

Notice of the 58th Annual General Meeting

NOTICE is hereby given that the 58th Annual General Meeting (AGM) of the Members of **Unichem Laboratories Limited**, will be held on Saturday, 31st July, 2021 at 3:00 p.m. (IST) through Video Conference (VC)/Other Audio-Visual Mode (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the auditors thereon.
3. To declare a dividend of ₹ 4/- (200%) per equity share for the financial year ended 31st March, 2021.
4. To appoint a Director in place of Mr. Dilip Kunkolienkar (DIN: 02666678) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, Schedule V and any other provisions if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable Laws, Rules, Regulations, such approvals as may be required and, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company, be and is hereby accorded for the payment of remuneration to Dr. Prakash A. Mody (DIN:00001285), Chairman & Managing Director of the Company, for his remaining tenure of appointment of 2 (two) years with effect from 1st July, 2021, up to 30th June, 2023, upon the terms, conditions, and stipulations, as set out in the explanatory statement annexed hereto; and this be paid as the minimum remuneration in the event of loss or inadequacy of profits in any financial year during his remaining tenure of re-appointment, with full liberty to the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the remuneration in such manner as may be agreed to between the Board and Dr. Mody;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded for the continuation of the appointment of Dr. Prakash A. Mody (DIN: 00001285), Chairman & Managing Director, on attaining the age of 70 (Seventy) years on 14th November, 2022 for the remaining period of his term ending on 30th June, 2023 on the same terms of appointment and remuneration as approved by the Shareholders at the

Annual General Meeting of the Company held on 28th July, 2018 and as approved at this 58th AGM respectively;

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), consent of the Members be and is hereby accorded for payment of remuneration to Dr. Prakash A. Mody, Chairman & Managing Director of the Company, in excess of ₹ 5 crores or 2.5% of the net profits of the Company (whichever is higher), but within the terms and conditions as set out in this Resolution, anytime during the remaining tenure of his appointment ending on 30th June, 2023;

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members on 28th July, 2018, with respect to the appointment of Dr. Prakash A. Mody as Chairman and Managing Director of the Company shall continue to remain in full force and effect;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining such approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

6. To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a remuneration not exceeding ₹ 8.25 lakhs (Rupees Eight Lakhs Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses as approved by the Board of Directors of the Company payable to Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No. 00294); for conducting Cost Audit of the records maintained by the Company for the financial year ending 31st March, 2022, be and is hereby ratified;

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters, and things as may be necessary to give effect to this Resolution.”

By order of the Board of Directors,
For **Unichem Laboratories Limited**

Pradeep Bhandari

Mumbai
29th May, 2021

Head – Legal & Company Secretary
Membership No.: A14177

Registered Office:

Unichem Bhavan, Prabhat Estate, Off S. V. Road
Jogeshwari (West), Mumbai – 400 102

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020, permitted the holding of the Annual General Meeting (AGM) through Video Conference (VC)/Other Audio-Visual Mode (OAVM), without the physical presence of the Members at a common venue. The MCA vide its General Circular No. 02/2021 dated 13th January, 2021 (collectively all circulars are referred to as MCA Circulars) and SEBI vide its circular SEBI/HO/CFD/CMD2/CIR/P/2021 dated 15th January, 2021 extended the above exemptions till 31st December, 2021. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and MCA Circulars, the AGM of the Company is being held through VC. The deemed venue for the 58th AGM shall be the Registered Office of the Company.
2. A Statement setting out material facts pursuant to Section 102(1) of the Act, with respect to the items of Special Business is annexed hereto.
3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
4. 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 pursuant to the MCA Circulars through VC/OAVM, physical attendance of 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 and attendance slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at shares@unichemlabs.com.
6. Pursuant to Section 108 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc who can attend the AGM without restriction on account of first come first-served basis.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose to reckon the quorum under Section 103 of the Act.
9. In the 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.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 26th July, 2021, to Saturday, 31st July, 2021 (both days inclusive) for the 58th AGM and payment of dividend, if declared, at the forthcoming AGM.
 - (i) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be subject to deduction of tax at source and will be paid on Friday, 6th August, 2021, to those Members whose names are registered in the Register of Members of the Company as on Friday, 23rd July, 2021 and to the beneficiary holders as per the beneficiary list as on Friday, 23rd July, 2021 provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
 - (ii) The Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the continuing COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number on the link of the Company's Registrar and Share Transfer agents (RTA) Link Intime India Private Limited at https://www.linkintime.co.in/EmailReg/Email_Register.html. Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
 - (iii) The above link may also be used by the Members holding shares in physical form to request changes, if any, about their postal and e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), etc.
 - (iv) Members holding shares in the dematerialized form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in the

- dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
11. (i) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020, and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rate. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
 - (ii) A separate e-mail will be sent at the registered e-mail id of the Members describing the detailed process to submit/upload the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. The intimation will also be uploaded on the website of the Company at www.unichemlabs.com.
 12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. Given this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link Intime India Private Limited for the same.
 13. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Please write to the Company's RTA at rnt.helpdesk@linkintime.co.in.
 14. The unclaimed interim dividend(s) for the financial year 2013-2014 and dividends before that, have already been transferred to the Investor Education and Protection Fund (IEPF), as required under Section 124(5) of the said Act. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2020, on the website of the Company at www.unichemlabs.com and the website of the Ministry of Corporate Affairs at www.iepf.gov.in.
 15. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/unpaid for 7 (seven) years from the dates they became first due for payment. Any Member, who has not claimed the final dividend for the financial year 2013-2014 and onwards is requested to approach the Company/the Company's RTA for claiming the same as early as possible, but no later than Tuesday, 10th August, 2021. The Company has already sent reminders to all such Members at their registered addresses in this regard.
 16. Pursuant to the provisions of the IEPF Rules read with Section 124(5) and Section 124(6) of the Act all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to demat account of IEPF authority. The Company has uploaded full details of such Shareholders and shares transferred to the IEPF suspense account on its website www.unichemlabs.com. Shareholders are requested to refer to the link on the Company's website namely <https://www.unichemlabs.com/unclaimed-dividend.php> to verify the details of un-encashed dividends and the shares transferred to the IEPF suspense account.
 - In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 which is available on www.iepf.gov.in.
 17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in the physical form should submit their PAN to the Company's RTA, Link Intime India Private Limited.
 18. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
 19. Due to the current pandemic, the Registers as required under the Act and the documents referred to in the Notice shall not be available for physical inspection at the Registered Office of the Company. Interested Shareholders seeking an inspection of the same may write to the Company Secretary at shares@unichemlabs.com for an electronic copy.
 20. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 15 (fifteen) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at shares@unichemlabs.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 (fifteen) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at shares@unichemlabs.com. These queries will be replied to by the Company suitably.
 21. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
 22. The Company has appointed Ms. Ragini Chokshi of Ragini Chokshi & Associates, Practicing Company Secretary (C.P.No.1436) as a Scrutinizer for conducting the remote e-voting and voting at the Meeting fairly and transparently.
 23. Instructions for e-voting and using VC/OAVM

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Tuesday, 27th July, 2021 at 9:00 a.m. (IST) and ends on Friday, 30th July, 2021 at 5:00 p.m. (IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23th July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such Resolution again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail 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:

Login Method for Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL 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 URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit 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 and voting during the Meeting. Additionally, there is also 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 an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

Login Method for 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.nsdl.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 and voting during the Meeting.
- 2) If the user is not registered for IDeAS e-services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 and voting during Meeting.

Login Method for 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 website for casting your vote during the remote e-voting period or joining virtual Meeting and 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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

FOR CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.

