



UNICHEM
LABORATORIES LTD.

CIN: L99999MH1962PLC012451

47, Kandivli Industrial Estate, Kandivli (West), Mumbai – 400 067

Tel.: (022) 6647 1000

Website: www.unichemlabs.com E-mail Id.: shares@unichemlabs.com

Dear Member(s),

NOTICE is hereby given pursuant to Section 108, Section 110, Section 118(10) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 ("**Rules**"), as amended from time to time read with Ministry of Corporate Affairs ("**MCA**") General Circular Nos. 14 & 17/2020 dated 8th April 2020 and 13th April 2020 respectively and MCA General Circular No. 03/2025 dated 22nd September 2025 issued by the MCA, as applicable (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), read with General Circular issued by Securities and Exchange Board of India ("**SEBI**") from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other applicable laws, rules and regulations for seeking consent / approval of members of the Company through Postal Ballot only by voting through electronic means ("**remote e-voting**") for:

1. Appointment of Dr. (Ms.) Swati Patankar (DIN 06594600) as a Non-Executive Independent Director for a term of five years w.e.f. 5th February 2026.
2. Material Related party transaction(s) between Ipca Laboratories Limited ("**Ipca**"), holding company of Unichem Laboratories Limited ("**Unichem**") and Unichem Pharmaceuticals (USA) Inc. ("**Unichem USA**"), wholly owned subsidiary of Unichem.
3. Material Related party transaction(s) with Unichem USA, Wholly Owned Subsidiary ("**WOS**") of Unichem.

An Explanatory Statement pursuant to Sections 102 read with Section 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations as amended, SS-2 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice. The Notice is also available on the website of the Company at <https://www.unichemlabs.com/postal-ballot.php>

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Alwyn D'Souza (Membership No. FCS 5559, COP No. 5137) or failing him Mr. Jay D'Souza (Membership No. FCS 3058, COP No. 6915) of Alwyn Jay & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. IST on Thursday, 26th February 2026
Conclusion of remote e-voting period	5.00 p.m. IST on Friday, 27th March 2026

The Company has appointed National Securities Depository Limited ("**NSDL**") for providing/facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days from the conclusion of e-voting. The said results along with the

Scrutinizer's Report would be intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.unichemlabs.com and on the website of NSDL <https://www.evoting.nsdl.com>

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be **Friday, 27th March 2026** viz., last date specified by the Company for e-voting.

SPECIAL BUSINESS:

1. Appointment of Dr. (Ms.) Swati Patankar (DIN 06594600) as a Non-Executive Independent Director for a term of five years w.e.f. 5th February 2026

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

"RESOLVED THAT Dr. (Ms.) Swati Patankar (DIN 06594600) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th February 2026 in terms of Section 161 of the Companies Act, 2013 ("**the Act**") read with the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Woman Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2015 made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Dr. (Ms.) Swati Patankar (DIN 06594600) as an Independent Woman Director who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, not liable to retire by rotation, to hold office for a term of five consecutive years from 5th February 2026 upto 4th February 2031.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of the powers herein conferred under this resolution to any director or the Company Secretary to do all such acts, deeds, matters and things as may be deemed fit in its absolute discretion and to take all such steps as may be required, necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

2. Material Related party transaction(s) between Ipca Laboratories Limited ("Ipca"), holding company of Unichem Laboratories Limited ("Unichem") and Unichem Pharmaceuticals (USA) Inc. ("Unichem USA"), Wholly Owned Subsidiary ("WOS") of Unichem

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

"RESOLVED THAT pursuant to Regulation 23(4) read with Regulation 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with related rules, other applicable laws / statutory provisions, if any, each as amended from time to time, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to enter into or continue the contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between Ipca Laboratories Limited ("**Ipca**"), holding company of Unichem Laboratories Limited and Unichem Pharmaceuticals (USA) Inc. ("**Unichem USA**") (WOS of Unichem), a related party within

the meaning of Section 2(76) of the Act and under Regulation 2(1)(zb) of the Listing Regulations more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein for a) Sale/Purchase of goods or services; b) Reimbursement of expenses/common services/product development charges; c) transfer of any resources or services; d) lease and license; e) contract manufacturing services and other transactions or obligations to meet its business objectives/ requirements to be entered into and/or to be executed and/or continue, on such terms and conditions as may be agreed between related parties Ipca and Unichem USA for an aggregate value not exceeding ₹ 400 crores (Rupees Four Hundred crores only) for the FY 2026-2027 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length and in the ordinary course of business of the Companies."

