



**UNICHEM**  
LABORATORIES LTD.

4<sup>th</sup> July 2025

BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051

**Scrip Code: 506690**

**Symbol – UNICHEMLAB**

Dear Sir/Madam,

**Sub: Notice of 62<sup>nd</sup> Annual General Meeting**

Please find enclosed Notice of 62<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, 4<sup>th</sup> August 2025 at 3:00 p.m. for the financial year 2024-25.

Kindly take the same on your record.

Thanking you,

For **UNICHEM LABORATORIES LIMITED**



**PRADEEP BHANDARI**  
*Head – Legal & Company Secretary*

Encl.: a/a

# NOTICE

**NOTICE** is hereby given that the 62nd Annual General Meeting of the Members of **Unichem Laboratories Limited**, will be held on **Monday, 4th August 2025 at 3.00 p.m. (IST)** through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

- To receive, consider and adopt:
  - The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and Auditors thereon; and
  - The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 together with the Report of the Auditors thereon.
- To appoint a Director in place of Dr. Prakash A. Mody (DIN: 00001285) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

- 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 recommendation 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 Ipca Laboratories Limited ("**Ipca**"), holding company of Unichem Laboratories Limited ("**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, supply of materials, goods, assets or equipment's; b) availing or rendering of services; c) loans/ advances/ guarantees; d) lease and license; e) transfer of any resources, services and other transactions or obligations to meet its business objectives/ requirements; f) contract manufacturing services and other transactions for the business ("**Related Party Transactions**") on such terms and conditions as may be agreed between Unichem and Ipca, up to a maximum aggregate value of ₹ 500 crores (Rupees Five Hundred crores only) for the FY 2026, 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 Committee of Directors of the Company or any Director(s) or Chief Financial Officer, 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, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) for and on 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."

- 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 recommendation 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) between Ipca Laboratories Limited ("**Ipca**"), holding company of Unichem Laboratories

Limited (“Unichem”) and Unichem Pharmaceuticals (USA) Inc. (“Unichem USA”) (wholly owned subsidiary 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) purchase/sale/supply of materials, goods, assets or equipments; b) availing or rendering of services; c) loans/advances/guarantees; d) transfer of any resources, services and other transactions or obligations to meet its business objectives/ requirements; e) lease and license; f) contract manufacturing services and other transactions for the business to be entered into and/or to be executed and/or continue between Ipca and Unichem USA, up to a maximum aggregate value of ₹ 300 crores (Rupees Three Hundred crores only) for the FY 2026 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.”

5. 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 recommendation 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**”), wholly owned subsidiary 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 therein for a) purchase/sale/supply of materials, goods, assets or equipments; b) availing or rendering of services; c) loans/advances/guarantees; d) transfer of any resources, services and other transactions or obligations to meet its business objectives / requirements; e) lease and license; f) contract manufacturing services and other transactions for the business (“**Related Party Transactions**”) on such terms and conditions as may be agreed between the 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, 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 Committee of Directors of the Company or any Director(s) or Chief Financial Officer, 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, questions, difficulties or doubts whatsoever 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.”

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Alwyn Jay & Co., a firm of Practising Company Secretaries (firm registration no. P2010MH021500) be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from 1st April 2025 till 31st March 2030 at such remuneration plus applicable taxes and other out-of-pocket expenses as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory

modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No. 00294), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31st March 2026, amounting to ₹ 6,00,000 (Rupees Six lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

By order of the Board of Directors,  
For **Unichem Laboratories Limited**

**Pradeep Bhandari**

Head – Legal & Company Secretary  
Membership No.: A14177

Mumbai  
22nd May 2025

**Registered Office:**

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Item Nos. 3 to 7 of the Notice is annexed hereto. Pursuant to Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment forms part of this notice and is appended to the notice.
2. In view of the various circulars issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the SEBI, from time to time (hereinafter collectively referred to as the Circulars) permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations and the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 62nd AGM shall be Plot 125, Kandivli Industrial Estate, Kandivli (West), Mumbai – 400067.
3. To support the green initiative and as per relaxation given by the Government, only electronic copy of the Annual report for the year ended 31st March 2025 and Notice of the 62nd AGM are being sent to the Members whose mail IDs are available with your Company/Depository Participant/(s) (DPs). Annual Report and the notice of the 62nd AGM are also posted on the website [www.unichemlabs.com](http://www.unichemlabs.com) and that of the exchanges namely [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) for download.

