

NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting (“AGM”) of the Members of **Unichem Laboratories Limited**, will be held on **Tuesday, 11th August 2026 at 3.30 p.m. (IST)** through Video Conference (“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 31st March 2026 together with 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 31st March 2026 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Pabitrakumar Bhattacharyya (DIN:07131152) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“Act”), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any amendments thereto or enactment thereof for the time being in force, the relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee & Board of Directors and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Pabitrakumar Bhattacharyya (DIN:07131152), as the Managing Director (“MD”) and Chief Executive Officer (“CEO”) of the Company, liable to retire by rotation, for a further period of three years with effect from 10th August 2026, upon such terms, conditions and stipulations as set out in the agreement dated 22nd May 2026 entered between the Company & Mr. Pabitrakumar Bhattacharyya and in the Explanatory Statement annexed to the Notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, with authority to the Board of Directors or Committee thereof to alter and vary the terms and conditions of the said appointment and remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Pabitrakumar Bhattacharyya;

RESOLVED FURTHER THAT the Board of Directors or Committee of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorised to take all such actions and do all such acts, deeds, matters and things as may be necessary, proper, desirable and expedient to give effect to this Resolution.”

5. 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 2027, 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 are 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 2026

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Item Nos. 4 & 5 of the Notice is annexed hereto. Pursuant to Regulation 36 of the 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 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 63rd 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 2026 and Notice of the 63rd AGM are being sent to the Members whose mail IDs are available with your Company/Depository Participant/(s) ("DPs"). Further, in compliance with regulation 36(1)(b) of the Listing Regulations, a letter providing weblink, including the exact path, where Annual Report for FY 2026 is available, is being sent to those members whose email address is not registered with the Company / Registrar and Transfer Agent / DPs / Depositories. Annual Report and the notice of the 63rd AGM are also posted on the website www.unichemlabs.com and that of the exchanges namely www.bseindia.com and www.nseindia.com for download.

In case any member is desirous of obtaining physical copy of the Annual Report for the FY 2026 they may send a request to the Company by writing to 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.

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 at least 48 hours before the commencement of the AGM.
7. The Registers and documents as required and referred to in the Notice will be available for inspection electronically to the members without any fee from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 11th August 2026. Members seeking to inspect such documents can send an e-mail to 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. Instructions for Shareholders for remote e-Voting and joining the AGM are as under:

The remote e-Voting period begins on **Friday, 7th August 2026 at 9:00 a.m.** and ends on **Monday, 10th August 2026 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. **Tuesday, 4th August 2026** 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 Tuesday, 4th August 2026. 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 site wherein you can see e-Voting page. 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. 2) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 3) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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. 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.

Type of Shareholders	Login Method
	<p>5) Shareholders/Members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & 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.
Individual Shareholders (holding securities in demat mode) login through depository participants	<p>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.</p>

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.

For CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
For NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
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 139827 then user ID is 139827001***.

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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 139827" 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 with a copy marked to 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 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. **Tuesday, 4th August 2026** may obtain the login ID and password by sending a request at 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 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. **Tuesday, 4th August 2026** 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 or call on: 022 – 4886 7000 or send a request at 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 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 **Wednesday, 5th August 2026 (9:00 a.m. IST) to Saturday, 8th August 2026 (5:00 p.m. IST)** prior to meeting mentioning their name, demat account number / folio number, e-mail id, mobile number, PAN at shares@unichelabs.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@unichelabs.com. These queries will be replied suitably by your Company.
11. 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.unichelabs.com.
 12. 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
 13. 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.unichelabs.com/mandatory-dematerialisation.php>

14. 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 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.
15. 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 2026

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. 4**

Mr. Pabitrakumar Bhattacharyya was appointed as Managing Director (“MD”) of the Company for a term of three years w.e.f. 10th August 2023. Accordingly, his term expires on 9th August 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 22nd May 2026, has re-appointed Mr. Pabitrakumar Bhattacharyya, as MD & Chief Executive Officer (“CEO”) of the Company for a further period of three years, with effect from 10th August 2026 to 9th August 2029, liable to retire by rotation, subject to the approval of the Members. It is proposed to seek members’ approval in terms of the applicable provisions of the Act for re-appointment of and remuneration payable to Mr. Pabitrakumar Bhattacharyya as MD & CEO of the company.

