



**UNICHEM**  
LABORATORIES LTD.

22<sup>nd</sup> March 2024

**Arun Tadarwal**  
81 Shivner, 84,  
Nepean Sea Road, Malabar Hill,  
Mumbai - 400006, Maharashtra, India

Dear Sir,

**Sub.: Appointment as an Independent Director of the Company for a term of five years w.e.f. February 5, 2024**

We thank you for being a Director on the Board of Unichem Laboratories Limited. With your consent, the Board of Directors ("Board") on the recommendation of the Nomination and Remuneration Committee had proposed your appointment as an Independent Director of the Company for a term of five years w.e.f. 5<sup>th</sup> February 2024 under Companies Act, 2013 which was approved by the Members of the Company vide a Postal Ballot Resolution dated 22<sup>nd</sup> March 2024.

The Companies Act, 2013 ("Act") has specifically defined the roles, duties, liabilities and the manner of appointment of an Independent Director on the Board and various Committees of the Board of the Company.

This letter is being issued to formalize your appointment and role as an Independent Director of the Company for a term of five years w.e.f. 5<sup>th</sup> February 2024 covering terms of your appointment, role, duties, responsibilities and liabilities as an Independent Director on the Board of the Company in terms of the Act and the Listing Regulations.

Terms of your appointment are enclosed herewith. We look forward to your continued support and guidance.

Sincerely Yours,

For **Unichem Laboratories Limited**

**Dr. Prakash A. Mody**  
Chairman



## **TERMS OF APPOINTMENT OF INDEPENDENT DIRECTOR**

This letter is issued to record your appointment as a Non-Executive, Independent Director of Unichem Laboratories Ltd. ("Unichem" or "Company"), as per the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") amended from time to time and as per the following terms:

### **Term of office**

You have been appointed for a term of five years w.e.f. 5<sup>th</sup> February 2024. You shall not be liable to retire by rotation as per the relevant provisions of the Act and Listing Regulations.

### **Role, Duties and Liabilities**

The Role, Duties and Liabilities that come with your appointment would be as per the Act, applicable laws, Company's policies and Articles of Association. The laws that currently govern the duties and liabilities of an Independent Director are the Act, the Rules made thereunder and the Listing Regulations.

You are expected to abide by the Code for Independent Directors prescribed under Schedule IV to the Act, Unichem's Code of Business Conduct and Ethics (copy enclosed herewith) and/or any other applicable laws, Rules, Regulations, Listing Regulations and all other provisions made applicable from time to time.

### **Committees of Board**

Board may from time to time request you to serve on one or more of the Committees of the Board and you will perform tasks as per the terms of reference of respective committee.

### **Performance evaluation**

Performance evaluation of IDs shall be done annually by entire Board excluding the director being evaluated. The Nomination and Remuneration Policy which covers the parameter for assessment of Independent Directors is enclosed herewith.

### **Remuneration**

Sitting fee for attending each meeting of Board as well as the Committees thereof of which you are a member, attended by you, shall be payable as decided by the Board from time to time subject to the applicable laws in this regard.



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The Company shall reimburse you all expenses properly and reasonably incurred by you for the purposes aforesaid and in performance of duties as per provisions of the applicable laws as per the Company rules and policies.

### **Disclosure of Interest**

It is accepted and acknowledged that you have no business interest directly or indirectly with the Company. You are expected to provide periodic declaration to the effect, as required under the applicable Act and provisions. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman of the Board of Directors.

### **Dealing in the Shares of the Company**

The Articles of Association of the Company and all relevant and applicable legislative and regulatory procedures provide for certain compliances for dealing in the shares of the Company. You are requested to contact the Company Secretary whenever you wish to deal in the securities of the Company and provide the necessary compliances as per the provisions of various legislations. Unichem Insider Trading code is enclosed herewith for your perusal.

### **Availability of Directors and Officers Liability Insurance.**

You would be covered/indemnified as per the insurance policy of the Company.

We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Yours Sincerely,  
For **Unichem Laboratories Limited**

**Dr. Prakash A. Mody**  
Chairman