

# Notice

NOTICE is hereby given that the 57<sup>th</sup> Annual General Meeting of the Members of **UNICHEM LABORATORIES LIMITED**, will be held on Saturday, August 29, 2020 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the reports of the auditors thereon.
3. To declare a Dividend on equity shares for the financial year ended March 31, 2020.
4. To appoint a Director in place of Mr. Dilip Kunkolienkar (DIN.: 02666678) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification (s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) a remuneration not exceeding ₹ 7.50 Lakhs (Rupees Seven Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company payable to Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No. 00294); for conducting Cost Audit of the records maintained by the Company for the financial year ending March 31, 2021, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to do all such acts, deeds and things as may be necessary to give effect to the above."

6. To consider and if thought fit, to pass, with or without modification (s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), consent of the Members be and is hereby accorded for payment of remuneration to Dr. Prakash A. Mody, Chairman & Managing Director of the Company, in excess of ₹ 5 crores or 2.5% of the net profits of the Company (whichever is higher), but within such limits as already approved by the Members vide Special Resolutions passed at the Annual General Meeting (AGM) and the Postal Ballot Meeting of the Company held on July 28, 2018 and December 13, 2018 respectively upto the tenure of Dr. Mody's appointment which shall end on June 30, 2021;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things, necessary and expedient to give effect to this Resolution."

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

**Pradeep Bhandari**

Mumbai  
June 19, 2020

Head – Legal & Company Secretary  
Membership No.: A14177

## Registered Office:

Unichem Bhavan, Prabhat Estate, Off S. V. Road  
Jogeshwari (West), Mumbai – 400 102

## NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA 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 Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. 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 CDSL.
4. Members can join the AGM in the VC/OAVM mode fifteen minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on 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 and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. 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 and attendance slip are not annexed to this Notice.
  6. Institutional/Corporate Shareholders (i.e. 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 Scrutinizer by e-mail through its registered e-mail id with a copy marked to the Company.
  7. The Company has appointed Ms. Ragini Chokshi & Associates, Practicing Company Secretary (C.P. No. 1436) as Scrutinizer for conducting the remote e-voting in a fair and transparent manner.
  8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (Act).
  9. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, August 24, 2020 to Saturday, August 29, 2020 (both days inclusive) for the 57th AGM and payment of Dividend, if declared, at the forthcoming AGM.
  10. (i) If the Dividend, as recommended by the Board of Directors, is approved at the ensuing AGM, payment of such Dividend be subject to deduction of tax at source and will be paid on Friday, September 4, 2020, to those Members whose names are registered as such in the Register of Members of the Company as on Saturday, August 22, 2020 and to the beneficiary holders as per the beneficiary list as on Saturday, August 22, 2020 provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
    - (ii) The Company provides the facility to the Members for remittance of Dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the outbreak of the COVID-19 pandemic and resultant difficulties involved in dispatching of physical Dividend warrants, Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number on the link of the Company's Registrar and Share Transfer agents (RTA) Link Intime India Private Limited at [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html). Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
      - (iii) The above link may also be used by the Members holding shares in physical form to request changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), etc.
      - (iv) In line with the General Circular No. 20/ 2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs (MCA), in case the Company is unable to pay the Dividend to any Member by electronic mode, due to non-availability of their latest bank account details as stated above, the Company shall upon normalization of the postal services, dispatch the dividend warrant/ cheque to such Member by post.
      - (v) Members holding shares in dematerialized form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
  11. (i) Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from Dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
 

A separate e-mail will be sent at the registered e-mail id of the Members describing about the detailed process to submit / upload the documents / declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents / declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company [www.unichemlabs.com](http://www.unichemlabs.com).