Mr. Bhattacharyya has a rich experience of over three decades in manufacturing and technical excellence, production, business excellence, project management, multi-sites operations, process improvement, six sigma project management, process development, quality assurance, strategic planning, cost reduction through innovations, cost analysis and control, process automation.

Since August 2023, after being appointed as MD of the Company, he has been instrumental in the major turnaround strategy of the Company. Under his leadership, the Company has demonstrated strong operational resilience, significant operational yield improvement in manufacturing processes and expansion of global business. His leadership has played a critical role in transforming the organisation into a more agile and sustainable long-term growth by focusing on value creation for the Company.

During his tenure, Unichem’s standalone revenue grew by 84% and formulation manufacturing volume increased by 131%, while multiple cost optimisation initiatives reduced the expense-to-revenue ratio from 66% to 41%, significantly improving profitability and business sustainability.

Brief terms and conditions of re-appointment of MD & CEO are given below:

- A. Term
The appointment as MD and CEO is for a period of three years with effect from 10th August 2026.
- B. Remuneration
 - a. Basic Salary of ₹20,00,000 per month with effect from 10th August 2026 with such increments as Nomination and Remuneration Committee (“NRC”) and Board may decide subject to a ceiling of ₹ 28,00,000 per month over the remaining tenure. (“Maximum ceiling”).
 - b. Commission: Such commission to be decided by the Board as may be recommended by the NRC which shall not exceed 1% of the net profits of the Company in a financial year computed in terms of Section 198 and subject to the overall ceilings laid down under Section 197 and Schedule V of the Act. The specific amount that may be payable to the MD & CEO will be based on his performance as evaluated by the Board or the NRC and as may be approved by the Board and will be payable annually after the annual accounts have been approved by the Board.
 - c. Contribution to Provident Fund: Company’s contribution to provident fund shall be as per the scheme applicable to the employees of the Company.
 - d. Contribution to National Pension Scheme: Company’s contribution to national pension scheme shall be in accordance with the rules of the scheme as may be applicable or as may be framed / decided by the Company.
 - e. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund and which shall not exceed half a month’s salary for each completed year of service.
- C. Perquisites
 - a. In addition to Basic Salary, the MD & CEO shall be also eligible for House Rent allowance @ 30% of salary on a monthly basis.
 - b. Medical, hospitalisation and healthcare expenses: Actual expenses incurred for the MD and CEO and his family including mediclaim policy premium to be paid by the Company.
 - c. Leave Travel Concession: For the MD & CEO and his family, once in a year incurred in accordance with any rules specified by the Company subject to a ceiling of one month salary.
 - d. Company maintained car with driver.
 - e. Communication Facilities: The Company shall bear all expenses of Communication facilities installed at the residence of the MD & CEO including but not limited to Telephones (land lines/mobiles), Computers/Laptops, Internet connection.
 - f. Personal Accident Insurance: Personal Accident Insurance as per the Company’s policy.
 - g. Leave: The MD & CEO shall be eligible for leave as per Rules of the Company.