3. Material Related party transaction(s) with Unichem USA, Wholly Owned Subsidiary of Unichem

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

"RESOLVED THAT pursuant to Regulation 23(4) read with Regulation 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with related rules, other applicable laws/statutory provisions, if any, each as amended from time to time, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of Company to enter into or continue the contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Unichem Pharmaceuticals (USA) Inc. ("**Unichem USA**"), WOS of the Company; accordingly a related party within the meaning of Section 2(76) of the Act and under Regulation 2(1)(zb) of the Listing Regulations, more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out there in for a) Sale/Purchase of goods or services; b) Reimbursement of expenses/common services/Product Development charges; c) loans/advances/guarantees; d) lease and license; e) royalty; f) contract manufacturing services; g) transfer of any resources or services to meet its business objectives / requirements to be entered into and/or to be executed and/or continue on such terms and conditions as may be agreed between Unichem Laboratories Limited and Unichem USA, up to a maximum aggregate value of ₹ 1,600 crores (Rupees One Thousand Six Hundred crores only) for the FY 2026-2027, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred under this resolution to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company and to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, and to resolve all such issues or questions, that may arise in this regard and all action(s) taken for and behalf of the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For Unichem Laboratories Limited

Sd/-

Pradeep Bhandari
Head – Legal & Company Secretary
Membership No. A14177

Place: Mumbai
Date: 5th February 2026

NOTES:

1. The Explanatory Statements and reasons for the proposed Special / Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the Listing Regulations form part of the Explanatory Statement and is forming part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on **Friday, 20th February 2026**, ("**Cut-off date**") and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under these Notes.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the corresponding Rules framed thereunder, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.unichemlabs.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 20th February 2026** being the cut-off date fixed for the purpose.
7. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to shares@unichemlabs.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period **Thursday, 26th February 2026** to **Friday, 27th March 2026**.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company/Registrar & Transfer Agent at shares@unichemlabs.com/rnt.helpdesk@in.mpms.mufg.com respectively along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to shares@unichemlabs.com/rnt.helpdesk@in.mpms.mufg.com.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 27th March 2026**, at **5.00 p.m. (IST)** being the last date specified by the Company for e-voting.
10. In this Notice, the term "shareholder(s)" and "member(s)" are used interchangeably.
11. The Scrutinizer will submit his report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
12. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to shares@unichemlabs.com or query/grievance with respect to E-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call at 022 - 4886 7000.
13. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company

14. Procedure and instructions for e-voting

Step 1: Access to NSDL e-Voting system

A) Log-in method for e-Voting for individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2) Existing IDeAS user can visit the e- Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e-Voting period. 3) If you are 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 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5) Shareholders/Members can also download NSDL Mobile App "NSDL SPEED-e" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & 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.
Individual Shareholders (holding securities in demat mode) login through depository participants	You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see E-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138664 then user ID is 138664001**

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
- Select "**EVEN 138664**" to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email to shares@unichemlabs.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@unichemlabs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Item No. 1 of Notice:

The Board of Directors at their meeting held on 5th February 2026, based on the recommendation of Nomination and Remuneration Committee ("NRC"), appointed Dr. (Ms.) Swati Patankar (DIN 06594600) as an Additional Director (in the capacity of Independent Woman Director) of the Company, with effect from 5th February 2026, for a term of five consecutive years i.e. upto 4th February 2031, under Sections 149, 150, 152 and 161 of the Act and Articles of Association of the Company subject to approval of the members of the Company for a term of five years commencing from 5th February 2026 and not liable to retire by rotation.

