

Notice

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of UNICHEM LABORATORIES LIMITED, will be held on Saturday, July 11, 2015 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Mumbai - 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015.
2. To declare a dividend for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Dr. Prakash A. Mody, (DIN No. 00001285) who retires by rotation and being eligible offers himself for re-appointment.
4. 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 the ordinary resolution passed by the Members at the 51st Annual General Meeting of the Company and the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 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) (“the Act”), the appointment of B. D. Jokhakar & Co., Chartered Accountants (Firm Registration No.104345W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2016-2017, at such remuneration as may be determined by the Board of Directors and the said Auditors, be and is hereby ratified;

RESOLVED FURTHER THAT Dr. Prakash A. Mody, Chairman & Managing Director and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, Dr. (Mrs.) B. Kinnera Murthy, (DIN No.1878144) who was appointed as an Additional, Non-Executive Director of the Company with effect from March 21, 2015, in terms of Section 161(1) of the Act and whose term of office expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a term of 3 (three) consecutive years upto March 20, 2018;

RESOLVED FURTHER THAT Dr. Prakash A. Mody, Chairman & Managing Director and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. 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 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (“the Act”) and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded to the Board of Directors for increasing the remuneration payable to Ms. Supriya Mody (“Ms. Mody”), daughter of Dr. Prakash A. Mody, Chairman and Managing Director of the Company, being a relative and holding office of profit in the Company (under Section 314 (IB) of the erstwhile Companies Act, 1956 and Section 188(1)(f) of the Companies Act, 2013) as Associate Vice President (International Business) upto a sum not exceeding a maximum remuneration of ₹ 65 lacs (Rupees Sixty Five Lacs Only) in a Financial Year starting from the Financial Year April 1, 2015 (“Maximum Remuneration”);

UNICHEM

RESOLVED FURTHER THAT the said Maximum Remuneration shall be inclusive of perquisites, car, medical insurance, superannuation fund, provident fund, gratuity, leave travel allowance, ESOPS and such other benefits which are payable or applicable to employees in similar senior management cadre and position in the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby (subject to the recommendation made by the Nomination and Remuneration Committee from time to time) authorized to vary the terms and conditions of Ms. Mody's appointment, but not to increase her remuneration beyond the said Maximum Remuneration ;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to this resolution."

7. 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 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) ("the Act"), the remuneration of ₹ 5.50 lacs (Rupees Five Lacs Fifty Thousand Only) plus applicable service tax and reimbursement of out of pocket expenses for the Financial Year ending March 31, 2016, as approved by the Board of Directors of the Company payable to Y.R.Doshi & Co., Cost Accountants, (Firm Registration No. 000003) for conducting the Cost Audit of the records maintained by the Company be and is hereby ratified;

RESOLVED FURTHER THAT Dr. Prakash A. Mody, Chairman & Managing Director and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

Mumbai
June 3, 2015

Neema Thakore
Head - Legal & Company Secretary

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

NOTES:

1. A Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, with respect to the items of Special Business is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from July 6, 2015 to July 11, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend, if declared by the shareholders for the year ended March 31, 2015.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ 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 fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company.
4. 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 (forty eight) hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as may be applicable.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice and as given under the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013. The Directors have furnished the requisite declarations for their appointment.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
7. The 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.
8. The Members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
9. Electronic copy of the 52nd Annual Report (including the Notice) of the Company *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 Participants(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 52nd Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at www.unichemlabs.com. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making such a request for the same free of cost. For any communication, the shareholders may also send their request to the Company's investor E-mail Id: shares@unichemlabs.com
11. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified) the Company has transferred on due dates, the unpaid or unclaimed dividends upto the Financial Year ended March 31, 2007 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules 2012, the Company has uploaded the unpaid and unclaimed amounts lying with the Company as on July 12, 2014 (date of last Annual General Meeting), on the website of the Company at www.unichemlabs.com as also on website of the Ministry of Corporate Affairs.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
13. All documents referred to in the accompanying Notice and Statement under Section 102 of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company on any working day (Monday to Friday) between 11.00 a.m. and 1.00 p.m., upto the date of the Annual General Meeting of the Company.
14. Voting through electronic means:
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, 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 52nd Annual General Meeting (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).
 - b. The facility for voting through polling paper shall also be made available to those shareholders who are present at the 52nd AGM, but have not cast their votes by availing the remote e-voting facility. The Members who have exercised their voting through the remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
 - c. The Company has appointed Ms. Ragini Chokshi & Co., 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.
 - d. The instructions to members for voting electronically are as under :
 - (i) The remote e-voting period begins on July 7, 2015 at 10.00 a.m. (IST) and ends on July 10, 2015, 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 July 4, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Members holding shares in physical or in demat form as on July 4, 2015 shall be eligible for e-voting.
 - (iii) The shareholders should Log on to the e-voting website www.evotingindia.com
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digit beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 digit Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next, enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in Demat form and

had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.

- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat and Physical Forms
PAN	Enter your 10 digit PAN issued by the 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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If 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 (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to the Company EVSN 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 also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such 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.
- (xi) For members holding shares in physical

form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the relevant EVSN, <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xviii) If a Demat account holder has forgotten the changed password then Enter the User ID and Image Verification code, click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non Individual Shareholders and Custodians:
- Non Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

- c. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com
 - d. After receiving login details a Compliance user should be created using the admin login and password. The Compliance user will be able to link the account (s) for which they wish to vote on.
 - e. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they will be able to cast the votes.
- (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 shares of the paid up capital of the Company as on the cut off date of July 4, 2015.
 - f. The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through remote e-voting not later than three days of conclusion of the AGM, make and submit a consolidated Scrutinizer's report and submit to the Chairman. The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company and 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. July 11, 2015.

Annexure to Notice

I. A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, (“the Act”) for Items Nos. 5 to 7

Item No. 5

Dr. (Mrs.) B. Kinnera Murthy was appointed as an Additional, Non-Executive Director, in the category of an Independent Director with effect from March 21, 2015, to hold office upto the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013.

Dr. (Mrs.) Murthy is a Strategy Consultant, Director on Corporate Boards and Academic Governing Councils and a Founder Trustee of a Woman Support NGO, since her superannuation from The Administrative Staff College of India in 2012, where she held the posts of Dean and Professor, Strategic Management. Her interest areas include Strategic Management, Women Leadership and Empowerment, Marketing, and Social Change Management. She also has a Doctorate in Corporate Strategy from University of Poona, MBA from Osmania University and BSc from BITS, Pilani. She was trained in Industrial Management at RVB, the Netherlands and in Strategic Management from APO Japan. She is involved with women entrepreneurial organizations as an advisor. She provides consultancy and advisory support to leading organisations in India in the areas of Strategic Visioning and Organisation Building, Governance, Mentoring, Restructuring, Corporate Social Responsibility, Marketing Strategy and Capacity Building.

Dr. (Mrs.) Murthy was on the Board of State Trading Corporation of India Limited as an Independent Director till April 2014. Currently Dr. (Mrs.) Murthy is on the Board of Indian Immunologicals Limited, VBC Industries Limited and VBC Ferro Alloys Limited. She is also a member of the Nomination and Remuneration and Corporate Social Responsibility Committee of Indian Immunologicals Limited.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. (Mrs.) Murthy, is proposed to be appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a term of 3(three) consecutive years upto March 20, 2018. A notice has been received from a Member proposing Dr. (Mrs.) B. Kinnera Murthy as a candidate for the office of Director of the Company along with deposit of the requisite amount.

In the opinion of the Board, Dr. (Mrs.) Murthy fulfills the condition specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an Independent Director of the Company and is Independent of the Management.

