



**UNICHEM
LABORATORIES LTD.**

Fax No : 91 (22) 2678 4391 / 5198
Tel. No. : 91 (22) 66888333
Website : <http://www.unichemlabs.com>
CIN : L99999MH1962PLC012451.

Registered & Corporate Office : Unichem Bhavan, Prabhat Estate, S. V. Road, Jogeshwari (West), Mumbai-400102, INDIA.

August 3, 2018

Mr. Prafull Sheth

E/256, Greater Kailash-I

New Delhi - 110 048.

Dear Sir,

Sub.: Re-appointment as an Independent Director of the Company for a Second consecutive term of five years w.e.f. April 1, 2019 upto March 31, 2024.

We thank you for being a Director on the Board of Unichem Laboratories Limited. We take this opportunity to thank you, for your valuable guidance and contribution given to the Company and its management through your constructive approach during your tenure with the Company.

With your consent, the Board of Directors ("Board") on the recommendation of the Nomination and Remuneration Committee had proposed your re-appointment as an Independent Director of the Company for a Second consecutive Term of five years w.e.f. April 1, 2019 upto March 31, 2024 under Companies Act, 2013 subject to the approval of the Members at the 55th Annual General Meeting (AGM) of the Company, which was held on July 28, 2018.

We are pleased to inform you that the Shareholders at the 55th AGM have approved your above said appointment.

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

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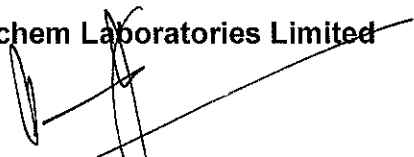
Committees of the Board of the Company. The Act and the Listing Regulations require that a Company should issue an appointment letter to all its Independent Directors.

This letter is being issued to formalize your appointment and role as an Independent Director of the Company for a second consecutive term of five years w.e.f. April 1, 2019 upto March 31, 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 attached herewith. We look forward to your continued support and guidance.

Sincerely Yours,

For **Unichem Laboratories Limited**


Dr. Prakash A. Mody
Chairman & Managing Director

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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 Companies Act, 2013 (The Act) and the 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

As you have already served as an Independent Director in the Company for a term of five years you have now been re-appointed for a second consecutive term of five years w.e.f. April 1, 2019 upto March 31, 2024. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 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 Companies Act, 2013, Unichem's Code of Business Conduct and Ethics and/or any other applicable laws Rules, Regulations, the Listing Regulations and all other provisions made applicable from time to time.





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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.

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.

Independence

It is accepted and acknowledged that you may have business interests other than those of 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.

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.

Availability of Directors and Officers Liability Insurance.

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

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We look forward to your continued support and guidance in our endeavor to constantly strive for better governance to ultimately work towards maximization of all stakeholders' interest and value.

Yours Sincerely,

For **Unichem Laboratories Limited**


Dr. Prakash A. Mody
Chairman & Managing Director