Pursuant to Regulation 17(1C) of Listing Regulations, Dr. (Ms.) Swati Patankar shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Dr. (Ms.) Swati Patankar is eligible to be appointed as an Independent Woman Director for a term of up to five consecutive years. The Company has received a notice under Section 160 of the Act from a member proposing her candidature as an Independent Woman Director of the Company. The Company has also received a declaration of independence from Dr. (Ms.) Swati Patankar. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Woman Director and without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. She has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. (Ms.) Swati Patankar is a person of integrity, fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of Management. The Board noted that Dr. (Ms.) Swati Patankar's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Woman Director. The Board and the NRC were satisfied that the appointment was justified after considering her rich and varied experience in the fields of Regulatory, Research & Development, Technical, Medical Sciences, Academic and Mentoring.

She has been appointed as a Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Company effective 5th February 2026.

Brief profile including skills and expertise of Dr. (Ms.) Swati Patankar is as follows:

Dr. (Ms.) Swati Patankar, aged 58, holds a B.Sc. (Hons) from St. Xavier's College, Mumbai, and a Ph.D. in Molecular Microbiology from Tufts University, Boston, USA. Following her Ph.D., she completed a four-year postdoctoral fellowship in Immunology and Infectious Diseases at the Harvard School of Public Health, Boston, and subsequently served for two years as Group Leader/Senior Scientist & Lab Head at Quest Institute of Life Sciences/GeneQuest Laboratory, Nicholas Piramal India Ltd. Since 2003, she has been associated with the Indian Institute of Technology Bombay (IITB), where she is currently Professor in the Department of Biosciences & Bioengineering. She has also been a Visiting Scientist at the Harvard School of Public Health since 2002. Dr. Patankar is a member of the Board of Governors of IITB for the term January 2024 to December 2026. Previously, from May 2013 to April 2017, she served as Professor-in-Charge of the IITB-Monash Research Academy, a collaborative initiative between IIT Bombay and Monash University, Melbourne, where nearly 200 Ph.D. students pursued joint research projects, and over 100 students successfully graduated.

The Company has received declaration from Dr. (Ms.) Swati Patankar stating that she meets the criteria of independence as prescribed under Section 149 of the Act and in the opinion of the Board, Dr. (Ms.) Swati Patankar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Woman Director.

A copy of the draft letter for appointment of Dr. (Ms.) Swati Patankar as an Independent Director setting out terms and conditions of her appointment would be available for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day except Saturday upto Friday, 27th March 2026.

Except Dr. (Ms.) Swati Patankar and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the Resolution set out in item no. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board firmly believes that qualification, knowledge and experience of Dr. (Ms.) Swati Patankar will undoubtedly be beneficial to the Company. The Board of Directors based on the recommendation of the NRC considers the appointment of Dr. (Ms.) Swati Patankar as an Independent Woman Director to hold office for a period of five consecutive years from 5th February 2026 to 4th February 2031, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot notice for the approval of the Members.

This Explanatory Statement together with the accompanying Notice of the Postal Ballot may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

Details of Director seeking appointment:

Particulars	Dr. (Ms.) Swati Patankar
Date of Birth	23-01-1968/ 58 years
DIN No.	06594600
Date of Appointment	5 th February 2026 (as an Additional Director) in the capacity of an Independent Director of the Company for a period of five consecutive years from 5 th February 2026 to 4 th February 2031, subject to approval of the Shareholders of the Company.
Qualifications	B. Sc (Hons), St. Xavier's College, Mumbai - Ph.D. in Molecular Microbiology, Tufts University, Boston, USA.
Experience in years	Over 30 years
Expertise in specific functional areas	Dr. Patankar is Professor, Department of Biosciences & Bioengineering at IIT, Bombay. She was the Dean (International Relations) and member of the Board of Governors at IIT Bombay, where she had administrative experience in a variety of domains. She had been invited member for World Health Organization (WHO) TDR Working Group on Genomes to Drugs and on Pathogenesis and Applied Genomics where it aims to help coordinate, support and influence global efforts to combat a portfolio of major diseases of the poor and disadvantaged. She has also been in selection / review committees for recruitment of Indian faculty, researchers, and professionals to institutions in India. She is associated with various institutions including member, Board of Studies, Tata Institute of Fundamental Research, Mumbai; member of the Scientific Advisory Committee of the National Institute for Animal Biotechnology, Hyderabad, and member of the Executive Committee of Nehru Science Centre, Mumbai. She is also deeply involved in publication of various journals related to research on drug discovery and drug delivery for human parasitic pathogens including Plasmodium species that cause malaria and Toxoplasma gondii.
Skills and capabilities required and the manner in which the proposed person meets such requirements	Dr. Patankar is having rich and varied experience related to pharmaceutical industry to which your company belongs to particularly in the fields of Regulatory, Research & Development, Technical, Medical Sciences, Academic and Mentoring.
Terms and Conditions of appointment and proposed remuneration to be paid	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 5th February 2026 to 4th February 2031. Sitting fees for attending the meeting of Board and Committees.
Remuneration payable	No remuneration be paid except sitting fees for attending meetings of the Board and Committee meetings.
Directorships held in other companies (excluding foreign companies)	Ipca Laboratories Limited

Listed entities from which the person has resigned in the past three years	N.A.
Memberships (M) /Chairmanships (C) of committees of other companies	Member of the following Committees of Ipca Laboratories Limited: a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee
Relationship with other Directors and Key Managerial Personnel	Not related to any other Director and Key Managerial Personnel of the Company
Number of Equity Shares held in the Company including beneficial owner	None

Item Nos. 2 and 3 of Notice:

Regulation 23(4) of Listing Regulations as amended provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders / members by means of an Ordinary resolution. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits as per Schedule XII of the Listing Regulations. For Unichem Laboratories Limited ("Unichem"), threshold limit is 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

It is in the above context that the Resolutions at Item Nos. 2 and 3 are proposed for the approval of the Shareholders of the Company.

The Audit Committee and the Board of Directors had, on the basis of relevant details provided by the management, as required by law, reviewed and approved the said transaction, subject to approval of the shareholders of the Company. It noted that these transactions are on an arms' length basis and in the ordinary course of business and are in accordance with Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. These transactions not only help in strengthening business operations of the group but also ensures consistent flow of desired quality and quantity of goods and services without interruption and generation of revenue and business.

The Audit Committee of the Company reviews, on a quarterly basis, the details of all related party transactions entered into by the Company pursuant to its approvals. The Audit Committee has reviewed the certificate provided by the Managing Director & Chief Financial Officer of the Company as required under the Industry Standards Note on Related Party Transactions issued by SEBI vide its circular dated June 26, 2025.

Unichem is a subsidiary company of Ipca Laboratories Limited ("Ipca") and accordingly Unichem's subsidiary will also be treated as related party under Regulation 2(1)(zb) of the Listing Regulations.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("**RPT Industry Standards**") are set forth below:

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr. No.	Particulars	Information provided by the management	
		Annexure 1 (for item no. 2)	Annexure 2 (for item no. 3)
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as "Annexure – A"	
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Unichem Laboratories Limited (Unichem), a subsidiary of Ipca Laboratories Limited (Ipca) along with other group companies is serving customers located across the globe. All entities are engaged in highly regulated business of manufacturing/marketing of pharmaceuticals and related products. In this business, it is not possible to change the approved source of materials as the same is approved by regulatory authorities from different countries. It is also important in the pharmaceutical business to maintain confidentiality/intellectual property rights. Considering the above, it is generally not feasible to conduct the business covered under these related party transactions with third parties. However, transactions are on arm’s length basis and in the ordinary course of business as well as in compliance with transfer pricing norms with terms and conditions that are generally prevalent in the industry segments that the Company operates in. While entities belong to the Ipca Group, each operates independently with distinct commercial responsibilities. The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services. Loans and Advances or Royalty is not planned for the year except Royalty being received by Unichem for ANDAs acquired from Bayshore Pharmaceuticals LLC in the previous year which is being manufactured from third party by WOS, Unichem USA. Further Loans and advances, if transacted, will always be in compliance with Section 186 of the Companies Act, 2013 (Act) and shall be carried out on arm’s length basis. The words Loans and Advances have been used as an enabler in Resolution No. 3 for approval which may or may not happen.	Unichem USA, a wholly owned subsidiary of Unichem, was established in March 2004 to market pharmaceutical products in the U.S. All products manufactured by Unichem for the U.S. market are sold and distributed through Unichem USA. As a material unlisted subsidiary, Unichem USA plays a critical role in Unichem’s global operations.
		Unichem USA will continue to market formulations manufactured by Ipca in the U.S. market. The sales with Ipca are carried out on profit sharing basis after providing for certain percentage of sales towards selling and distribution expenses to Unichem USA. By leveraging Ipca’s extensive portfolio, Unichem USA will significantly broaden its product offerings in the U.S. generics	

		market. This strategic initiative will enable Unichem USA to capitalize on Ipca's regulatory approvals and pipeline strength, positioning the company for accelerated growth. The proposed arrangement is expected to deliver substantial cost efficiencies by reducing marketing, logistics, warehousing, and other overhead expenses as a percentage of sales. Further this will not require additional manpower or administrative resources, ensuring a seamless integration into existing operations. Hence, this collaboration will enhance Unichem USA's revenue and profitability while strengthening its overall market presence. By aligning with Ipca's capabilities, Unichem USA will gain a competitive edge and reinforce its position as a trusted player in the U.S. generics segment.	The transactions between Unichem and Unichem USA are expected to exceed the threshold prescribed under Regulation 23(1) of the SEBI Listing Regulations. Since the proposed total transactions value with Unichem USA is going to be more than 90% of the Unichem India, which are otherwise exempt for approval under the regulations being a wholly owned subsidiary, approval from shareholder is being sought as a good governance practice. Unichem USA's financial statements are consolidated with those of Unichem and presented to shareholders at general meetings, ensuring full transparency and compliance with regulatory requirements.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	Yes	
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	Yes, approved and had recommended to shareholders for approval.	
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable	
6.	Affirmation that the Audit Committee and Board of	Not Applicable	

	Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	
7.	Any other information that may be relevant	None

Annexure – A

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

Part A: Minimum information of the proposed RPT, applicable to all RPTs:

A(1): Basic details of the related party

Sr. No.	Particulars	Information provided by the management	
		Annexure 1 (for item no. 2)	Annexure 2 (for item no. 3)
1.	Name of the related party	Ipca Laboratories Limited and Unichem Pharmaceuticals (USA) Inc.	Unichem Pharmaceuticals (USA) Inc.
2.	Country of incorporation of the related party	India and USA respectively	USA
3.	Nature of business of the related party	Ipca is leading research driven Global pharmaceutical company, with its Active Pharmaceutical Ingredients (APIs) and formulations being marketed in over 100 countries worldwide Unichem USA, a wholly owned subsidiary of Unichem, was established in March 2004 for marketing, selling and distribution of pharmaceutical products in the U.S.	Unichem USA, a wholly owned subsidiary of Unichem, was established in March 2004 for marketing, selling and distribution of pharmaceutical products in the U.S.

A(2): Relationship and ownership of the related party

Sr. No.	Particulars	Information provided by the management	
		Annexure 1 (for item no. 2)	Annexure 2 (for item no. 3)
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Ipca is holding company of Unichem. Unichem USA is WOS of Unichem and a step-down subsidiary of Ipca.	Unichem USA is WOS of Unichem.
	Shareholding of the listed entity/ subsidiary	Ipca is holding 52.67% of the paid-up equity share capital of Unichem	Unichem is holding 100% of the paid-up equity share capital of

(in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	and Unichem holds 100% of the paid-up equity share capital of Unichem USA. Unichem USA is a step-down subsidiary of Ipca.	Unichem USA.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Ipca is holding 52.67% of the paid-up equity share capital of Unichem and Unichem holds 100% of the paid-up equity share capital of Unichem USA. Unichem USA is a step-down subsidiary of Ipca. Ipca is the ultimate holding company.	Unichem is holding 100% of the paid-up equity share capital of Unichem USA. Ipca is the ultimate holding company.