Copy of the draft letter for appointment of Dr. (Mrs.) Murthy, as an Independent Director, setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company on any working day, (Monday to Friday), between 11 a.m. and 1 p.m. upto the date of the Meeting.

The Board considers that her appointment as an Independent Director would be of immense benefit to the Company and it is desirable to the avail services of Dr. (Mrs.) B. Kinnera Murthy as an Independent Director of the Company.

Dr. (Mrs.) Murthy does not hold any shares in the Company and is not related to any other Director of the Company. She is not on any committees of the Board of Directors of the Company.

Except Dr. (Mrs.) B. Kinnera Murthy being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Accordingly, the Board recommends the resolution set out at Item no. 5, for approval by the shareholders of the Company.

Item No.6

Ms. Supriya Mody (“Ms. Mody”) is the daughter of Dr. Prakash A. Mody, Chairman and Managing Director of the Company. She was appointed as an officer holding a place of profit under Section 314(IB) of the erstwhile Companies Act, 1956 and a resolution to this effect was passed by the shareholders in the Annual General Meeting held on July 28, 2011, subject to the approval of the Central Government, which was granted on January 31, 2013. (“said Approval”)

The Central Government approval allowed for year wise increase in remuneration payable to Ms. Mody upto a maximum sum of ₹ 36.30 lacs till June 30, 2015. The said Approval further required the Company to seek further approval of the Central Government in the event of increase in remuneration in excess of the aforesaid limit.

By virtue of the Companies Act, 2013 (“Act”) which has replaced the erstwhile Companies Act, 1956, approval of the Central Government is now not required for appointment of a related party to an office or place of profit in the Company. However in terms of Section 188 (1) (f) of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

("Rules"), the Company now seeks prior approval of the shareholders for increasing the remuneration payable to Ms. Mody upto such sum not exceeding ₹ 65 lacs (Rupees Sixty Five Lacs Only) in a Financial Year, starting from the Financial Year April 1, 2015, which remuneration shall be inclusive of perquisites, car, medical insurance, contribution to superannuation fund, provident fund, gratuity, leave travel allowance, ESOPS and such other benefits which are payable or applicable to employees in similar senior management cadre and position in the Company ("Maximum Remuneration") as may be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, from time to time.

In terms of Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013, the Company has sought and obtained the prior approval and consent of the Audit Committee and the Board respectively for payment of the aforementioned remuneration to Ms. Mody.

The Audit Committee and Board consider the said Maximum Remuneration payable to Ms. Mody, though is in the ordinary course of business, may not fall in the category of arms' length transaction. Further the Maximum Remuneration payable to Ms. Mody exceeds ₹ 2.5 lacs per month in terms of the Rules and hence requires prior approval of the shareholders.

Brief Profile of Ms. Supriya Mody

Ms. Supriya Mody holds a MBA degree from London Business School and Bachelors degree in Business Administration from the Ross School of Business, USA. She also holds Post Graduate Certificate in Financial Markets Module from Association of Mutual Funds of India. Prior to joining Unichem, she has rich experience and successful career behind her having worked in organizations like Merrill Lynch, Tower Capital and Securities Private Limited, ASK Raymond James Securities (I) Private Limited.

Ms. Mody, is currently working as Associate Vice President (International Business). Her present role is crucial to provide impetus to the expanding International Business in the emerging market business of the Company. She is focusing on tapping the potential markets and reports to the Chairman and Managing Director. Ms. Mody has performed well and now has taken over a bigger role and responsibility in the organization.

The details as required under the said Act and applicable Rules are as given in **Table-1**.

Except Dr. Prakash A. Mody, his relatives, and Ms. Supriya Mody, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No.6.