FOR 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.: 1800 1020 990 and 1800 22 44 30

- (v) **Login method for e-voting and joining virtual Meeting for Shareholders other than individual Shareholders holding in Demat form and physical Shareholders.**
- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.

- 6) If you are a first time user follow the steps as given herein:

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as Physical Shareholders). Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company’s records in order to login. If both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.

(xv) 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.

(xvi) **Facility for Non – Individual Shareholders and Custodians - Remote Voting**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 e-mailed 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 Scrutinizer to verify the same.
- 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 Scrutinizer and to the Company at the e-mail address namely shares@unichemlabs.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending Meeting and e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2) 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.
- 3) 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.
- 4) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- 5) Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
- 6) 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.

- 7) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.
- 8) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to RTA at rnt.helpdesk@linkintime.co.in.
- 2) For Demat Shareholders- please update your e-mail id and mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat Shareholders - please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual Meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

24. The voting rights of Shareholders shall be in proportion to their share of the paid-up capital of the Company as of the cut-off date i.e. Friday, 23rd July, 2021. Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Friday, 23rd July, 2021 and wishing to participate in the e-voting may obtain User ID and password by sending a letter or e-mail to the Company's RTA at evoting.investors@linkintime.co.in providing details such as the name of the Member, DP ID/Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the Member provided by the Depositories or available with the

RTA. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

25. The Scrutinizer shall after scrutinizing the votes cast through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM shall submit the Scrutinizer's Report to the Chairman or any person authorized by the Board, who shall counter sign the same. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.unichemlabs.com and of CDSL at www.evotingindia.com. The results shall also simultaneously be disseminated to the Stock Exchanges at www.bseindia.com and www.nseindia.com.
26. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e., Saturday, 31st July, 2021.
27. As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by The Institute of Company Secretaries of India, additional information relating to the particulars of the Director retiring by rotation and seeking re-appointment is given below:

Mr. Dilip Kunkolienkar aged 70 (seventy) years is a Bachelor of Pharmacy from Mumbai University. He has more than four decades of rich exposure at various positions in the Pharmaceutical industry in various leading Pharmaceutical houses like Richardson Hindustan Limited, Geigy Limited, Raptakos Brett Company Limited, and German Remedies Limited.

Before being appointed as the Director Technical of the Company on 1st April, 2018, Mr. Kunkolienkar served as Vice President-Global Generics & Compliance at the Company with an additional charge of rendering formulation operation and technical services to unit heads and the Management.

He has diverse experience in the manufacture of tablets, capsules, parenterals, Oral Solid and Liquid Dosage forms, suppositories of various forms; with additional exposure to Bio studies, Product Viabilities, Planning, General Administration, Documentation, Regulatory Audits, Capex/Revenue budgeting, Research & Development and API Marketing.

He is also a member of the Audit Committee and Risk Management Committee of the Company. He also serves as a Director in the Company's Wholly Owned Subsidiaries namely Unichem Pharmaceuticals (USA) Inc, Niche Generics Limited, UK, Unichem Laboratories Limited, Ireland, and Unichem (China) Private Limited, China.

He currently holds 75,538 equity shares of the Company allotted in terms of Employee Stock Option Schemes of the Company. Further 246,176 options have been granted to Mr. Kunkolienkar in terms of the Employee Stock Option Scheme 2018 yet to be exercised by him on the vesting date in terms of the said Scheme. Mr. Kunkolienkar has attended all the 4 (four) Board Meetings of the Company held during the financial year 2020-2021.

He is not related to any Director or KMP of the Company.

By order of the Board of Directors,
For **Unichem Laboratories Limited**

Pradeep Bhandari

Mumbai
29th May, 2021

Head – Legal & Company Secretary
Membership No.: A14177

Registered Office:

Unichem Bhavan, Prabhat Estate, Off S. V. Road
Jogeshwari (West), Mumbai – 400 102

Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, (the Act).

