



**UNICHEM  
LABORATORIES LTD.**

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

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

July 11, 2015

**Dr. (Mrs.) B. Kinnera Murthy,**  
202, TVK Residency,  
9, Journalists Colony,  
Road No – 3, Banjara Hills,  
Hyderabad, 500033,

**Dear Madam,**

**Sub.: Appointment as Non- Executive Independent Director under Companies Act, 2013.**

We thank you for being a Director on the Board of Unichem Laboratories Limited.

We take this opportunity to thank you, for your valuable guidance and contribution given to the Company and its management through your constructive approach in the past few months with the Company.

With your consent, the Board of Directors ("Board") had proposed your appointment as an Independent Director of the Company under the applicable provisions of the Companies Act, 2013 for a period of 3 (three) consecutive years up to March 20, 2018 for the approval of the Shareholders at the 52<sup>nd</sup> Annual General Meeting (AGM) of the Company, which was held on July 11, 2015.

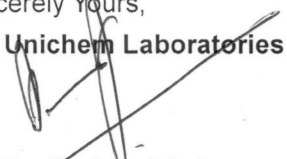
We are pleased to inform you that the Shareholders have approved your above said appointment.

The Companies Act, 2013 ("Act") has specifically defined the roles, duties, liabilities and the manner of appointment of an Independent Director on the Board and various Committees of the Board of the Company. The Act and the recent amendments by SEBI to the Listing Agreement require that a Company should issue an appointment letter to all its Independent Directors.

This letter is being issued to formalize your appointment and role as an Independent Director of the Company covering terms of your appointment, role, duties, responsibilities and liabilities as an Independent Director on the Board of the Company in terms of the Act and the amended Listing Agreement.

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

Sincerely Yours,  
For **Unichem Laboratories Limited**

  
**Dr. Prakash A. Mody**  
Chairman & Managing Director

**UNICHEM-A TRUSTED NAME IN PHARMACEUTICALS**



**UNICHEM  
LABORATORIES LTD.**

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

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

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

This letter is issued to record your appointment as an Non-executive, Independent Director of Unichem Laboratories Ltd. ("Unichem" or "Company"), as per the applicable provisions of the Companies Act, 2013 notified with effect from April 01, 2014 and as per the following terms:

#### **Term of office**

As you have already served as an Additional Non-Executive director in the Company with effect from March 21, 2015 as on date, you have been appointed for a term of three years up to March 20, 2018. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

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

The Role, Duties and Liabilities that come with your appointment would be as per the Act, applicable laws, Company's policies and Articles of Association.

The laws that currently govern the duties and liabilities of an Independent Director are the Act, the Rules made thereunder and the Listing Agreement with the Stock Exchanges.

You are expected to abide by the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013, Unichem's Code of Business Conduct and Ethics and/or any other applicable laws rules, regulations, the listing agreement made with the Stock Exchanges and, in particular the Rules & Regulations of Securities Exchange Board of India (SEBI) and all other provisions made applicable from time to time.

#### **Remuneration**

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

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

#### **Independence**

It is accepted and acknowledged that you may have business interests other than those of the Company. You are expected to provide periodic declaration to the effect, as required under the applicable Act and provisions. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman.



**UNICHEM  
LABORATORIES LTD.**

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

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

**Dealing in the Shares of the Company**

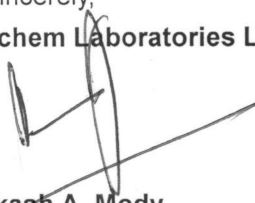
The Articles of Association of the Company and all relevant and applicable legislative and regulatory procedures provide for certain compliances for dealing in the shares of the Company. You are requested to contact the Company Secretary whenever you wish to deal in the securities of the Company and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

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

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

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

Yours Sincerely,  
For **Unichem Laboratories Limited**

  
**Dr. Prakash A. Mody**  
**Chairman & Managing Director**