- h. The MD & CEO shall be entitled to:
- i) the reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and
 - ii) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.
- D. Valuation of Perquisites
Perquisites mentioned in above shall be evaluated in accordance with the Income Tax Rules, 2026 wherever applicable, and in other cases at the actual cost to the Company.
- E. Minimum Remuneration
When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Bhattacharyya in accordance with the applicable provisions of Schedule V of the Act and subject to such approvals as may be required.
- F. Others important terms of appointment:
- a. The terms and conditions of the appointment of the MD & CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to the limit stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO, subject to such approvals as may be required.
 - b. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the MD & CEO, unless specifically provided otherwise.
 - c. As long as Mr. Pabitrakumar Bhattacharyya functions as MD & CEO, he shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
 - d. The MD & CEO shall adhere to the Code of Conduct of the Company and shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company or any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company. The MD & CEO shall during the continuance of his employment hereunder also use his best endeavour to prevent any other person from so doing provided however that such divulgence or disclosure by the MD & CEO to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be contravention of this clause.
 - e. Any property of the Company or relating to the business of the Company, including memoranda, notes, records, reports, plates, sketches, plans, recorded diskettes, drives, tapes, electronic memory gadgets or other documents or which may be in the possession of or under the control of the MD & CEO or has, at any time access shall, at the time of the termination of his employment be delivered to the company and shall not be entitled to the copyright in any such document which he hereby acknowledges to be vested in the Company or its assigns and binds himself not to retain copies of any of them.
 - f. The Company may forthwith terminate the employment, if the MD & CEO shall at any time be prevented by ill-health or accident from performing his duties.
 - g. The Company shall be entitled to forthwith terminate the agreement if the MD & CEO becomes insolvent or makes any composition or arrangement with his creditors or he ceases to be a Director of the Company.
 - h. In the case of death of the MD & CEO in the course of his employment, the Company shall pay to his legal representatives the remuneration for the then current month in addition to such other sum as the Board may determine.
 - i. If the MD & CEO is guilty of inattention to or negligence in the conduct of the business or of any other act or omission inconsistent with his duties or of any breach of this Agreement which in the opinion of the Board renders his retirement from the office, the Company by not less than ninety days' notice in writing to him determine this Agreement and upon the expiration of such notice the MD & CEO shall cease to be the Director of the Company.
 - j. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party ninety days' notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and the MD & CEO shall cease to be the Director of the Company, provided that the aforesaid notice may be waived mutually by the parties hereto.

Mr. Pabitrakumar Bhattacharyya satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other authority. This Statement setting out material facts and the resolution may be treated as a written contract setting out the terms of re-appointment of Mr. Pabitrakumar Bhattacharyya

under Section 190 of the Act.

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 No. 4 of the Notice.

Based on the consideration and recommendation of the NRC, the Board of Directors recommends Special Resolution forming part of Item No. 4 of the accompanying Notice for approval of the Members.

Members are requested to consider approving re-appointment and remuneration of Mr. Pabitrakumar Bhattacharyya as MD & CEO from 10th August 2026 up to 9th August 2029.

ADDITIONAL INFORMATION AS PER SCHEDULE V

(I) GENERAL INFORMATION:

- 1) Nature of Industry: Unichem Laboratories Limited (ULL) is an integrated pharmaceutical company and manufactures and markets a large basket of APIs as well as pharmaceutical formulations as branded and generics in several regulated and unregulated markets around the world. The company's products cater to a diverse range of therapeutic areas such as cardiology, gastroenterology, diabetology, psychiatry, neurology, anti-bacterial, anti-infective and pain management. As on date, the company has formulations manufacturing facilities in Goa, Baddi (Himachal Pradesh), and Ghaziabad (Uttar Pradesh), while its API manufacturing facilities are in Pithampur (Madhya Pradesh), Roha, and Kolhapur (Maharashtra). The R&D Centre called the Centre of Excellence is in Goa. The Company derives significant share of its revenue from regulated markets, primarily the US, Brazil and Europe, with its US operations remaining the largest contributor.
- 2) Date or expected date of commencement of commercial production: The Company started commercial production in the year 1962.
- 3) In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators: As given in Table 1.
- 5) Earnings in Foreign Exchange (₹ in crs): As given in Table 2.
- 6) Foreign investments or collaborations if any: The Company does not have any foreign investment or collaborations except direct investments in five Wholly Owned Overseas Subsidiaries (WOS) and an Associate Company in India as given in Table 3.