In case any member is desirous of obtaining physical copy of the Annual Report for the FY 2025 they may send a request to the Company by writing to [shares@unichemlabs.com](mailto:shares@unichemlabs.com). The AGM Notice is also disseminated on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
5. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional/Corporate Shareholders (other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said resolution/ authorization shall be sent to the Company at [shares@unichemlabs.com](mailto:shares@unichemlabs.com) at least 48 hours before the commencement of the AGM.
7. Following documents will be available for inspection electronically to the members during the AGM:
- Register of Directors and Key Managerial Personnel;
  - Register of securities held by Directors and Key Managerial Personnel;
  - Register of Contracts or Arrangements in which the directors are interested;
  - Certificate from the Secretarial Auditors of the Company certifying that the Company's Unichem Employee Stock Option Scheme 2018 is being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

All other documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Monday, 4th August 2025. Members seeking to inspect such documents can send an e-mail to [shares@unichemlabs.com](mailto:shares@unichemlabs.com).

8. Pursuant to Section 108 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, for facilitating voting through electronic means, as the authorized e-Voting agency. Accordingly, the facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by NSDL.
9. Members can join the AGM through VC/OAVM fifteen minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc., who can attend the AGM without restriction on account of first come first-served basis.
10. Registrar and Transfer Agent ("RTA"):  
The name of the RTA has been changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from 31st December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
11. Instructions for Shareholders for remote e-Voting and joining the AGM are as under:  
The remote e-Voting period begins on **Friday, 1st August 2025 at 9:00 a.m.** and ends on **Sunday, 3rd August 2025 at 5:00 p.m.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the **record date (cut-off date)** i.e. **Monday, 28th July 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 28th July 2025. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated 9 December 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 DPs. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	1) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . 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

Type of Shareholders	Login Method
	<p>site wherein you can see e-Voting page. <b>Click on company name or e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. <b>Click on company name or e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3) If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> 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. <b>Click on company name or e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5) Shareholders/Members can also download NSDL Mobile App <b>"NSDL SPEED-e"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="border: 1px solid #ccc; padding: 5px; margin-top: 10px;"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p><b>Individual Shareholders holding securities in demat mode with CSDL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; 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.</li> </ol>

<b>Individual Shareholders (holding securities in demat mode) login through depository participants</b>	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 or joining virtual meeting & voting during the meeting.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.**

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

<b>For CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
<b>For NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and for shareholders holding securities in physical mode.**

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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
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 134195 then user ID is 134195001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.

- c) How to retrieve your 'initial password'?
  - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
  - ii. If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 and join General Meeting on NSDL e-Voting system.

- a. 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 and General Meeting is in active status.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period or cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders.

- a. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.
- b. 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. 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](http://www.evoting.nsdl.com) to reset the password.
- c. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Monday, 28th July 2025** may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 – 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Monday, 28th July 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- d. 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](http://www.evoting.nsdl.com) or call on: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose e-mail 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:**

- a. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company's RTA, MUFG Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083.
- b. In case shares are held in demat mode, please contact your DP and get your mail ID registered with them. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 9 December 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 DPs. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

**Instructions for Members for e-Voting on the day of the AGM are as under:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- b. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

**Instructions for Members for attending the AGM are as under:**

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of VC/OAVM placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - b. Members are encouraged to join the Meeting through PC/laptops for better experience.
  - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance from **Tuesday, 29th July 2025 (9:00 a.m. IST) to Friday, 1st August 2025 (5:00 p.m. IST)** prior to meeting mentioning their name, demat account number / folio number, e-mail id, mobile number, PAN at [shares@unichemlabs.com](mailto:shares@unichemlabs.com). The shareholders who do not wish to speak during the AGM may send their queries in advance 5 days prior to meeting mentioning their name, demat account number / folio number, e-mail id, mobile number, PAN at [shares@unichemlabs.com](mailto:shares@unichemlabs.com). These queries will be replied suitably by your Company.
12. Mr. Alwyn D'Souza (Membership No. F5559 & Certificate of Practice No. 5137) or failing him Mr. Jay D'Souza (Membership No. F3058 & Certificate of Practice No. 6915) of M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai, have been appointed as the Scrutinizer to scrutinize the voting and ensuring that remote e-Voting process is conducted in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes casted during the AGM and votes casted through remote e-Voting), within 2 working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL & RTA and will also be displayed on your Company's website, [www.unichemlabs.com](http://www.unichemlabs.com).