    - (ii) A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by updating the details on the following link provided by the Company's RTA namely <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by Friday, August 21, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- (iii) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending it on the link provided by the Company's RTA namely <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by Friday, August 21, 2020.
12. The Company has transferred on due dates, the unpaid or unclaimed Dividend declared upto the financial year ended March 31, 2012 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2019, on the website of the Company at [www.unichemlabs.com](http://www.unichemlabs.com) and on the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).
13. Members are requested to note that no claim shall lie against the Company in respect of any amount of Dividend remaining unclaimed/unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed final Dividend for the financial year 2012-2013 onwards is requested to approach the Company/the Company's RTA for claiming the same as early as possible, but no later than Thursday, August 20, 2020. The Company has already sent reminders to all such Members at their registered addresses in this regard.
14. During the financial year 2016-2017, the Ministry of Corporate Affairs notified the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("IEPF Rules") and amendments thereto. Pursuant to the provisions of the IEPF Rules read with Section 124 (5) and Section 124 (6) of the Companies Act, 2013, all shares on which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to demat account of IEPF authority. The Company has uploaded full details of such Shareholders and shares transferred to the IEPF suspense account on its website [www.unichemlabs.com](http://www.unichemlabs.com). Shareholders are requested to refer to the link on the company's website namely <https://unichemlabs.com/investor-information/unclaimed-dividend/> to verify the details of un-encashed Dividends and the shares transferred to the IEPF suspense account.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- Members can contact the Company or Company's RTA, Link Intime India Private Limited for the same.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Please write to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in the physical form should submit their PAN to the Company's RTA, Link Intime India Private Limited.
18. In 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.
19. Details of the Director retiring by rotation form an integral part of the Notice. The Director has furnished the requisite declaration for his re-appointment.
20. A statement setting out material facts pursuant to Section 102 (1) of the Act, with respect to the items of Special Business is annexed hereto.
21. Members seeking any information with regard to the accounts/financials or any matter to be placed at the ensuing AGM, are requested to write to the Company latest by Friday, August 21, 2020 through e-mail on [shares@unichemlabs.com](mailto:shares@unichemlabs.com). The same will be replied by/on behalf of the Company suitably.
22. The Company will allot time for Members to express their views or give comments during the Meeting. The Members who wish to speak at the Meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail id mentioning their name, DP ID, Client ID / Folio number and mobile number, on e-mail ID at [shares@unichemlabs.com](mailto:shares@unichemlabs.com) on or before 5:30 p.m. on Friday, August 21, 2020. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the Meeting.
- Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
23. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
24. Due to the current pandemic, the Registers as required under the Act and the documents referred to in the Notice shall not be available for inspection at the Registered Office. However a request for the same may be made to the Company Secretary at [shares@unichemlabs.com](mailto:shares@unichemlabs.com).

## 25. Instructions for E-voting and using VC/OAVM

**(a) Instructions for Shareholders for Remote e-voting are as under :**

- (i) The voting period begins on Tuesday, August 25, 2020 at 10:00 a.m. (IST) and ends on Friday, August 28, 2020 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date Saturday, August 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) A person whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Saturday, August 22, 2020 shall be entitled to avail the facility of remote e-voting as well as voting through e-voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e. Saturday, August 22, 2020.
- (iii) Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Saturday, August 22, 2020 and wishing to participate in the e-voting may obtain User ID and password by sending a letter or e-mail to the Company's RTA at [evoting.investors@linkintime.co.in](mailto:evoting.investors@linkintime.co.in) providing details such as name of the Member, DPID / Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the Member provided by the Depositories or available with the RTA. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iv) The Shareholders should log on to the e-voting website at [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on "Shareholders" module.
- (vi) Now enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Shareholders holding shares in physical form should enter folio number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps as given herein:

**For Shareholders holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as Physical Shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to send an e-mail at <a href="mailto:evoting.investors@linkintime.co.in">evoting.investors@linkintime.co.in</a> providing details such as name of the Member, DPID / Client ID no. and name of the Company and obtain default PAN.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member id / folio number in the Dividend bank details field as mentioned in instruction (vi).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.



- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xix) If a demat account holder has forgotten the login password then enter the User ID and the Image Verification Code and click on forgot password and enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
- (b) Process for those shareholders whose e-mail addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- (i) For Physical Shareholders: Please provide necessary details like folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the RTA’s e-mail id at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- (ii) For Demat Shareholders: Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the RTA at [evoting.investors@linkintime.co.in](mailto:evoting.investors@linkintime.co.in).
- (iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned Shareholders.
- (c) Instructions for Shareholders attending the AGM through VC/OAVM are as under:**
- (i) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
- (iv) Please note that the participants connecting from mobile devices or tablets or through Laptop 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.
- (d) Instructions for shareholders for e-voting during the AGM are as under:**
- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Shareholders, who are 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 available during the AGM.
- (iii) If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
- (iv) Shareholders 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.
- (e) Note for non-individual shareholders and custodians**
- (i) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- (ii) A scanned copy of the registration form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address at [shares@unichemlabs.com](mailto:shares@unichemlabs.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at

<https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- (viii) If you have any queries or issues regarding attending AGM and e-voting from the e-voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022 - 2305 8738) or Mr. Mehboob Lakhani (022 - 2305 8543) or Mr. Rakesh Dalvi (022 - 2305 8542).
26. The voting rights of Shareholders shall be in proportion to their share of the paid-up capital of the Company as on the cut-off date, Saturday, August 22, 2020.
27. The Scrutinizer shall after scrutinizing the votes cast through remote e-voting not later than forty eight hours from the conclusion of the AGM, make and submit the Scrutinizer's Report and submit it to the Chairman or any person authorized by the Board, who shall counter sign the same. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and of CDSL. The results shall also simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
28. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. Saturday, August 29, 2020.
29. Brief profile of the Director retiring by rotation
- As required by Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the particulars of the Director who is retiring by rotation and who has offered himself for re-appointment are given below:
- Mr. Dilip Kunkolienkar, aged sixty nine years, is a Bachelor of Pharmacy from Mumbai University. He has more than four decades of rich exposure at various positions in the Pharmaceutical industry in various leading Pharmaceutical houses like Richardson Hindustan Limited, Geigy Limited, Raptakos Brett Company Limited and German Remedies Limited.

He was appointed as Director Technical of the Company for a period of three years w.e.f. April 1, 2018. Before that Mr. Kunkolienkar served as Vice President – Global Generics & Compliance at the Company with additional charge of rendering formulation operation and technical services to unit heads and the Management.

He has diverse experience in the manufacture of tablets, capsules, parenterals, Oral Solid and Liquid Dosage forms, suppositories of various forms; with an additional exposure to Bio studies, Product Viabilities, Planning, General Administration, Documentation, Regulatory Audits, Capex / Revenue budgeting, Research & Development and API Marketing.

Mr. Kunkolienkar is a member of the Audit Committee of the Company. He currently holds 75,538 equity shares of the Company. The number of Board Meetings attended by Mr. Kunkolienkar is given in the Corporate Governance Report forming part of the Annual Report 2019- 2020.

He also serves as a Director in the Company's Wholly Owned Subsidiaries namely Unichem Pharmaceuticals (USA) Inc, Niche Generics Limited, UK, Unichem Laboratories Limited, Ireland and Unichem (China) Private Limited, China.

He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board of Directors are of the opinion that the knowledge and vast experience of Mr. Kunkolienkar will be of immense benefit to the Company. The Board recommends the Resolution as set out at Item No. 4 for the approval of the Members by way of an Ordinary Resolution.