A(3): Details of previous transactions with the related party

Sr. No.	Particulars	Information provided by the management																								
		Annexure 1 (for item no. 2)		Annexure 2 (for item no. 3)																						
1.	Total amount (Rs. in crs) of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><th>#</th><th>Nature of Transactions</th><th>FY 2024-2025</th></tr><tr><td>1</td><td>Sale/Purchase of goods or services/ product development charges/ reimbursement of expenses/ common services/ share of profit</td><td>69.29</td></tr></table>		#	Nature of Transactions	FY 2024-2025	1	Sale/Purchase of goods or services/ product development charges/ reimbursement of expenses/ common services/ share of profit	69.29	<table><tr><th>#</th><th>Nature of Transactions</th><th>FY 2024-2025</th></tr><tr><td>1.</td><td>Sale/Purchase of goods or services/reimbursement of expenses/common services/product development charges</td><td>1048.01</td></tr><tr><td>2.</td><td>Interest income on loan given to WOS</td><td>0.6</td></tr></table>		#	Nature of Transactions	FY 2024-2025	1.	Sale/Purchase of goods or services/reimbursement of expenses/common services/product development charges	1048.01	2.	Interest income on loan given to WOS	0.6						
#	Nature of Transactions	FY 2024-2025																								
1	Sale/Purchase of goods or services/ product development charges/ reimbursement of expenses/ common services/ share of profit	69.29																								
#	Nature of Transactions	FY 2024-2025																								
1.	Sale/Purchase of goods or services/reimbursement of expenses/common services/product development charges	1048.01																								
2.	Interest income on loan given to WOS	0.6																								
2.	Total amount (Rs. in crs) of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. The Company had obtained shareholders' approval for FY 2025-2026	<table><tr><th>#</th><th>Nature of Transactions</th><th>April 2025 to December 2025</th></tr><tr><td>1.</td><td>Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit</td><td>63.01</td></tr></table>		#	Nature of Transactions	April 2025 to December 2025	1.	Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit	63.01	<table><tr><th>#</th><th>Nature of Transactions</th><th>April 2025 to December 2025</th></tr><tr><td>1.</td><td>Sale/Purchase of goods or services/ reimbursement of expenses/common services/product development charges</td><td>607.55</td></tr><tr><td>2.</td><td>Interest on loan given to WOS</td><td>1.91</td></tr><tr><td>3.</td><td>Royalty income</td><td>0.72</td></tr><tr><td>4.</td><td>Commission on guarantee given</td><td>2.24</td></tr></table>		#	Nature of Transactions	April 2025 to December 2025	1.	Sale/Purchase of goods or services/ reimbursement of expenses/common services/product development charges	607.55	2.	Interest on loan given to WOS	1.91	3.	Royalty income	0.72	4.	Commission on guarantee given	2.24
#	Nature of Transactions	April 2025 to December 2025																								
1.	Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit	63.01																								
#	Nature of Transactions	April 2025 to December 2025																								
1.	Sale/Purchase of goods or services/ reimbursement of expenses/common services/product development charges	607.55																								
2.	Interest on loan given to WOS	1.91																								
3.	Royalty income	0.72																								
4.	Commission on guarantee given	2.24																								
3.	Any default, if any, made by a related party concerning	Not Applicable																								

	any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	
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A(4): Amount of the proposed transactions