Item No. 5

- (l) The Members of the Company at its AGM held on 28th July, 2018 re-appointed Dr. Prakash A. Mody as the Chairman & Managing Director of the Company for 5 (five) years with effect from 1st July, 2018 up to 30th June, 2023. Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Dr. Mody was approved by the Members on 13th December, 2018 for 3 (three) years with effect from 1st July, 2018 up to 30th June, 2021.

The approval of the Members pursuant to Section 197(1) of the Act, as amended from time to time is now sought for the remuneration payable to Dr. Prakash A. Mody as the Chairman and Managing Director of the Company for the remaining period of his tenure from 1st July, 2021 to 30th June, 2023.

The Board at its Meeting held on 29th May, 2021 had approved the revised remuneration payable to Dr. Mody for the remaining period of 2 (two) years of his term at a Basic Salary of ₹ 23,43,750 per month (with effect from 1st July, 2021) up to a maximum of ₹ 25,00,000 per month, which is within the basic scale of remuneration of ₹ 20,00,000 per month up to a maximum of ₹ 25,00,000 per month as approved by the Shareholders on 13th December, 2018.

Broad terms and conditions of the remuneration payable to Dr. Prakash A. Mody during the period 1st July, 2021 to 30th June, 2023 is given below:

(A) SALARY, COMMISSION AND RETIREMENT BENEFITS

1. Salary

₹ 23,43,750/- (Rupees Twenty Three Lakhs Forty Three Thousand Seven Hundred and Fifty Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 25,00,000 (Rupees Twenty-Five Lakhs only) per month over the remaining tenure.

2. Commission

Dr. Mody shall be entitled for a commission @1% on the net profits of the Company in a financial year computed in terms of Section 198 of the Act.

3. Contribution to Provident Fund

Contribution by the Company to the Provident Fund at a rate not exceeding 12% of the Salary.

4. Contribution to Pension Fund/Superannuation Fund/National Pension Scheme

Contribution to a pension fund and/ superannuation fund and/or National Pension Scheme at a rate not exceeding 15% of the Salary.

5. Gratuity

Gratuity payable in accordance with the gratuity scheme of the Company provided that it does not exceed one half month's salary for every completed year of continuous service, since the date on which Dr. Mody was first appointed as the Managing Director.

(B) PERQUISITES

In addition to salary, the Chairman & Managing Director will be entitled to the following perquisites:

1. Housing

The Company shall provide a fully furnished rent-free residential accommodation. If he is not provided accommodation by the Company, he shall be paid house rent allowance @ 60% of salary monthly.

The Company shall bear expenses which may be incurred on such a house in accordance with Dr. Mody's status, on insurance, security charges, maintenance and repair of the house and the furniture and fixture therein, gas, electricity, and water.

2. Medical reimbursement

Reimbursement of actual medical expenses incurred in India and/or abroad for himself and his family members. Such reimbursement shall be subject to approval of the Board if the same exceeds 5 (five) months average salary over a period of five years. In addition, the Chairman & Managing Director and his family members shall be covered under Company's Group Mediclaim Policy.

3. Leave Travel Concession

Leave Travel Concession shall be made available to the Chairman & Managing Director for himself and his family once in a year in accordance with the Rules of the Company. The total in a year, shall not exceed one month's salary.

4. Club fees

Fees of corporate/health clubs (not exceeding two clubs) shall be borne by the Company.

5. Conveyance

Free use of Company's cars, not exceeding two in number, for the work of the Company as well as for personal use along with driver, insurance, fuel, cost of repairs, overhauling, maintenance, and garage rent.

6. Communication Facilities

The Company shall bear all expenses of communication facilities installed at the residence of the Chairman & Managing Director including but not limited to telephones (land lines/mobiles), faxes, computers/laptops, and internet connection.

7. Personal Accident Insurance

Personal Accident Insurance as per the Company's policy.

8. Leave

Dr. Mody shall be eligible for leave as per the Rules of the Company.