(II) INFORMATION ABOUT THE APPOINTEE: Mr. Pabitrakumar Kalipada Bhattacharyya

1. Brief Background: Refer the Statement (Item No. 4) above setting out material facts pursuant to Section 102(1) of the Act and in Annexure 1, is not repeated here for the sake of brevity.
2. Past Remuneration: Mr. Bhattacharyya as per the approval given by the shareholders is currently drawing a total remuneration of ₹ 3.71 crores
3. Recognition or awards: Received the following awards for leading various teams at the manufacturing locations in Ipca Group.
 - a. First Prize from the Bureau of Energy Efficiency, Government of India- New Delhi in the year 2016 and 2018.
 - b. Received Silver, Gold and Platinum SEEM Award. (Society of Energy Engineers and Managers) in the year 2017, 2020, 2021, 2022, 2023 and 2024.
 - c. Received award on environment protection and management in the year 2022.
 - d. National Water Award from Ministry of Jal Shakti (Department of water resources) in the year 2020.
 - e. Certificate with 4 Stars rating in pharmaceutical category from the State Pollution Control Board.
 - f. Narayan Meghaji Lokhande Safety Award from the Government of Maharashtra in the year 2023.
 - g. Best Safety Practices Award from National Safety Council and Directorate of Industrial Safety and Health.
4. Job Profile and his suitability / Remuneration proposed to be paid: Refer the Statement (Item No. 4) above setting out material facts pursuant to Section 102(1) of the Act and Annexure 1, and is not repeated here for the sake of brevity.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The remuneration payable to Mr. Bhattacharyya has been considered by the NRC based on his profile, knowledge, experience, and responsibilities to be discharged by him.
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Bhattacharyya has no other pecuniary relationship with the Company, Directors or any Key Managerial Personnel or their relatives except to the extent of the remuneration drawn by him. He is not related to any Directors or Key Managerial Personnel or their relatives. He owns one share in the Company.

(III) OTHER INFORMATION:

- Following the sale of its domestic formulations business, the company focused on scaling up its international formulations business, especially in the US. The Company's operations are backward integrated with expansion of API facilities is expected to strengthen cost structure and improve operating leverage. The Company has a clean track record with respect to regulatory inspections. It has completed its various capex plans and is working towards optimisation of its capacities which is expected to give returns in the coming years, however it is envisaged that there may be loss / inadequacy of profits during the period for which remuneration is payable to Mr. Bhattacharyya and hence the said Resolution for the approval of the Members.
- Steps taken or proposed to be taken for improvement: After the acquisition in 2023 by Ipca Laboratories Limited (Ipca), the Company had successfully executed a comprehensive 360° business turnaround strategy focused on operational excellence, supply chain optimisation, energy conservation and sustainable operational improvement. The transformation was driven through manufacturing cost optimisation, yield improvement, power and fuel reduction, solvent recovery, purchase price reduction, air freight optimisation, capacity enhancement without major capex, new product transfer, manpower optimisation and EHS & sustainability initiatives. Ipca has a strong API franchise with backward integration that will enable your Company to scale up its global generic portfolio and increase its market share with cost efficiency and competitiveness. Your Company has benefited from the operational synergies with Ipca, which helped optimise its input costs through centralised raw material procurement and lower logistics costs. As Ipca is present in various geographies, the Company will be able to expand, especially in the rest of the world (RoW) markets, aiding its growth. Further, the Company is expected to leverage on the financial flexibility which its parent enjoys in the banking and financial channels.
- Expected increase in productivity and profits in measurable terms: In view of above, these initiatives will significantly strengthen margins, improve operational efficiency and enhance your Company's long-term business competitiveness.

(IV) DISCLOSURES:

The disclosures on the remuneration package of Directors and details of all elements of the remuneration package, details of fixed components, etc. is mentioned in the Corporate Governance Section of the Annual Report 2025-26 of the Company.