13. Members are requested to address all correspondence in connection with shares held by them, to the Company's RTA viz., MUFG Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 by quoting their Folio number or their DPID and Client ID number, as the case may be
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Your Company is also registered on SEBI's ODR Portal.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.unichemlabs.com/mandatory-dematerialisation.php>

15. Members are requested to do following, if not done yet:
- i. Provide / update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque, self- attested identity proof and address proof, for remittance of dividend/unpaid dividend through ECS / NEFT and prevent fraudulent encashment of dividend warrants.
  - ii. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
  - iii. Update Permanent Account Number (PAN) against folio / demat account as also for deletion of name of deceased holder, transmission / transposition of shares.
  - iv. Members holding shares in dematerialised form are requested to intimate / update all particulars of bank mandates, PAN, nominations, power of attorney, change of address, e-mail address, contact numbers etc. to their Depository Participants. Members holding shares in physical form are requested to intimate such details to the RTA and file nomination form SH-13.
16. NRI Members are requested to inform the RTA immediately:
- i. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier; and
  - ii. Change in their residential status and address in India on their return to India for permanent settlement.

By order of the Board of Directors,  
For **Unichem Laboratories Limited**

**Pradeep Bhandari**

Head – Legal & Company Secretary  
Membership No.: A14177

Mumbai  
22nd May 2025

**Registered Office:**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3, 4 and 5**

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 ₹ 1,000 crores or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

It is in the above context that the Resolutions at Item Nos. 3, 4 and 5 are proposed for the approval of the Shareholders of the Company.

The Audit Committee of the Company and the Board of Directors, based on relevant details provided by the management, at their meetings held on 6th February 2025 and 22nd May 2025 respectively approved the said proposed related party transaction(s), while noting that these transactions are on a 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.

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.

In addition to the transactions set out in the table below, approval of the members is also sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in the table below. The value of transactions with parties specified in Annexures 1, 2 & 3 for the period commencing from 1st April 2025 are within the materiality threshold limit.

The details of transactions that requires approval are set forth in "Annexures 1, 2 & 3" which are appended below:

Unichem Laboratories Limited ("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 business and product portfolios of Unichem and Ipca are highly complementary, to each other's strengths. Unichem having a strong track record of quality align well with Ipca's core cost competencies in APIs and formulations. Together, with combined resources, large basket of products and wide market presence of Ipca globally, will enable your Company to enter into new markets with deep penetration and apart from reinforcing its positions in existing ones.

The related party transactions are expected to facilitate seamless business operations by ensuring a steady and uninterrupted supply of goods and services in the desired quality and quantity. Additionally, these transactions will contribute to revenue generation and further strengthen overall business performance.

The combined strengths of the Company and Ipca will unlock significant resources, empowering them to pursue more ambitious projects and invest in advanced technologies. This strategic synergy will enhance cost competitiveness and position them as a trusted business partner on a global scale.

#	Description	Annexure 1 (for item no. 3)	Annexure 2 (for item no. 4)	Annexure 3 (for item no. 5)
1	Details of summary of information provided by the management to the Audit Committee			
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Ipca is holding 52.67% of the paid-up equity share capital and is a holding company of the Unichem.	Ipca is holding company of Unichem. Unichem USA is wholly owned subsidiary of Unichem and a step-down subsidiary of Ipca.	Unichem USA is wholly owned subsidiary of Unichem.