9. Entertainment, Travelling and other incidental Expenses

The Company shall reimburse to Dr. Mody entertainment, traveling and other incidental expenses actually and properly incurred for the business of the Company.

10. Other benefits

Dr. Mody shall be entitled to the other benefits, schemes, privileges and amenities as may be granted from time to time to the top management of the Company in accordance with the relevant schemes.

11. Valuation of perquisites

Perquisites mentioned above shall be evaluated in accordance with the Income Tax Rules, 1962 wherever applicable, and in other cases at the actual cost to the Company.

(C) OTHER TERMS RELATED TO REMUNERATION

1. Minimum Remuneration

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Dr. Mody as minimum remuneration subject to such approvals as may be required, and in terms of the provisions of the Act as applicable at the time of payment of such remuneration.

2. Disentitlements

The Chairman & Managing Director shall not be entitled:

- (a) To supplement his earnings under the Agreement with buying or selling commission involving the Company's transactions.
- (b) To sitting fees for attending Meetings of the Board of Directors of the Company or any Committee or Committees thereof.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated 19th September, 2018 and the draft First Supplementary Agreement to be executed by the Company with the Chairman and Managing Director (on approval by the Members of this Resolution) will be available for inspection of the Members. Please refer to point no.19 of the Notes to this Notice for seeking an inspection of the same.

- (II) Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as the Managing Director, Whole-time Director or Manager who has attained the age of Seventy years unless it is approved by the Shareholders vide a Special Resolution. Dr. Prakash A. Mody was re-appointed as the Chairman & Managing Director of the Company by the Members at the AGM of the Company held on 28th July, 2018 for 5 (five) years with effect from 1st July 2018 to 30th June, 2023. He will attain the age of 70 (Seventy) years on 14th November, 2022. It is proposed to obtain approval of the Shareholders as per the provisions of Section 196(3) of Act for continuation of his employment as the Managing Director, notwithstanding Dr. Mody attaining the age of 70 (Seventy) years on 14th November, 2022 on the same terms of appointment and remuneration as approved by Members earlier on 28th July, 2018 and at this AGM, respectively.

Keeping in view that Dr. Prakash A. Mody has a rich and varied experience in the industry to which the Company belongs and has been at the helm of the affairs of the Company for over forty years and during this period the Company has achieved growth and has spread its footprints in the international markets to more than eighty countries in US, Europe, Ireland, South Africa, Brazil, etc, it would be in the interest of the Company to continue the employment of Dr. Mody, as the Chairman & Managing Director of the Company even on his attainment of Seventy years on 14th November, 2022.

- (III) Further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), which became effective from 1st April, 2019, the remuneration payable to the Executive Directors who are

promoters or Members of the promoter group, shall be subject to the approval of the Members by Special Resolution in General Meeting, if:

- a. the annual remuneration payable to such Executive Director exceeds ₹ 5 crore or 2.5% of the net profits of the Listed Entity, whichever is higher; or
- b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5% of the net profits of the Listed Entity.

Provided that the approval of the Shareholders under this provision shall be valid only till the expiry of the term of such Director.

The proposed remuneration payable to Dr. Mody being the promoter of the Company, may exceed the above limits during his remaining term of re-appointment which shall end on 30th June, 2023, but within the limits as specified in this Resolution.

- (IV) As required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid -down by The Institute of Company Secretaries of India, additional information seeking remuneration of the Director is given below:

Dr. Prakash A. Mody, aged 68 (sixty-eight) years, is the son of founder promoter, Late Shri Amrut Mody. He completed his post-graduation from the University of Mumbai followed by a Ph.D. in organic chemistry. He is a graduate alumnus of Harvard Business School and the former president of the Indian Pharmaceutical Alliance, the industry body representing research-based national pharmaceutical companies. He was appointed as the Director of the Company in the year 1974. He holds 32,499,392 (46.16%) equity shares of the Company. He is not disqualified to act as the Director in terms of Section 164 of the Act. He has given necessary declarations to this effect under the Act.

