

General information about company

Scrip code	506690
NSE Symbol	UNICHEMLAB
MSEI Symbol	NOTLISTED
ISIN	INE351A01035
Name of the entity	Unichem Laboratories Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory | Textual Information(1)

Whether the listed entity has a Regular Chairperson		Yes	Disqualification of Directors under Section 164 of the Companies Act, 2013																						
Whether Chairperson is related to MD or CEO		No																							
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Mody Prakash Amrut		00001285	Executive Director	Chairperson	CEO-MD	14-11-1952	No				Active	NA		22-06-1974	01-07-2018			2	1	1	0		
2	Mr	Dilip J Kunkolienkar		02666678	Executive Director	Not Applicable		15-08-1950	No				Active	NA		01-04-2018	01-04-2021			1	0	1	0		
3	Mr	Pratulbhai Anubhai Shah		00040837	Non-Executive - Independent Director	Not Applicable		20-01-1938	No				Active	Yes	01-04-2019	01-04-2014	01-04-2019		48	2	2	3	3		
4	Mr	Pratull D Sheth		00184581	Non-Executive - Independent Director	Not Applicable		08-02-1939	No				Active	Yes	01-04-2019	01-04-2014	01-04-2019		48	1	1	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Anand Yashavant Mahajan		00066320	Non-Executive - Independent Director	Not Applicable		03-01-1953	No				Active	NA		01-04-2014	01-04-2019		48	1	1	1	0		
6	Ms	Kinnera Murthy Bhagavata		01878144	Non-Executive - Independent Director	Not Applicable		09-06-1952	No				Active	NA		21-03-2015	21-03-2018	21-03-2023	60	1	1	2	0		
7	Ms	Priti Puri		07755966	Non-Executive - Independent Director	Not Applicable		17-10-1973	No				Active	NA		21-03-2023	21-03-2023		0.11	1	1	1	0		

Text Block

Textual Information(1)

Prafull Sheth & Prafull Anubhai were appointed for 2nd term of 5 years wef 1.4.2019 at AGM held on 28.7.2018 vide special resolution.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00040837	Prafulbhai Anubhai Shah	Non-Executive - Independent Director	Chairperson	24-01-2001		
2	02666678	Dilip J Kunkolienkar	Executive Director	Member	29-05-2018		
3	01878144	Kinnera Bhagavatula Murthy	Non-Executive - Independent Director	Member	16-11-2018	21-03-2023	
4	00066320	Anand Yashavant Mahajan	Non-Executive - Independent Director	Member	02-11-2018		
5	00184581	Prafull D Sheth	Non-Executive - Independent Director	Member	07-10-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00040837	Prafulbhai Anubhai Shah	Non-Executive - Independent Director	Chairperson	19-10-2013		
2	00066320	Anand Yashavant Mahajan	Non-Executive - Independent Director	Member	25-05-2018		
3	00184581	Prafull D Sheth	Non-Executive - Independent Director	Member	19-10-2013		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00040837	Prafulbhai Anubhai Shah	Non-Executive - Independent Director	Chairperson	19-10-2013		
2	01878144	Kinnera Murthy Bhagavatula	Non-Executive - Independent Director	Member	29-05-2018	21-03-2023	
3	00001285	Mody Prakash Amrut	Executive Director	Member	19-10-2013		
4	07755966	Priti Puri	Non-Executive - Independent Director	Member	21-03-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001285	Mody Prakash Amrut	Executive Director	Chairperson	29-05-2021		
2	02666678	Dilip J Kunkolienkar	Executive Director	Member	29-05-2021		
3	00184581	Prafull D Sheth	Non-Executive - Independent Director	Member	29-05-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001285	Mody Prakash Amrut	Executive Director	Chairperson	19-10-2013		
2	00040837	Prafulbhai Anubhai Shah	Non-Executive - Independent Director	Member	19-10-2013		
3	01878144	Kinnera Murthy Bhagavatula	Non-Executive - Independent Director	Member	11-07-2015	21-03-2023	
4	07755966	Priti Puri	Non-Executive - Independent Director	Member	21-03-2023		

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	6	6	4
2		06-02-2023	86		Yes	6	6	4
3		20-03-2023	41		Yes	6	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	5	5	4	0
2	Audit Committee	06-02-2023	86			Yes	5	5	4	0
3	Risk Management Committee	20-03-2023	41			Yes	3	3	1	0
4	Nomination and remuneration committee	06-02-2023				Yes	3	3	3	0
5	Nomination and remuneration committee	20-03-2023	41			Yes	3	3	3	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)	Sale of finished goods by Unichem Laboratories Limited to its Wholly Owned Subsidiary(WOS) Unichem Pharmaceuticals (USA) Inc, is a Material Related Party Transaction for the quarter ended 31.03.2023 . The transaction is in ordinary course of business and on arms length basis. Regulation 23(2) (3) & (4) is not applicable to this transaction by virtue of Regulation 23 (5) of the Listing Regulations. The above reporting is done under Regulation 27 (b)
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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Pradeep Bhandari
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	The CG report for the quarter ended 31.12.2022 was placed before the board meeting held on 6.2.2023. This report shall be placed before the ensuing board meeting.
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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		shares@unichemlabs.com
2	Terms and conditions of appointment of independent directors	Yes		shares@unichemlabs.com
3	Composition of various committees of board of directors	Yes		shares@unichemlabs.com
4	Code of conduct of board of directors and senior management personnel	Yes		shares@unichemlabs.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		shares@unichemlabs.com
6	Criteria of making payments to non-executive directors	Yes		shares@unichemlabs.com
7	Policy on dealing with related party transactions	Yes		shares@unichemlabs.com
8	Policy for determining 'material' subsidiaries	Yes		shares@unichemlabs.com
9	Details of familiarization programmes imparted to independent directors	Yes		shares@unichemlabs.com

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		shares@unichemlabs.com
11	email address for grievance redressal and other relevant details	Yes		shares@unichemlabs.com
12	Financial results	Yes		shares@unichemlabs.com
13	Shareholding pattern	Yes		shares@unichemlabs.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		shares@unichemlabs.com
18	Credit rating or revision in credit rating obtained	Yes		shares@unichemlabs.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		shares@unichemlabs.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		shares@unichemlabs.com
21	Materiality Policy as per Regulation 30	Yes		shares@unichemlabs.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		shares@unichemlabs.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		shares@unichemlabs.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	

8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Pradeep Bhandari
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Pradeep Bhandari
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	In terms of the said disclosure any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity and employees are excluded and hence the same is not applicable and reported here. The Company subsidiaries are all wholly owned.

Signatory Details	
Name of signatory	Pradeep Bhandari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	18-04-2023