#	Description	Annexure 1 (for item no. 3)	Annexure 2 (for item no. 4)	Annexure 3 (for item no. 5)
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Pranay Godha is Managing Director / CEO of Ipca & Director of Unichem. Mr. Pabitrakumar Bhattacharyya is Managing Director of Unichem and President Operations (API) of Ipca.  Their interest or concern or that of their relatives is limited only to the extent of their holding Directorship/ Shareholding in Unichem and Ipca.	Mr. Pranay Godha is Director of Unichem USA and is also Managing Director/CEO of Ipca. Mr. Pabitrakumar Bhattacharyya is Director of Unichem USA and President Operations (API) of Ipca.  Their interest or concern or that of their relatives is limited only to the extent of their holding Directorship / Shareholding in Unichem USA and Ipca.	Mr. Pranay Godha is Director in both the companies. Mr. Pabitrakumar Bhattacharyya is Managing Director of Unichem and Director of Unichem USA.  Their interest or concern or that of their relatives is limited only to the extent of their holding Directorship/Shareholding in Unichem and Unichem USA.
c	Type of proposed transaction	a. purchase/sale of APIs, formulations, other materials, goods, assets, equipments, services; b. loans/ advances/guarantees against supply of goods/services/ for operations of business; c. lease and license, manufacturing facility on loan license basis; d. transfer of any resources, services or obligations to meet its business objectives/ requirements; e. conversion of materials on job work basis, contract manufacturing services and other transactions for the purpose of business.		
d	Nature, material terms, monetary value and particulars of contracts or arrangement	Transactions 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.  These transactions are proposed to be entered during FY 2026 upto maximum aggregate amount of ₹ 500 crores.		
		These transactions are proposed to be entered during FY 2026 upto maximum aggregate amount of ₹ 500 crores.	These transactions are proposed to be entered during FY 2026 upto maximum aggregate amount of ₹ 300 crores.	These transactions are proposed to be entered during FY 2026 upto maximum aggregate amount of ₹ 1,600 crores.
e	Value of Transaction	Up to ₹ 500 crores in the financial year	Up to ₹ 300 crores in the financial year	Up to ₹ 1,600 crores in the financial year
f	Percentage of Company's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	23.7 % of the annual consolidated turnover of the Unichem for the financial year ended 31st March 2025.	14.2% of the annual consolidated turnover of the Unichem for the financial year ended 31st March 2025.	75.8% of the annual consolidated turnover of the Unichem for the financial year ended 31st March 2025.
g	Percentage of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	5.6% of the annual consolidated turnover of Ipca for the FY ended 31st March 2025.	3.4% of the annual consolidated turnover of Ipca for the FY ended 31st March 2025.  22.8% of the annual standalone turnover of Unichem USA for the FY ended 31st March 2025.	121.5% of the annual standalone turnover of Unichem USA for the FY ended 31st March 2025.

#	Description	Annexure 1 (for item no. 3)	Annexure 2 (for item no. 4)	Annexure 3 (for item no. 5)
2	Justification for the transaction	<p>Unichem, a subsidiary of Ipca, has established a strong and proven track record with a diverse product portfolio and differentiated capabilities that align well with Ipca's strengths.</p> <p>Ipca is a leading research-driven global pharmaceutical company, with its Active Pharmaceutical Ingredients (APIs) and formulations being marketed in over 100 countries worldwide. The proposed sourcing of APIs / formulations from Ipca is expected to enhance Unichem's competitiveness in the generics segment.</p> <p>With a well-established reputation for cost-effective API manufacturing, Ipca presents a reliable alternative to third-party suppliers currently engaged by Unichem. This strategic shift in sourcing is anticipated to create operational synergies, drive economies of scale, optimize capacity utilization, and ultimately strengthen and expand Unichem's generics business.</p>	<p>Unichem USA will continue to market formulations manufactured by Ipca in the U.S. market. Ipca is currently, having nearly 20 formulations with U.S. approved ANDAs and nearly 25 more ANDA filings of Ipca are in the process of being registered.</p> <p>By marketing Ipca's formulations, Unichem USA will significantly expand its product portfolio in the U.S. market. This strategic initiative is expected to reduce marketing, logistics, warehousing, and other overhead costs as a percentage of sales, as no additional manpower or administrative resources will be required to support the expanded operations.</p> <p>The proposed arrangement will enhance Unichem USA's revenue and profitability, while also strengthen its overall market presence.</p>	<p>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 through Unichem USA. As a material unlisted subsidiary, Unichem USA plays a significant role in Unichem's operations.</p> <p>The transactions between Unichem and Unichem USA are expected to exceed the threshold prescribed under Regulation 23(1) of the Listing Regulations. Accordingly, shareholder approval is being sought for this material related party transaction. Being a wholly owned subsidiary, the financial statements of Unichem USA are consolidated with those of Unichem and are presented to shareholders at general meetings.</p>

#	Description	Annexure 1 (for item no. 3)	Annexure 2 (for item no. 4)	Annexure 3 (for item no. 5)
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
i	details of the source of funds in connection with the proposed transaction	Not Applicable		
ii	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure	Not Applicable		
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable		
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable		
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed related party transactions are ongoing in nature, conducted in the ordinary course of business between the holding and subsidiary companies, and are carried out on an arm's length basis in compliance with applicable transfer pricing regulations. Accordingly, no separate external valuation or agency report has been relied upon.		
5	Any other information that may be relevant	Loans and advances, if given/or availed in the furtherance of the business would be in the ordinary course and in compliance with the provisions of the Act. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.		

Save and except Dr. Prakash A. Mody, Mr. Pranay Godha and Mr. Pabitrakumar Bhattacharyya, Directors (who are also Directors and / or shareholders of Unichem and / or its subsidiaries) and their relatives, 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 the resolutions nos. 3, 4 and 5.

