

Notice

NOTICE is hereby given that the 60th Annual General Meeting (AGM) of the Members of **Unichem Laboratories Limited**, will be held on Monday, 25th September, 2023 at 11:00 a.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, 2023 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, 2023 and the reports of the auditors thereon.
3. To appoint a Director in place of Dr. Prakash A. Mody (DIN: 00001285) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions, as may be required, approval of the members of the Company be and is hereby accorded to re-designate/appoint Dr. Prakash A. Mody (DIN:00001285), as a Non-Executive, Non-Independent Director and Chairman of the Company, w.e.f. 10th August, 2023, liable to retire by rotation from his earlier designation as Chairman & Managing Director of the Company, on such terms and conditions, as set out in the explanatory statement annexed hereto;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder and such other provisions of the Act as may be applicable, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of Mr. Pranay Premchand Godha (DIN:00016525), who was appointed as an Additional Director of the Company in the capacity of a

Non-Executive, Non-Independent Director w.e.f. 10th August, 2023, and who holds office upto the ensuing annual general meeting and in respect of whom the Company has received a notice under Section 160 of the Act, proposing his candidature for the office of Director, as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient 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 the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder and such other provisions of the Act as may be applicable and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of Mr. Pabitrakumar Kalipada Bhattacharyya (DIN:07131152), who was appointed as an Additional Director by the Board of Directors w.e.f. 10th August, 2023, and who holds office upto the ensuing annual general meeting and in respect of whom the Company has received a notice under Section 160 of the Act, proposing his candidature for the office of Director, as a director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters, and things as may be considered necessary, desirable, and expedient for giving effect to this Resolution.”

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, laws, rules, regulations if any, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications(s), clarifications(s), substitution (s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, and the Board of Directors, and terms as set out in the agreement dated 10th August, 2023 entered into between the Company and Mr. Pabitrakumar Kalipada Bhattacharyya (DIN:07131152) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, consent of the Members of the Company, be and is hereby accorded to the appointment of and terms of remuneration payable to Mr. Pabitrakumar Kalipada Bhattacharyya as the Managing

Director of the Company, liable to retire by rotation for a period of three consecutive years w.e.f. 10th August, 2023 including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the said tenure and on such terms, conditions, and stipulations as set out in the statement annexed to in the explanatory statement of this Notice;

RESOLVED FURTHER THAT subject to the provisions of the Act and the rules, circulars, orders, and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and/or guidelines for managerial remuneration issued by the Government of India, if any, from time to time or other appropriate authority in that behalf, as in force and as amended from time to time, the Board of Directors or any Committee thereof be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this Resolution.”

8. 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, 2024, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient for giving effect to this Resolution.”

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

Pradeep Bhandari

Mumbai Head – Legal & Company Secretary
9th August, 2023 Membership No.: A14177

Registered Office:

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

NOTES:

- In view of the various circulars issued by the Ministry of Corporate Affairs (MCA) 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. 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 60th AGM shall be the Registered Office of the Company.
- 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.
- In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 they may send a request to the Company by writing to shares@unichemlabs.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 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.
- 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.
- 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.
- Members can join the AGM in the VC/OAVM mode 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 of reckoning 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. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.
11. SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 read together with SEBI Circular(s) SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated 14th December, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure the above details are updated with the RTA before 1st April, 2023, since folios for which the above details are not available thereafter shall be marked frozen and the RTA shall not be able to process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC details and Nomination documents/details are updated. Accordingly, requisite communication has been sent to the Members holding shares in physical form to update the requisite KYC details.
12. 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.
13. The unclaimed dividend(s) for the financial year 2015-16 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, 2022, on the website of the Company at www.unichemlabs.com and the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

14. Members are requested to note that no claim shall lie against the Company in respect of any amount of Dividend remaining unclaimed/unpaid for seven years from the dates they became first due for payment. Any Member, who has not claimed the Dividend for the financial year 2016-17 and onwards is requested to approach the Company/the Company's RTA for claiming the same as early as possible, but before 20th August, 2024. The Company has already sent reminders to all such Members at their registered addresses in this regard.
15. Pursuant to the provisions of the IEPF Rules read with Section 124(5) and Section 124(6) of the Act all shares on which a Dividend has not been paid or claimed for 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.
16. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
17. 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.
18. 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.
19. 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 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 fifteen days prior to the 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.

20. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
21. 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.
22. 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 Thursday, 21st September, 2023 at 9:00 a.m. (IST) and ends on Sunday, 24th September, 2023 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 Monday, 18th September, 2023 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 the 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 users to login to Easi/Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi tab.
- 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 are 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, the option to register is available at website www.cdslindia.com and click on the login and New System Myeasi Tab and then click on the registration option.
- 4) Alternatively, the user can directly access the 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, the 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.nsd.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.nsd.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.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 the company name or e-voting service provider name and you will be redirected to the 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 5533.

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 022 488 67 000 and 022 24 99 700.

Step 2: 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 physical Shareholders and Shareholders other than individual Shareholders holding shares in Demat form.**

- 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 physical shareholders and other than individual shareholders holding shares in Demat 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 Unichem Laboratories Limited.
- (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 ID namely shares@unichelabs.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.
- 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 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, Mafatlal 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.
23. 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. Monday, 18th September, 2023. 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. Monday, 18th September, 2023 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 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.

24. The Scrutinizer shall after scrutinizing the votes cast through remote e-voting not later than 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 <https://www.evotingindia.com/>. The results shall also simultaneously be disseminated to the Stock Exchanges at www.bseindia.com and www.nseindia.com.

25. 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., Monday, 25th September, 2023.

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

Pradeep Bhandari

Mumbai
9th August, 2023

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. 4

Pursuant to the Share Purchase Agreement (SPA) dated 24th April, 2023 executed between Dr. Prakash A. Mody, Ipca Laboratories Limited (Ipca) and the Company and the transfer of shares by Dr. Mody to Ipca on 2nd August, 2023, Dr. Mody shall step down from the executive post as 'Chairman and Managing Director'. Accordingly, the Board at its meeting held on 9th August, 2023 on the recommendation of the Nomination and Remuneration Committee (NRC) re-designated/appointed Dr. Mody as a Non-Executive, Non-Independent Chairman of the Company w.e.f. 10th August, 2023, liable to retire by rotation, subject to the approval of the shareholders at the ensuing annual general meeting.

The Company has received: (i) consent in writing from Dr. Mody to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Dr. Mody to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Dr. Mody shall be paid sitting fees for the board meetings attended by him in line with the fees paid to other non-executive directors of the Company and within the limits prescribed under the Act.

Brief profile of Dr. Mody and additional details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are set out in

Annexure 1 of this notice and hence not repeated here for the sake of brevity.

In accordance with provisions of the Act Dr. Mody would also retire by rotation at the ensuing annual general meeting. Being eligible, he has offered himself for re-appointment.

The Board, considering the rich experience and expertise of Dr. Mody recommends the Ordinary Resolution as set out in the Notice at item no. 4 for approval of the Members. None of the Directors, Key Managerial Personnel or their relatives (except Dr. Mody being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Item No. 5

The Board of Directors at its meeting held on 9th August, 2023 on the recommendation of the Nomination and Remuneration Committee appointed Mr. Pranay Premchand Godha (DIN: 00016525), as an Additional Director (Non-Executive, Non-Independent Director) of the Company w.e.f. 10th August, 2023 and is eligible to be appointed as a Director of the Company, whose office is liable to retire by rotation, subject to the approval of the shareholders at the ensuing annual general meeting of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Godha as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, at the ensuing annual general meeting.

Brief profile of Mr. Godha and all additional details 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, relating to the particulars of the Director seeking appointment are set out in Annexure 1 to this Notice and hence not repeated here for the sake of brevity.

The Company has received: (i) consent in writing from Mr. Godha to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Godha to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Godha shall be paid sitting fees for the board and committee meetings attended by him in line with the fees paid to other non-executive directors of the Company and within the limits prescribed under the Act.

The Company has received a notice pursuant to Section 160 of the Act from a Member signifying the intention to propose the appointment of Mr. Godha as a Non-Executive, Non- Independent Director of the Company.

Mr. Godha is also nominated as a director on the Company's wholly owned subsidiaries at UK, Ireland, China, USA, and South Africa.

The Board, considering the rich experience and expertise of Mr. Pranay Godha recommends the Ordinary Resolution as set out in the Notice at item no. 5 for approval of the Members. None of the Directors, Key Managerial Personnel or their relatives (except Mr. Godha being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Item No. 6 & 7

The Board of Directors at its meeting held on 9th August, 2023 on the recommendation of the Nomination and Remuneration Committee (NRC) has appointed Mr. Pabitrakumar Kalipada Bhattacharyya (DIN:07131152), as an Additional Director of the Company, w.e.f. 10th August, 2023 and is eligible to be appointed as a Director of the Company, whose office is liable to retire by rotation, subject to the approval of the shareholders at the ensuing annual general meeting of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that

approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Bhattacharyya as a Director, liable to retire by rotation, at the ensuing annual general meeting.

