



**UNICHEM**  
**LABORATORIES LTD.**

August 2, 2023

**BSE Ltd.**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai 400 023**

**National Stock Exchange India Limited, Exchange Plaza,**  
**C-1, Block-G,**  
**Bandra Kurla Complex,**  
**Bandra – (East). Mumbai-400051.**

**Scrip Code : 506690**

**Scrip Code: UNICHEMLAB**

Dear Sirs

Re: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) by Unichem Laboratories Limited (“Company”).

Sub: Sale of 33.38% of the paid-up equity share capital of the Company held by Dr. Prakash A. Mody, promoter of the Company to Ipca Laboratories Limited pursuant to the Share Purchase Agreement dated April 24, 2023.

Further to our earlier disclosures dated July 28, 2023, we now wish to inform you that post receipt of approval of Competition Commission of India (CCI), Dr. Prakash A. Mody, Promoter of the Company, has today sold 2,35,01,440 fully paid-up equity shares of Rs. 2 each, constituting about 33.38% of the paid up equity share capital of the Company to Ipca Laboratories Limited (Acquirer) at a price @ Rs. 402.25 per equity share aggregating to Rs. 945.35 Crores. This deal was executed through block deal mechanism of National Stock Exchange of India Limited (NSE).

The Acquirer has already made an open offer to the public shareholders of the Company to acquire from them upto 26% of the fully diluted outstanding equity share capital of the company at a price @ Rs. 440/- per share aggregating to Rs 805.44 crores under the relevant provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Draft Letter of Offer (DLOF) in respect of the Open Offer was filed by the Acquirer with SEBI on May 10, 2023, and the SEBI observations/comments on the DLOF is awaited. The updated schedule of activities pertaining to the Open Offer would be communicated separately upon receipt of the observations/comments from SEBI on DLOF.

The required disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard is enclosed herewith

Kindly take this information on record.

Yours faithfully  
For Unichem Laboratories Limited



Pradeep Bhandari  
Head – Legal & Company Secretary  
Encl: a/a



ANNEXURE 1

DISCLOSURE UNDER PARA A OF SCHEDULE III OF REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sr. No.	Particulars	Description
1.	<b>Name(s) of parties with whom the agreement is entered and relationship</b>	The share purchase agreement (“SPA”) was executed on April 24, 2023, between Dr. Prakash Amrut Mody, a promoter of the Company (“Seller”), Ipca Laboratories Limited (“Acquirer”) and Unichem Laboratories Limited (“Company”) which has already been intimated to the exchanges.
2.	<b>Purpose of entering into the agreement</b>	<p>The SPA has been executed to record the terms of the proposed acquisition of 2,35,01,440 equity shares of the Company by the Acquirer from the Seller (“Transaction”).</p> <p>Post receipt of approval of Competition Commission of India (CCI), Dr. Prakash A. Mody, Promoter of the Company has today sold 2,35,01,440 fully paid-up equity shares of Rs 2 each, constituting about 33.38% of the paid up equity share capital of the Company to Ipca Laboratories Limited at a price @ Rs. 402.25 per equity share aggregating to Rs. 945.35 Crores. This deal was executed through block deal mechanism of National Stock Exchange of India Limited (NSE).</p>
3.	<b>Shareholding, if any, in the entity with whom the agreement is executed</b>	Nil
4.	<b>Significant terms of the agreement (in brief)</b>	<ol style="list-style-type: none"><li>1. The total purchase consideration amounts to Rs. 1034,06,33,600.</li><li>2. The SPA is subject to certain conditions precedent including the approval from the Competition Commission of India in respect of the Transaction which was received on July 27, 2023.</li><li>3. Pursuant to the consummation of the Transaction and subject to compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will become a promoter of the Company and shall be in control of the Company.</li><li>4. If at any time after the completion date, the Seller is desirous of being declassified as a “promoter” of the Company (as permitted under SEBI LODR Regulations), the Company and the Acquirer shall take all actions and steps as are required to declassify the Seller as a promoter (and to declassify the Seller’s affiliates as ‘promoter group’, as applicable).</li></ol>



5.	<b>Extent and the nature of impact on management or control of the listed entity</b>	Pursuant to the consummation of Transaction (contemplated under the SPA) and subject to compliance with the SEBI SAST Regulations, the Acquirer will acquire control over the Company, including to direct management policy, to conduct/oversee day to day management of the Company, to control the composition of the Board of the Company (including to nominate non-independent directors), etc. and shall become a promoter of the Company including in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
6.	<b>Details and qualification of the restriction or liability imposed upon the listed entity</b>	Nil except as stated in point no. 5 above
7.	<b>Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship.</b>	<b>Seller:</b> Seller is a promoter of the Company. <b>Acquirer:</b> The Acquirer is not related to the current promoters/ promoter group/ group companies of the Company.
8.	<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</b>	No, the transaction does not involve related parties.
9.	<b>In case of issuance of shares to the parties, details of issue price, class of shares issued</b>	There is no issuance of shares to the parties.  Post receipt of approval of Competition Commission of India (CCI), Dr. Prakash A. Mody, Promoter of the Company has today sold 2,35,01,440 fully paid-up equity shares of Rs 2 each, constituting about 33.38% of the paid up equity share capital of the Company to Ipca Laboratories Limited at a price @ Rs. 402.25 per equity share aggregating to Rs. 945.35 Crores. This deal was executed through block deal mechanism of National Stock Exchange of India Limited (NSE).
10.	<b>Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</b>	On the completion date ( <i>as defined in the SPA</i> ), the board of directors of the Company shall approve the appointment of 3 (three) nominees of the Acquirer as additional directors of the Company.



11.	<b>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</b> <b>(a) name of parties to the agreement</b> <b>(b) nature of the agreement (c) date of execution of the agreement</b> <b>(d) details of amendment and impact thereof or reasons of termination and impact thereof.</b>	Not applicable.
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