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. 3, 4 and 5.

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. 3, 4 and 5 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. 3, 4 & 5 of the accompanying Notice for approval of the Members.

**Item No. 6**

In accordance with Section 204 of the Companies Act, 2013 and applicable rules, read with Regulation 24A of the Listing Regulations, every listed company is required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to its Board's Report. Accordingly, the Board of Directors appointed M/s. Alwyn Jay & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for the FY 2025. The Secretarial Audit Report, as issued by them, forms part of the Board's Report and is included in the Annual Report.

SEBI, through its notification dated December 12, 2024, amended the Listing Regulations. As per the amended provisions, listed companies are now required to obtain shareholders' approval, in addition to the Board's approval, for the appointment of Secretarial Auditors. Furthermore, the appointed Secretarial Auditor must be a peer-reviewed Practicing Company Secretary and must not be subject to any disqualifications as specified by SEBI.

In view of the above, and based on the recommendation of the Audit Committee, the Board of Directors has proposed the appointment of M/s. Alwyn Jay & Co., a firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from 1st April 2025 to 31st March 2030.

M/s. Alwyn Jay & Co (Firm Registration Number: P2010MH021500), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

With a wide range of clients, including listed and multinational companies, its strength is its team of qualified, experienced professionals with expert domain knowledge. The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the Institute of Companies Secretaries of India ("ICSI").

M/s. Alwyn Jay & Co., have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the ICSI. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations and the Circular.

The proposed fees in connection with the secretarial audit shall be ₹ 75,000/- (Rupees Seventy-five thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026 and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Alwyn Jay & Co. In addition to the secretarial audit, M/s. Alwyn Jay & Co., shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members considering the eligibility of the firm, qualification, competency of the staff, experience and expertise in providing Secretarial audit related services.

The consent and Peer Review Certificate received from M/s. Alwyn Jay & Co., and the letter of engagement inter-alia containing the terms of engagement including remuneration shall be available for inspection by the members in electronic form up to the date of Annual General Meeting. The members seeking to inspect these documents may send an email request to [shares@unichemlabs.com](mailto:shares@unichemlabs.com).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 6 of the accompanying Notice for approval of Members.

**Item No. 7**

The Board of Directors at its Meeting held on 22nd May 2025, based on the recommendation of the Audit Committee, appointed Kishore Bhatia & Associates, (Firm Registration No. 00294) Cost Accountants, Mumbai as Cost Auditors for undertaking Cost Audit of the Cost Accounting Records maintained by the Company for the financial year ending 31st March 2026, at a remuneration not exceeding ₹ 6.00 Lakhs (Rupees Six Lakhs only) plus applicable taxes and out-of-pocket expenses at actuals. The auditors have confirmed that they are eligible for appointment as Cost Auditors.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 except to the extent of their shareholding, if any, in the Company.

Accordingly, resolution at Item No. 7 of the Notice, is recommended by Board of Directors for Members approval as an Ordinary Resolution.

By order of the Board of Directors,  
**For Unichem Laboratories Limited**

Mumbai  
22nd May 2025

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

**Registered Office:**

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

**As required by Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by The Institute of Company Secretaries of India, additional information relating to the particulars of the Director retiring by rotation is given herein:**

<b>Name of the Director</b>	<b>Dr. Prakash A. Mody</b>
Date of birth	14.11.1952
Date of Appointment	26.06.1974
Brief Profile, Qualification and Expertise in Specific Functional Area	Dr. Mody holds a post-graduate degree from the University of Mumbai and a Ph.D. in Organic Chemistry. He is also an alumnus of Harvard Business School and a former president of the Indian Pharmaceutical Alliance, an industry body representing research-based national pharmaceutical companies.  With over four decades of experience in the pharmaceutical industry, Dr. Mody was at the helm of the Company's operations before selling his part stake to Ipca Laboratories Limited. Under his leadership, the Company had achieved significant growth and expanded its presence to more than 80 countries, including the U.S., Europe, Ireland, South Africa, and Brazil. He is one of the promoters of the Company.
Remuneration last drawn	Nil, except sitting fees is paid for Board meetings attended by him.
Number of Meetings of the Board attended during the FY 2025	Six
No. of shares held in the Company	89,97,952
Directorships in other Companies (excluding Foreign Companies)	One
Membership/Chairmanship of Committees	None
Resigned/retired as a Director in any listed entities in the past three financial years	Retired as Independent Director of Kewal Kiran Clothing Limited
Relationship between Directors inter-se	None