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

**Pradeep Bhandari**

Mumbai  
June 19, 2020

Head – Legal & Company Secretary  
Membership No.: A14177

**Registered Office:**

Unichem Bhavan, Prabhat Estate, Off S. V. Road  
Jogeshwari (West), Mumbai – 400 102

# Annexure to Notice

## Explanation to Item No. 4 of the Notice.

Mr. Dilip Kunkolienkar was appointed as the Director Technical for a period of three years w.e.f. from April 1, 2018. The said appointment was approved by the Members vide Special Resolutions at the Annual General Meeting (AGM) and Postal Ballot Meeting of the Company held on July 28, 2018 and December 13, 2018 respectively.

Mr. Kunkolienkar retires by rotation at the ensuing AGM in terms of the provisions of Section 152 of the Act. The Company has four Independent Directors namely Mr. Prafull Anubhai, Mr. Prafull Sheth, Mr. Anand Mahajan, Dr. (Mrs.) B. Kinnera Murthy and two Executive Directors namely Dr. Prakash A. Mody, Chairman & Managing Director (CMD) and Mr. Dilip Kunkolienkar, Director Technical.

The Act provides that Independent Directors are not subject to retirement by rotation and two-thirds of the remaining Directors shall be subject to retirement by rotation. In terms of appointment of the CMD and the Articles of Association of the Company, the CMD is not liable to retire by rotation. Accordingly, Mr. Kunkolienkar will retire by rotation and being eligible offers himself for re-appointment.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the Ordinary Resolution at Item no. 4, for approval by the Members.

## Statement setting out material facts pursuant to Section 102 (1) of the Companies Act, 2013, (the Act).

### Item No. 5

The Board of Directors at its Meeting held on June 19, 2020, based on the recommendation of the Audit Committee, appointed Kishore Bhatia & Associates, Cost Accountants (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 March 31, 2021, at a remuneration not exceeding ₹ 7.50 Lakhs (Rupees Seven Lakhs Fifty Thousand 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 concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Hence, Resolution at Item No. 5 of the Notice, is recommended by the Board of Directors for Members approval as an Ordinary Resolution.

### Item No. 6

In terms of Regulation 17 (6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), which became effective from April 1, 2019, the remuneration payable to the Executive Directors

who are promoters or Members of the promoter group, shall be subject to the approval of the Members by Special Resolution in General Meeting, if:

a. the annual remuneration payable to such Executive Director exceeds ₹ 5 crore or 2.5 % of the net profits of the Listed Entity, whichever is higher; or

b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 % of the net profits of the Listed Entity;

Provided that the approval of the Shareholders under this provision shall be valid only till the expiry of the term of such Director.

The Company has one Promoter Executive Director namely Dr. Prakash A. Mody, who is the Chairman & Managing Director (CMD). Dr. Mody was re-appointed as the CMD of the Company for a period of three years w.e.f. July 1, 2018 as per the terms and conditions duly approved by the Members vide Special Resolutions passed at the Annual General Meeting and the Postal Ballot Meeting held on July 28, 2018 and December 13, 2018 respectively, in terms of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) read with Schedule-V of the Companies Act, 2013.

In order to comply with the requirements of said Amended Listing Regulations, the Board of Directors is seeking approval from Members again by way of a Special Resolution for paying remuneration to Dr. Prakash A. Mody exceeding the limits prescribed in the Amended Listing Regulations, but within the limits as specified in the Special Resolutions duly approved by the Members at the Annual General Meeting and Postal Ballot Meeting of the Company held on July 28, 2018 and December 13, 2018 respectively. The approval sought herein shall be valid till the remaining term of Dr. Mody's appointment which ends on June 30, 2021.

None of the Directors or Key Managerial Personnel or their relatives except Dr. Mody and his relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Hence, Resolution at Item No. 6 of the Notice, is recommended by the Board of Directors for Members approval as a Special Resolution.

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

**Pradeep Bhandari**

Mumbai  
June 19, 2020

Head – Legal & Company Secretary  
Membership No.: A14177

### Registered Office:

Unichem Bhavan, Prabhat Estate, Off S. V. Road  
Jogeshwari (West), Mumbai – 400 102