At the said Board Meeting, pursuant to the recommendation of NRC, the Board of Directors, subject to the approval of the members at the ensuing AGM also appointed Mr. Bhattacharyya as the Managing Director of the Company, for a period of three consecutive years w.e.f. 10th August, 2023 including the remuneration payable to him as per the agreement entered into between the Company and Mr. Bhattacharyya dated 10th August, 2023.

The Company has received: (i) consent in writing from Mr. Bhattacharyya to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Bhattacharyya to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Brief profile of Mr. Bhattacharyya and all additional details 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, relating to the particulars of the Director seeking appointment are set out in Annexure 1 to this Notice and hence not repeated here for the sake of brevity.

The Company has received a notice pursuant to Section 160 of the Act from a Member signifying the intention to propose the appointment of Mr. Bhattacharyya as the Director of the Company.

Broad terms and conditions contained in the agreement entered into by the Company with Mr. Bhattacharyya upon his aforesaid appointment, include the following:

(A) SALARY, COMMISSION AND RETIREMENT BENEFITS

1. Basic Salary (Payable Monthly)
₹ 16,00,000/- (Rupees Sixteen lakhs only) per month with such increments the Nomination and Remuneration Committee and Board may decide subject to a ceiling of ₹ 24,00,000 (Rupees Twenty-four lakhs only) per month over the remaining tenure. ("Maximum ceiling")
2. Commission
Such commission to be decided by the Board as may be recommended by the Nomination and Remuneration

Committee which shall not exceed 1% of the net profits of the Company in a financial year computed in terms of Section 198 and subject to the overall ceilings laid down under Section 197 and Schedule V of the Companies Act, 2013 (The Act).

3. Contribution to Provident Fund (Payable Monthly)

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

4. Contribution to National Pension Scheme (Payable Monthly)

In addition to Basic Salary, Contribution to the National Pension Scheme at a rate not exceeding 10% of the Basic 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 Mr. Bhattacharyya is appointed.

(B) PERQUISITES

1. In addition to Basic Salary, the Managing Director shall be also eligible for House Rent allowance @ 30% of salary on a monthly basis.

2. Medical, hospitalisation and healthcare expenses: Expenses incurred by the Company towards policy premium for the Managing Director and his spouse under Company's group Mediclaim policy.

3. Leave Travel Concession

Leave Travel Concession shall be made available to the 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. Conveyance

Free use of Company's car not exceeding one in number for the work of the Company along with driver, insurance, petrol, cost of repairs, overhauling, maintenance, and garage rent.

5. Communication Facilities

The Company shall bear all expenses of Communication facilities installed at the residence allotted to the Managing Director including but not limited to Telephones (land lines/mobiles), Faxes, Computers/Laptops, Internet connection.

6. Personal Accident Insurance

Personal Accident Insurance as per the Company's policy.

7. Leave

The Managing Director shall be eligible for leave as per Rules of the Company.

8. Other incidental Expenses

The Company shall reimburse to Mr. Bhattacharyya such other expenses actually and properly incurred for the business of the Company.

(C) VALUATION OF PERQUISITES

Perquisites mentioned in 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.

(D) 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 Mr. Bhattacharyya in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to such approvals as may be required.

2. Disentitlements

The Managing Director shall not be entitled to sitting fees for attending Meetings of the Board of Directors of the Company or any committee or committees thereof.

The Board, considering the experience and expertise of Mr. Bhattacharyya recommends the Ordinary Resolution and Special Resolution as set out in the Notice at item no. 6 and 7 respectively for approval of the Members. None of the Directors, Key Managerial Personnel or their relatives (except Mr. Bhattacharyya) being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Item No. 8

The Board of Directors at its Meeting held on 23rd May, 2023, 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, 2024, 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. 8 except to the extent of their Shareholding, if any, in the Company.

Accordingly, resolution at Item No. 8 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. 7 OF THE NOTICE

(I) GENERAL INFORMATION:

1) Nature of Industry: Unichem is an international, integrated, speciality 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 Active Pharmaceutical Ingredients as well as dosage forms. The Company has 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, Europe, Ireland, South Africa, and Brazil.

- 2) Date or expected date of commencement of commercial production: The Company started commercial production in the year 1962.
- 3) In the case of new companies, the 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: As given in **Table 1**.
- 5) Earnings in Foreign Exchange (accrual basis) (₹ in Lakhs): As given in **Table 2**.
- 6) Foreign investments or collaborations if any: The Company does not have any foreign investment or collaborations except direct investments in six Wholly Owned Overseas Subsidiaries (WOS) and an Associate Company in India as given in **Table 3**.

