

Notice of the 59th Annual General Meeting

NOTICE is hereby given that the 59th Annual General Meeting (AGM) of the Members of **Unichem Laboratories Limited**, will be held on Tuesday, 9th August, 2022 at 2:00 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, 2022 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, 2022 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, 2022.
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.
5. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. N. A. Shah Associates LLP, Chartered Accountants (Firm Registration 116560W/W100149), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years who shall hold office from the conclusion of this 59th Annual General Meeting till the conclusion of the 64th Annual General Meeting at such remuneration as recommended by the Audit Committee and agreed between the Board of Directors and the said Auditors from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

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 ₹ 9.00 lakhs (Rupees Nine Lakhs 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, 2023, 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 Head – Legal & Company Secretary
27th May, 2022 Membership No.: A14177

Registered Office:

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

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) had vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021 and the latest circular dated 2/2022 dated 5th May, 2022, read with read with relevant circulars issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”) 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 and the exemptions stand extended till 31st December, 2022. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the Circulars, the AGM of the Company is being held through VC. The deemed venue for the 59th 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 Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Annual report shall also be available on the Company’s website www.unichemlabs.com and that of the exchanges namely www.bseindia.com and www.nseindia.com. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 they may send a request to the Company by writing at shares@unichemlabs.com.

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, 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 Wednesday, 3rd August, 2022 to Tuesday, 9th August, 2022 (both days inclusive) for the 59th 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 by Saturday, 20th August, 2022 to those Members whose names are registered in the Register of Members of the Company as on Tuesday, 2nd August, 2022 and to the beneficiary holders as per the beneficiary list as on Tuesday, 2nd August, 2022 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, 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. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this,

Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests. Further, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

13. SEBI vide its circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by the holders of physical securities. Therefore, Members holding shares in physical form are requested to promptly notify in writing in Form ISR-1 for any change in their address, details relating to nomination, e-mail address, change or updating of bank mandate, mobile number etc. along with the supporting documents to the Company's RTA at rnt.helpdesk@linkintime.co.in from their registered e-mail id.
14. 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 or can register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/RTA in case the shares are held by them in physical form.
15. The unclaimed dividend(s) for the financial year 2013-14 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, 2021, on the website of the Company at www.unichemlabs.com and the website of the Ministry of Corporate Affairs at www.iepf.gov.in.
16. 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 Dividend for the financial year 2014-15 and onwards is requested to approach the Company/the Company's RTA for claiming the same as early as possible, but before Tuesday, 16th August, 2022.** The Company has already sent reminders to all such Members at their registered addresses in this regard.
17. 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 available on www.iepf.gov.in.

18. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
19. 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. Pursuant to the provisions of the Listing Regulations, the Company is maintaining an e-mail ID namely shares@unichemlabs.com exclusively for prompt redressal of Members/Investors grievances.
21. 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.
22. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
23. 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.
24. Instructions for e-voting and using VC/OAVM

THE INSTRUCTIONS 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 Friday, 5th August, 2022 at 9:00 a.m. (IST) and ends on Monday, 8th August, 2022 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 Tuesday, 2nd August, 2022 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.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual Shareholders holding shares in demat mode.

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 toll free number 1800 22 55 33.

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 .

Step2: Access through CDSL e-voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional 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 will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that 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 the same in the CDSL e-voting system for the Scrutinizer to verify the same.
- 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 toll free number 1800 22 55 33.

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 toll free number 1800 22 55 33.

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.

25. 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. Tuesday, 2nd August, 2022. 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. Tuesday, 2nd August, 2022 and wishing to participate in the e-voting may obtain User ID and

Notice

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.

26. 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.
27. 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., Tuesday, 9th August, 2022.
28. 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 (DIN: 02666678) aged 71 (seventy-one) 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, 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, USA, 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 in terms of the said Scheme. Mr. Kunkolienkar has attended all the 5 (five) Board Meetings of the Company held during the financial year 2021-22. 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
27th May, 2022

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

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. N. A. Shah Associates LLP, Chartered Accountants (Auditors) the existing Statutory Auditors of the Company will complete their first term of five (5) years as Statutory Auditors of the Company at the conclusion of this 59th Annual General Meeting ('AGM').

Moreover, in accordance with provisions of the Section 139(2) of the Act, a listed company can re-appoint an audit firm as auditor for not more than two terms of five consecutive years. The said Auditors have only completed one term of five (5) years and accordingly the Board, on the recommendation of the Audit Committee, has further recommended the re-appointment of M/s. N. A. Shah Associates LLP for the second term of five (5) consecutive years for conducting audit of the Company and to hold office from the conclusion of the 59th AGM till the conclusion of the 64th AGM at a remuneration to be decided by Board of Directors and the said Auditors based on the recommendation of the Audit Committee of the Company.

The said Auditors have given their eligibility certificate and willingness to be re-appointed as statutory auditors for a second term of five (5) consecutive years from the conclusion of the 59th AGM till the conclusion of the 64th AGM.

The said Auditors have provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

The credentials of M/s. N. A. Shah Associates LLP as required in terms of Listing Regulations, are as follows:

M/s. N. A. Shah Associates LLP is a firm of Chartered Accountants with service offerings in the key areas of Audit & Assurance, Direct Tax, Indirect Tax and Business Advisory. It has a team of 13 partners (combined experience of 400 man years), around 100 professionals and total team size of 250 people. It has peer review compliance since inception. It has its registered office situated at B 41-45, Paragon Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 013.

Considering the past performance, experience and expertise and based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company. None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 6

The Board of Directors at its Meeting held on 27th May, 2022, 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, 2023, at a remuneration not exceeding ₹ 9.00 lakhs (Rupees Nine Lakhs 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, except to the extent of their Shareholding, if any, in the Company.

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

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

Pradeep Bhandari

Mumbai
27th May, 2022

Head – Legal & Company Secretary
Membership No.: A14177

Registered Office:

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