Sr. No.	Particulars	Information provided by the management																						
		Annexure 1 (for item no. 2)		Annexure 2 (for item no. 3)																				
1.	Amount (Rs in crs.) of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table><tr><th>#</th><th>Nature of Transactions</th><th>FY 2026-2027</th></tr><tr><td>1.</td><td>Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit</td><td>400</td></tr></table>	#	Nature of Transactions	FY 2026-2027	1.	Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit	400	<table><tr><th>#</th><th>Nature of Transactions</th><th>FY 2026-2027</th></tr><tr><td>1.</td><td>Sale/Purchase of goods or services/reimbursement of expenses/ common services/ product development charges</td><td>1,590</td></tr><tr><td>2.</td><td>Interest income on loan given to WOS</td><td>5</td></tr><tr><td>3.</td><td>Royalty income</td><td>2</td></tr><tr><td>4.</td><td>Commission on guarantee given</td><td>3</td></tr></table>	#	Nature of Transactions	FY 2026-2027	1.	Sale/Purchase of goods or services/reimbursement of expenses/ common services/ product development charges	1,590	2.	Interest income on loan given to WOS	5	3.	Royalty income	2	4.	Commission on guarantee given	3
#	Nature of Transactions	FY 2026-2027																						
1.	Sale/Purchase of goods or services/product development charges/ reimbursement of expenses/ common services/ share of profit	400																						
#	Nature of Transactions	FY 2026-2027																						
1.	Sale/Purchase of goods or services/reimbursement of expenses/ common services/ product development charges	1,590																						
2.	Interest income on loan given to WOS	5																						
3.	Royalty income	2																						
4.	Commission on guarantee given	3																						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	19%		76%																				
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover (i.e. Unichem Pharmaceuticals (USA) Inc.) for the immediately	29%		117%																				

	preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)																										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Ipca - 6% Unichem USA – 29%	117%																								
6.	Financial performance (Rs. in crs) of the related party for the immediately preceding financial year (FY 2024-25):	<table><tr><th>Particulars of Ipca</th><th>FY 2024-2025</th></tr><tr><td>Turnover</td><td>6,678</td></tr><tr><td>Profit After Tax</td><td>651</td></tr><tr><td>Net worth</td><td>6,892</td></tr></table> <table><tr><th>Particulars of Unichem USA</th><th>FY 2024-2025</th></tr><tr><td>Turnover</td><td>1,361.86</td></tr><tr><td>Profit After Tax</td><td>39.14</td></tr><tr><td>Net worth</td><td>230.23</td></tr></table>	Particulars of Ipca	FY 2024-2025	Turnover	6,678	Profit After Tax	651	Net worth	6,892	Particulars of Unichem USA	FY 2024-2025	Turnover	1,361.86	Profit After Tax	39.14	Net worth	230.23	<table><tr><th>Particulars of Unichem USA</th><th>FY 2024-2025</th></tr><tr><td>Turnover</td><td>1,361.86</td></tr><tr><td>Profit After Tax</td><td>39.14</td></tr><tr><td>Net worth</td><td>230.23</td></tr></table>	Particulars of Unichem USA	FY 2024-2025	Turnover	1,361.86	Profit After Tax	39.14	Net worth	230.23
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Particulars of Unichem USA	FY 2024-2025																										
Turnover	1,361.86																										
Profit After Tax	39.14																										
Net worth	230.23																										

A(5): Basic details of the proposed transaction

Sr. No.	Particulars	Information provided by the management	
		Annexure 1 (for item no. 2)	Annexure 2 (for item no. 3)
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. sale/purchase of goods or services; 2. reimbursement of expenses/ product development charges; 3. lease and license in furtherance of business; 4. transfer of any resources, services or obligations to meet its business objectives/requirements. 5. conversion of materials on job work basis, contract manufacturing services; 6. common services/ share of profit; 7. other transactions for the furtherance of the	1. sale/purchase of goods or services; 2. reimbursement of expenses/ product development charges; 3. loans/advances/guarantees against supply of goods/services/ for operations of business; 4. lease and license in furtherance of business; 5. transfer of any resources, services or obligations to meet its business objectives/requirements. 6. conversion of materials on job work basis, contract manufacturing services;

