

Notice

NOTICE is hereby given that the 56th Annual General Meeting of the Members of **UNICHEM LABORATORIES LIMITED**, will be held on Saturday, July 27, 2019 at 3:00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College (K.C. College), 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
- To declare a dividend on equity shares for the financial year ended March 31, 2019. {The Board of Directors has recommended a dividend of ₹4/- (200%) per Equity Share having a face value of ₹2/- fully paid up.}
- 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:

- 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, 2020, 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.”

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

Neema Thakore

Mumbai Head – Legal & Company Secretary
May 24, 2019 Membership No.: F3966

Registered Office:

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

NOTES:

- A statement setting out material facts pursuant to Section 102 (1) of the Companies Act, 2013, (the Act), with respect to the item of Special Business is annexed hereto.
- The Register of Members and the Share Transfer books of the Company will remain closed from Monday, July 22, 2019 to Saturday, July 27, 2019 (both days inclusive) for the 56th Annual General Meeting (AGM) and payment of Dividend, if declared, at the forthcoming AGM.
- IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. A Member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as a Proxy and such a person shall not act as a Proxy for any other person or Shareholder.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is annexed. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate Resolution/authority as may be applicable.
- Details of the Director seeking re-appointment at the 56th AGM form an integral part of the Notice and are provided in the statement pursuant to Section 102 of the Act. The Director has furnished the requisite declaration for his re-appointment.
- Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the AGM.
- Members/Proxies are requested to bring their copy of the Annual Report to the Meeting along with duly filled in attendance slips for attending the Meeting.
- Members seeking any information with regard to the Annual Report are requested to write to the Company at an early date to enable the Company to compile the information and provide replies at the Meeting.
- An electronic copy of the 56th Annual Report of the Company (including the Notice) *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes. For Members other than the above, physical copies of the Annual Report are being sent in the permitted mode.

10. Members may also note that an electronic copy of the 56th Annual Report, including Notice along with Attendance Slip and Proxy Form, will also be available on the Company's website at www.unichemlabs.com. Even after registering for e-communication, Members are entitled to receive free of cost such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send their request to the Company's investor e-mail id: shares@unichemlabs.com.
11. A route map showing directions to reach the venue of the 56th AGM, as per the requirement of the Secretarial Standards-2 on General Meetings is given in this Annual Report.
12. The Company has transferred on due dates, the unpaid or unclaimed dividend declared upto the financial year ended March 31, 2011 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 July 28, 2018 (date of previous Annual General Meeting), on the website of the Company www.unichemlabs.com and the website of the Ministry of Corporate Affairs www.iepf.gov.in.
- 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 2011-2012 onwards is requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, but no later than October 31, 2019. The Company has already sent reminders to all such Members at their registered addresses in this regard.
- 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. Shareholders are requested to refer to <https://unichemlabs.com/investor-information/unclaimed-dividend/> to verify the details of unencashed dividends and the shares transferred to the IEPF suspense account.
13. As per Regulation 40 of SEBI Listing Regulations, and SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. list/comp/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. However, Members can continue to hold shares in the physical form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
14. 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 Registrar/Company.
15. All documents referred to in the accompanying Notice and statement under Section 102 of the Act shall be open for inspection at the Registered Office of the Company from (Monday to Friday) from 11.00 a.m. to 1.00 p.m., up to the date of the AGM.
16. Voting through electronic means:
- In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote at the 56th AGM of the Company by 'remote e-voting' (e-voting at a place other than the venue of the AGM). The business may be transacted through remote e-voting services provided by the Central Depository Services Limited (CDSL).
 - The facility for voting shall also be made available to those shareholders who are present at the 56th AGM, but have not cast their votes by availing the remote e-voting facility. Members who have exercised their voting through the remote e-voting facility may attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
 - The Company has appointed Ms. Ragini Chokshi & Associates, Practicing Company Secretary (C.P.No.1436) as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner.
 - Instructions to Members for remote e-voting:
 - The remote e-voting period begins on Tuesday, July 23, 2019, at 10:00 a.m. (IST) and ends on Friday, July 26, 2019, at 5:00 p.m. (IST). During this period Shareholders of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, July 20 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) 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. Members holding shares in Physical Form should enter Folio No. registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps as given herein:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income-Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the Member id/Folio No. in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for UNICHEM LABORATORIES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com
- (e) 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, July 20, 2019.
- (f) The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through remote e-voting not later than 48 hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report and submit it to the Chairman or any person authorized by the Board. The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company and of CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
- (g) 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, July 27, 2019.

17. Brief profile of the Director seeking re-appointment:

As required by Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the particulars of the Director who is proposed to be re-appointed are given below:

Mr. Dilip Kunkolienkar, aged 68 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 Ltd., Geigy Ltd., Raptakos Brett Co. Ltd., and German Remedies Ltd.

Before his appointment as a Director Technical, 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, R & D and API Marketing.

Mr. Kunkolienkar is a member of the Audit Committee of the Company. He is not related to any Director of the Company. He holds 53,038 equity shares of the Company as on March 31, 2019. The number of Board meetings attended by Mr. Kunkolienkar is given in the Corporate Governance Report forming part of this Annual Report.

He also serves as a Director in the Company's Wholly Owned Subsidiaries namely Unichem Pharmaceuticals (USA) Inc., Unichem Laboratories Limited, Ireland and Niche Generics Limited, UK. He also is a Director in Synchron Research Services Pvt. Ltd., a reputed contract research organization.

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. 3 for the approval of the Members by way of Ordinary Resolution.

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

Neema Thakore

Mumbai
May 24, 2019

Head – Legal & Company Secretary
Membership No.: F3966

Registered Office:

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

Annexure to Notice

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

Item No 4

The Board of Directors at its Meeting held on May 24, 2019, 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, 2020, 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. 4.

The Board of Directors recommends the Ordinary Resolution for approval by the Members.

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

Mumbai
May 24, 2019


Neema Thakore
Head – Legal & Company Secretary
Membership No.: F3966

Registered Office:

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

AGM Map

ROUTE MAP TO
ANNUAL GENERAL MEETING VENUE

Location: 
Rama Watumull Auditorium
Kishinchand Chellaram College
(K. C. College)
124, Dinshaw Wachha Road
Churchgate, Mumbai 400 020

Landmark:
Oval Maidan

