2.	Purpose of entering into the agreement	The SPA has been executed to record the terms of the proposed acquisition of 2,35,01,440 equity shares of the Company by the Acquirer from the Seller (“Proposed Transaction”).
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ol style="list-style-type: none">1. The total purchase consideration amounts to Rs. 1034,06,33,600.2. The SPA is subject to certain conditions precedent which includes receipt of approval from the Competition Commission of India in respect of the Proposed Transaction.3. Pursuant to consummation of the Proposed Transaction and subject to compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will become a promoter of the Company and shall be in control of the Company.4. If at any time after the completion date, the Seller is desirous of being declassified as a “promoter” of the Company (as permitted under SEBI LODR Regulations), the Company and the Acquirer shall take all actions and steps as are required to declassify the Seller as a promoter (and to declassify the Seller’s affiliates as ‘promoter group’, as applicable).
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	Seller: Seller is a promoter of the Company. Acquirer: The Acquire is not related to the current promoters/ promoter group/ group companies of the Company.



6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No, the transaction does not involve related parties.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable. No equity shares are being issued pursuant to the SPA.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	On the completion date (<i>as defined in the SPA</i>), the board of directors of the Company shall approve the appointment of 3 (three) nominees of the Acquirer as additional directors of the Company.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement (b) nature of the agreement (c) date of execution of the agreement (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.