		business.	7. common services/ share of profit; 8. payment of royalty, within permissible limit, in case the same is applicable for use of Intellectual Property rights. 9. other transactions for the furtherance of the business.
2.	Details of each type of the proposed transaction	As mentioned in A(4) above	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the period of one year i.e. FY 2026-2027	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	These transactions are proposed to be entered during FY 2026-2027 upto maximum aggregate amount of ₹ 400 crores.	These transactions are proposed to be entered during FY 2026-2027 upto maximum aggregate amount of ₹ 1,600 crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Same as provided above	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	The promoters of the Company are also the indirect promoters of Ipca (related party) except Dr. Prakash Mody who is the promoter of Unichem. Hence, they have indirect interest in the transaction(s).	
	a. Name of the director / KMP	- Mr. Pranay Godha - Mr. Pabitrakumar Bhattacharyya	- Dr. Prakash Mody - Mr. Pranay Godha - Mr. Pabitrakumar Bhattacharyya
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Pranay Godha – is part of Promoter group of parent company Ipca. Ipca holds 52.67% in Unichem. Mr. Pabitrakumar Bhattacharyya – 1 share. Dr. Prakash Mody, including Person acting in concert – 17.55%. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company.	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making	None	

B Details for specific transactions**B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars	Information provided by the management	
		Annexure 1 (for item no. 2)	Annexure 2 (for item no. 3)
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Unichem Laboratories Limited (Unichem), a subsidiary of Ipca Laboratories Limited (Ipca) along with other group companies is serving customers located across the globe. All entities are engaged in highly regulated business of manufacturing/marketing of pharmaceuticals and related products. In this business, it is not possible to change the approved source of materials as the same are approved by regulatory authorities from different countries. It is also important in the pharmaceutical business to maintain confidentiality/intellectual property rights. Considering the above, bidding or other process is generally not feasible and alternative method (for instance cost-plus mark-up or comparable price etc.) is considered. Transactions are on arm's length basis and in the ordinary course of business as well as in compliance with transfer pricing norms with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	
2.	Basis of determination of price	As mentioned in (1) above.	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable	
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		

B(7): Transactions relating to payment of royalty

Sr. No.	Particulars of the information	Information provided by the management
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	Not Applicable
	b. For transfer of technology know-how	In relation to a non-exclusive license to use certain ANDAs / IP Rights granted by Unichem to Unichem USA, royalty @5% being charged on net sales.
	c. For professional fee, corporate management fee or any other fee	NA
	d. Any other use (specify)	NA
2.	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	No, as no such type of transaction exists between other group companies.

	(b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount	No royalty is being received by the parent company from group entities in other jurisdiction.
3.	Sunset Clause for Royalty payment, if any.	8 years

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B

C(6): Disclosure *only* in case of transactions relating to payment of royalty

Sr. No.	Particulars of information	Information provided by the management				
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	No Royalty was paid during such financial years.				
	FY 2022-2023					
	FY 2023-2024					
	FY 2024-2025					
2.	Purpose for which royalty was paid to the related party during the last three financial years.	Not Applicable				
	a. For use of brand name / trademark					
	b. For transfer of technology know-how					
	c. For professional fee, corporate management fee or any other fee					
	d. Any other use (specify)					
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	Not Applicable				
	FY 2022-2023					
	FY 2023-2024					
	FY 2024-2025					
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	Not Applicable				
5	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:					
		Listed Entity /Subsidiary	Peer 1	Peer 2	Peer 3	
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount	
	Royalty paid as a % of net profits over the last 3 years	Not applicable	Not available			
	Annual growth rate of Turnover over last 3 years					

Save and except as stated above, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in resolution nos. 2 and 3.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item Nos. 2 and 3.

Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item Nos. 2 and 3 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item Nos. 2 and 3 of the accompanying Notice for approval of the Members.

By order of the Board
For Unichem Laboratories Limited

Sd/-

Pradeep Bhandari
Head – Legal & Company Secretary
Membership No. A14177

Place: Mumbai
Date: 5th February 2026

Registered Office:

47, Kandivli Industrial Estate,
Kandivli (West), Mumbai – 400 067