(II) INFORMATION ABOUT THE APPOINTEE:

Mr. Pabitrakumar Kalipada Bhattacharyya

1. Brief Background: Refer the Statement (Item No. 6 & 7) above setting out material facts pursuant to Section 102(1) of the Act and Annexure 1, and is not repeated here for the sake of brevity.
2. Past Remuneration: Not Applicable
3. Recognition or awards: Received the following awards for leading various teams at the manufacturing locations of Ipca Laboratories Limited (Ipca).
 - a. First Prize from the Bureau of Energy Efficiency, Government of India- New Delhi in the year 2016 and 2018, Ipca-Ratlam, Madhya Pradesh.
 - b. Received Silver, Gold and Platinum SEEM Award. (Society of Energy Engineers and Managers) in the year 2017, 2020 and 2021, Ipca- Ratlam, Madhya Pradesh.
 - c. Received award on environment protection and management in the year 2022, Ipca-Ratlam, Madhya Pradesh.
 - d. National Water Award from Ministry of Jal Shakti (Department of water resources) in the year 2020, Ipca-Indore, Madhya Pradesh.
 - e. Certificate with 4 Stars rating in pharmaceutical category from the State Pollution Control Board, Ipca-Raigad, Maharashtra.
 - f. Narayan Meghaji Lokhande Safety Award from the Government of Maharashtra in the year 2023, Ipca-Aurangabad, Maharashtra.

Table 1 - Financial performance based on given indicators:

₹ in Lakhs

Sr. No.	Particulars	Quarter ended 30th		2022-23		2021-22		2020-21	
		June, 2023 (Unaudited)		(Audited)		(Audited)		(Audited)	
		Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
a	Total Income	35,249.32	43,181.72	1,11,427.97	1,38,153.73	98,499.45	1,31,734.16	1,17,134.39	1,28,532.29
b	Profit before Depreciation interest and Tax*	1,413.50	3,664.87	(5,106.59)	(704.03)	(148.59)	11,924.03	14,283.79	14,095.43
c	Profit After Tax#	(1,570.30)	(66.83)	(29,970.19)	(20,222.76)	(5,542.96)	3,306.17	5,408.23	3,432.48

*Before exceptional items; #After exceptional items for FY 2022-23.

Table 2 - Earnings in Foreign Exchange (accrual basis)

₹ in Lakhs

Sr. No.	Particulars	2022-23	2021-22	2020-21
		Standalone (Audited)	Standalone (Audited)	Standalone (Audited)
a	Foreign Exchange Earned (Accrual Basis)	99,980.52	87,774.04	1,05,053.50

Table 3 - Foreign investments or collaborations

₹ in Lakhs

Sr. No.	Name of the Wholly Owned Subsidiary (WOS) and Associate Company	Invested Value as per Standalone accounts 31st March, 2023 (Audited)
a	Niche Generics Limited, UK (WOS)*	6,909.36
b	Unichem Farmaceutica Do Brasil Ltda, Brazil (WOS)*	7,086.72
c	Unichem Laboratories Limited, Ireland (WOS)*	2,104.84
d	Unichem Pharmaceuticals (USA) INC (WOS)	3,232.05
e	Unichem SA (Pty) Limited, South Africa (WOS)	12.14
f	Unichem (China) Pvt. Ltd.(WOS)	637.50
g	Synchron Research Services Pvt. Ltd (Associate)*	569.31

* Impairment wholly provided in books

- g. Best Safety Practices Award from National Safety Council and Directorate of Industrial Safety and Health, Ipca-Aurangabad, Maharashtra.
4. Job Profile and his suitability: Refer the Statement (Item No. 6 & 7) above setting out material facts pursuant to Section 102(1) of the Act and Annexure 1, and is not repeated here for the sake of brevity.
5. Remuneration proposed to be paid: Refer the Statement (Item 7) 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 with reference to the country of origin): The remuneration payable to Mr. Bhattacharyya has been considered by the Nomination and Remuneration Committee based on his profile, knowledge, experience, and responsibilities to be discharged by him.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Bhattacharyya has no other pecuniary relationship with the Company, Directors or any Key Managerial Personnel or their relatives except to the extent of the remuneration drawn by him. He is not related to any Directors or Key Managerial Personnel or their relatives. He does not own any shares in the Company.