Dr. Mody is not related to any Director or Key Managerial Personnel of the Company. He is the Chairman of the Corporate Social Responsibility Committee and Risk Management Committee and Member of the Stakeholders Relationship Committee of the Board of Directors of the Company. He has attended all the 4 (four) Board Meetings of the Company held during the year. He is also a Director of the Company's Wholly Owned Subsidiary, Unichem Pharmaceuticals (USA) Inc. and Unichem Farmaceutica Do Brazil Ltda. He is also on the Board of SPM International Private Limited and a designated partner in Elemage Wellness LLP. Dr. Mody is an Independent Director of Kewal Kiran Clothing Limited and is a Member of its Nomination and Remuneration Committee.

The terms, conditions and details of his remuneration sought to be paid is given in this Statement above. Please refer the Statement providing additional information pursuant to Section II, Part II of Schedule V of the Act for remuneration last drawn by Dr. Mody.

Dr. Mody and his relatives are concerned or interested (financially or otherwise) in the above Resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution.

The Board recommends the Resolution as set out at Item No. 5 of the Notice for the approval of the Members by way of a Special Resolution.

Item No. 6

The Board of Directors at its Meeting held on 29th May, 2021, based on the recommendation of the Audit Committee, appointed Kishore Bhatia & Associates, (Firm Registration No. 00294) Cost Accountants, Mumbai as Cost Auditors for undertaking Cost Audit of the Cost Accounting Records maintained by the Company for the financial year ending 31st March, 2022, at a remuneration not exceeding ₹ 8.25 lakhs (Rupees Eight Lakhs Twenty-Five Thousand Only) plus applicable taxes and out-of-pocket expenses at actuals. The auditors have confirmed that they are eligible for appointment as Cost Auditors.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

Hence, Resolution at Item No. 6 of the Notice, is recommended by Board of Directors for Members approval as an Ordinary Resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 5 OF THE NOTICE

(I) GENERAL INFORMATION**1. Nature of Industry**

Unichem is an international, integrated, specialty pharmaceutical Company. It manufactures and markets a large basket of pharmaceutical formulations as branded generics as well as generics in several markets across the world. The Company has strong skills in manufacturing complex API as well as dosage forms. The Company has 6 (six) plants situated at Roha and Kolhapur, Maharashtra; Pilerne, Goa; Baddi, Himachal Pradesh; Pithampur, Madhya

Pradesh and Ghaziabad, Uttar Pradesh. The R&D Centre called the Centre of Excellence is in Goa. The Company has a global footprint including in the US, UK, South Africa, Brazil and China.

2. Date or expected date of commencement of commercial production

The Company started commercial production in the year 1962.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

4. Financial performance based on given indicators

See **Table-1**.

5. Foreign investments or collaborations, if any

The Company does not have any foreign investment or collaborations except direct investments in 6 (six) Wholly Owned Overseas Subsidiaries (WOS) and an Associate Company in India as given in **Table-2**.

(II) INFORMATION ABOUT THE APPOINTEE**Dr. Prakash A. Mody****1. Background details**

Refer the Statement above setting out material facts pursuant to Section 102(1) of the Act and is not repeated here for the sake of brevity.

2. Past Remuneration

Remuneration drawn by Dr. Mody over the past 3 (three) financial years is given in **Table-3**.

3. Recognition or awards

Not applicable.