Table. 1 - Financial performance based on given indicators:

(₹ in crores)

Particulars	2023-24 (Audited)		2024-25 (Audited)		2025-26 (Audited)	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Total Income	1,472.55	1,816.70	1,776.53	2,146.29	1,475.19	2,264.91
Profit before depreciation, interest and tax [#]	60.07	96.07	267.52	278.62	71.33	201.80
Profit after tax	(92.18)	(93.76)	162.96	137.52	158.94	252.84

Before Foreign Exchange gain/loss

Table. 2 - Earnings in Foreign Exchange (accrual basis) (audited & standalone basis)

(₹ in crores)

Particulars	2023-24	2024-25	2025-26
Foreign Exchange Earned	1,287.67	1,484.01	1,562.05

Table. 3 - Foreign investments or collaborations

(₹ in crores)

Name of the Wholly Owned Subsidiary (WOS) and Associate Company	Invested Value as per audited Standalone accounts (31st March 2026)
Niche Generics Limited, UK (WOS)*	69.09
Unichem Farmaceutica Do Brasil Ltda, Brazil (WOS)*	70.87
Unichem Pharmaceuticals (USA) INC (WOS)	38.25
Unichem SA (Pty) Limited, South Africa (WOS)	0.12
Unichem (China) Pvt. Ltd. (WOS)	7.21
Synchron Research Services Pvt. Ltd (Associate)*	5.69

* Impairment wholly provided in books

Item No. 5

The Board of Directors at its Meeting held on 22nd May 2026, 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 2027, 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. 5 except to the extent of their shareholding, if any, in the Company.

Accordingly, resolution at Item No. 5 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**

Pradeep Bhandari

Head – Legal & Company Secretary
Membership No.: A14177

Mumbai
22nd May 2026

Registered Office:

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

Annexure 1

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 is given herein:

Details of Director seeking retirement by rotation / re-appointment

Name of the Director	Pabitrakumar Bhattacharyya
Date of birth and age	17.04.1969 / 57 years
DIN No.	07131152
Date of Appointment	10.08.2023
Qualifications	B.Sc. Chemistry (Hons.), B.Tech (Chemical)
Experience in years	Over 30 years
Brief Profile, Qualification and Expertise in Specific Functional Area	<p>Mr. Pabitrakumar Bhattacharyya, is a B.Tech. (Chemical) from UDCT and has done his B.Sc. Chemistry (Hons.) from Calcutta University. He has previously worked with several reputed pharmaceutical companies in India.</p> <p>He has a rich experience in manufacturing and technical excellence, productivity and capacity enhancement without significant capital investment, business excellence, project management, process improvement, energy optimisation, process development, quality assurance, strategic planning, cost reduction through innovations, cost analysis and control as well as process automation.</p> <p>He has been instrumental in the major turnaround strategy of the Company. Under his leadership, Unichem Laboratories has demonstrated strong operational resilience, significant operational improvement, enhanced yield improvement in manufacturing processes and strengthening of global business expansion.</p> <p>His leadership has played a critical role in transforming the organisation into a more agile and sustainable long-term growth by focusing on value creation for the Company.</p>
Terms and Conditions of appointment and proposed remuneration to be paid	As mentioned in the explanatory statement under item no. 4 of this Notice
Remuneration payable	As mentioned in the explanatory statement under item no. 4 of this Notice
Number of Meetings of the Board attended during FY 2026	Five
No. of shares held in the Company	One
Directorships in other Companies (excluding Foreign Companies)	One
Membership/Chairmanship of Committees	Member of the following Committees of Unichem Laboratories Limited: <ul style="list-style-type: none"> a. Audit Committee b. Risk Management Committee c. Stakeholders Relationship Committee d. Corporate Social Responsibility Committee
Resigned/retired as a Director in any listed entities in the past three financial years	None
Relationship between Directors inter-se	None