(III) OTHER INFORMATION:

1. 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. This change in business strategy to focus on international markets was expected to give the desired results over a period. The Company has completed its various capex plans and is working towards optimisation of its capacities which is expected to give returns in the coming years, however it is envisaged that there may be loss/inadequacy of profits during the period for which remuneration is payable to Mr. Bhattacharyya and hence the said Resolution for the approval of the Members.
2. Steps taken or proposed to be taken for improvement: On 24th April, 2023, Ipca Laboratories Limited (Ipca) entered into a definitive Share Purchase Agreement (SPA) for the acquisition of 33.38% share capital of the Company from the existing promoter Dr. Prakash A. Mody. Ipca has completed the acquisition of said 33.38% shares of Unichem on 2nd August, 2023. Ipca is classified as one of the promoters of the Company and would be part of the promoter group alongwith the existing promoter/promoter group.

The Company has developed an excellent and proven track record of product range with a differentiated capability which is highly complementary to Ipca's strength. Ipca is a leading research driven global pharmaceutical company with its products marketed in over several countries across the globe. Transactions with Ipca will enhance each other's portfolio (Both in APIs and Formulations) in chosen growth

markets. Both companies can successfully integrate their product offerings for the growth of its business.

The Company has taken/proposes to:

- (2.i) focus attention on all aspects of the international business including finished formulations, API, contract manufacturing, and contract research;
 - (2.ii) control operating expenses and overheads cost across the organization; and
 - (2.iii) 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 herein above, 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 Directors 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 2022-23 of the Company.

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

Pradeep Bhandari

Mumbai
9th August, 2023

Head – Legal & Company Secretary
Membership No.: A14177

Registered Office:

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

Annexure 1

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 seeking appointment/ retiring by rotation is given herein.

Name of the Director	Dr. Prakash A. Mody	Mr. Pranay Premchand Godha	Mr. Pabitrakumar Kalipada Bhattacharyya
Date of birth	14th November, 1952	24th March, 1972	17th April, 1969
Date of Appointment	26th June, 1974	10th August, 2023	10th August, 2023
Brief Profile, Qualification and Expertise in Specific Functional Area	Dr. Mody is a post-graduate from the University of Mumbai and 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. 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. He is one of the Promoter of the Company.	Mr. Godha has done BSc. from the University of Mumbai and has also obtained a degree in M.B.A from the New York Institute of Technology. He has over two decades of experience in the field of Marketing and General Management. He is the Promoter, Managing Director, and Chief Executive Officer of Ipca Laboratories Limited.	Mr. Bhattacharyya is a B.Tech. (Chemical) from UDCT. He did his B.Sc Chemistry (Hons.) from Calcutta University. He has previously worked with several reputed Pharmaceutical companies in India. He is currently the President Operations (API) at Ipca Laboratories Limited. He has a rich experience of over three decades in Manufacturing and Technical Excellence, Production, Business Excellence, Project Management, Multi-sites Operations, Process Improvement, Six Sigma Project Management, Process Development, Quality Assurance, Budget Management, Strategic Planning, Execution and Administration, Startup and turned around Operations, Cost Reduction through innovations, Cost Analysis and Control, Process Automation, Flow Chemistry and Control and Relationship Management.
Remuneration last drawn (including sitting fees, if any)	₹ 592.35 Lakhs	Not Applicable	Not Applicable
Remuneration proposed to be paid	Sitting fees is paid for board meetings attended by him.	Sitting fees is paid for board and committee meetings attended by him.	As mentioned in the explanatory statement under item no. 7 of this Notice.
Number of Meetings of the Board attended during the financial year 2022-23	Six	Not Applicable	Not Applicable
No. of shares held in the Company	89,97,952 (12.78% of the Paid up capital) as on date of this Notice	Nil	Nil
Directorships in other Indian Companies	1. Kewal Kiran Clothing Limited 2. Elemage Wellness LLP 3. Prajay Advisors LLP	1. Ipca Laboratories Limited 2. Paschim Chemicals Private Limited 3. Kaygee Laboratories Private Limited 4. Kaygee Investments Private Limited 5. Mexin Medicaments Private Limited Also, a director of some of the foreign wholly owned subsidiaries of Ipca Laboratories Limited where he represents the Company as a Director.	Non-Executive in Krebs Biochemicals and Industries Limited
Membership/ Chairmanship of Committees	Member of the Nomination and Remuneration Committee of the Board of Directors of Kewal Kiran Clothing Limited.	Member of the Risk Management Committee of the Board of Directors of Ipca Laboratories Limited. Member of the Stakeholders Relationship Committee and Chairman of the Risk Management Committee and Corporate Social Responsibility of the Company respectively.	Member of the Audit and Risk Management Committee of the Board of Directors of the Company.
Resigned/retired as a Director in any listed entities in the past three financial years.	Nil	Nil	Nil
Relationship between Directors inter-se	None	None	None