(₹ in lakhs)

Table 1	2020-2021 (Audited)		2019-2020 (Audited)		2018-2019 (Audited)	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Total Income	1,17,134.39	1,28,532.29	1,00,361.08	1,19,502.59	1,06,928.12	1,27,845.97
Profit before Depreciation, Interest and Tax	14,283.79	14,095.43	855.96	4,130.64	4,074.94	1,498.38
Profit After Tax	5,408.23	3,432.48	(5,631.62)	(6,018.25)	704.20	(2,555.76)

(₹ in lakhs)

Table 2. Name of the Wholly Owned Subsidiary (WOS) and Associate Company	Invested Value as per Standalone accounts
Niche Generics Limited, UK (WOS)	7,014.36
Unichem Farmaceutica Do Brasil Ltda, Brazil (WOS)	7,086.72
Unichem Laboratories Limited, Ireland (WOS)	2,145.27
Unichem Pharmaceuticals (USA) Inc (WOS)	3,548.36
Unichem SA (Pty) Limited, South Africa (WOS)	12.14
Unichem (China) Pvt. Ltd. (WOS)	143.73
Synchron Research Services Pvt. Ltd. (Associate)	569.31

(₹ in lakhs)

Table 3			
Financial Year	Consolidated Salary	Perquisites and Allowances	Total Amount
2020-2021	542.24	0.39	542.63
2019-2020	526.73	12.02	538.75
2018-2019	395.82	16.62	412.44

i. Dr. Mody currently holds 32,499,392 (46.16 %) equity shares of the Company.

ii. His contract of employment can be terminated by the Company and Dr. Mody by giving 6 (six) months written notice or such mutually decided period.

4. Job Profile and his suitability

Refer the Statement above setting out material facts pursuant to Section 102(1) of the Act and is not repeated here for the sake of brevity.

5. Remuneration proposed

Refer the Statement above setting out material facts pursuant to Section 102(1) of the Act and is not repeated here for the sake of brevity.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)

The remuneration payable to Dr. Mody has been considered by the Nomination and Remuneration Committee based on the profile, knowledge, experience, and responsibilities discharged by him and has been benchmarked with the remuneration being drawn by peers in similar capacity in other Companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Dr. Mody has no other pecuniary relationship with the Company, Directors or any Key Managerial Personnel or their relatives except to the extent of his remuneration and shareholding in the Company and that held by his relatives. He is not related to any Directors or Key Managerial Personnel or their relatives.

(III) OTHER INFORMATION

1. Reasons of loss or inadequate profits

On 14th December, 2017, the Company sold and transferred its business of manufacture, sale marketing, and distribution of domestic formulations in India and Nepal, together with all specified tangible and intangible assets, contracts, rights, personnel and employees, data and records, inventory and other assets and liabilities by way of slump sale on a going concern basis, to Torrent Pharmaceuticals Limited, upon terms and conditions, as mutually agreed by the Parties.

The Company now focuses on the international market and Research & Development (R & D).

This change in business strategy to focus on international markets was expected to give the desired results over a period. Even though the financials of the Company have improved substantially, and the Company has started generating profits, it is envisaged that there may be loss/inadequacy of profits during the period for which remuneration is payable to Dr. Mody and hence the said Resolution for the approval of the Members.

2. Steps taken or proposed to be taken for improvement

The Company has taken/ proposes to:

- (i) focus attention on all aspects of the international business including finished formulations, API, contract manufacturing, and contract research;
- (ii) increase its investments at existing facilities including in R&D;
- (iii) control operating expenses and overheads cost across the organization; and
- (iv) initiate various measures towards achieving organizational and operating efficiencies and strengthening core competencies.

3. Expected increase in productivity and profits in measurable terms

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost, and working capital containment. This will further lead to improvement in productivity, sales, and profitability.

(IV) DISCLOSURES

The disclosures on the remuneration package of each managerial person and Director and details of all elements of the remuneration package, details of fixed components, etc. is mentioned in the Corporate Governance Section of the Annual Report 2020-2021 of the Company.

By order of the Board of Directors,
For **Unichem Laboratories Limited**

Pradeep Bhandari

Mumbai
29th May, 2021

Head – Legal & Company Secretary
Membership No.: A14177

Registered Office:

Unichem Bhavan, Prabhat Estate, Off S. V. Road
Jogeshwari (West), Mumbai – 400 102