Table-1

Sr. No	Information required to be provided	Particulars
a	Name of the Related Party	Ms. Supriya Mody
b	Name of Director/Key Managerial Personnel who is related, if any	Dr. Prakash A. Mody, Chairman and Managing Director
c	Nature of relationship	Daughter
d	Nature, material terms, monetary value and particulars of the contract or arrangement	Approval for increase in remuneration payable to Ms. Supriya Mody, upto to a sum not exceeding ₹ 65 lacs (Rupees Sixty Five Lacs Only) in a Financial Year starting from April 1, 2015 inclusive of perquisites ("Maximum Remuneration") as mentioned in the said resolution no. 6 above.
e	Any other information relevant or important for the members to take a decision on the proposed resolution	The said transaction is in ordinary course of business but not on arms' length basis.

The Board of Directors recommends the resolution for your approval.

Item No.7

The Board of Directors at its meeting held on May 9, 2015, based on the recommendation of the Audit Committee, appointed Y. R. Doshi & Co., (Firm Registration No. 000003) Cost Accountants, Mumbai as Cost Auditors for undertaking Cost Audit of the Cost Records maintained by the Company for the Financial Year ending March 31, 2016, at a remuneration of ₹ 5.50 lacs (Rupees Five Lacs Fifty Thousand Only) plus service tax as may be applicable and out pocket expenses at actuals. The said auditors have given their eligibility certificate for appointment as Cost Auditors.

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

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.7 of the Notice.

The Board of Directors recommends the resolution for your approval.

UNICHEM**II.DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE.**

Re-appointment of Dr. Prakash A. Mody, (Chairman and Managing Director), who retires by rotation (Item No. 3)

Dr. Prakash A. Mody was re-appointed as the Chairman & Managing Director of the Company for a period of 5 (five) years with effect from July 1, 2013. The said appointment was approved by the shareholders at the Annual General Meeting of the Company held on July 19, 2013 by way of an Ordinary Resolution.

Dr. Prakash A. Mody retires by rotation at the ensuing Annual General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013 ("The Act"). The Act provides that Independent Directors are not subject to retirement by rotation. Since all the Directors except Dr. Mody are Independent Directors, Dr. Mody will retire by rotation and being eligible offers himself for re-appointment. Dr. Mody is the Chairman and Managing Director of the Company. As per the clarification issued by the Department of Company affairs (Int. Circular No. 3(No.8/16(1)/61-PR, Dated 9th May 1961) in relation to appointment of Managing Director " a MD's office as a MD does not suffer any break if he retires as a Director under Section 255 of the erstwhile Companies Act, 1956 and is re-elected as Director in the same meeting."

Upon his re-appointment as a Director, Dr. Prakash A. Mody shall continue to hold office as the Chairman and Managing Director of the Company.

Dr. Prakash A. Mody is the Chairman and Managing Director of Unichem Laboratories Limited. He is son of founder promoter late Mr. Amrut Mody. Dr. Prakash Mody had his early education in Mumbai. After graduating he completed his post graduation at University of Mumbai. He has done his

PhD in organic chemistry. He is also a Graduate Alumni of Harvard Business School having undergone the Owner President' Management Program.

He is the immediate past president of the Indian Pharma Alliance, the industry body representing the National Pharmaceutical Sector.

As a result of his strategies the operations of the Company have expanded a great deal.

Dr. Mody is a Director of Kewal Kiran Clothing Limited and is a member of the Nomination and Remuneration Committee of the said Company.

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

Mumbai
June 3, 2015

Neema Thakore
Head - Legal & Company Secretary

Registered Office:
Unichem Bhavan, Prabhat Estate
Off. S. V. Road, Jogeshwari (West)
Mumbai - 400 102

**UNICHEM**
LABORATORIES LTD.

CIN:L99999MH1962PLC012451

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

Tel.: (022) 6688 8333 • Fax.: (022) 2678 4391

Website: www.unichemlabs.com • E-mail Id.: shares@unichemlabs.com**PROXY FORM - MGT-11**

Name of the Member(s)	:	
Registered Address	:	
E-mail Id.	:	
Folio No./Client Id.	:	
DP ID	:	

I/We, being the Member(s) of shares of Unichem Laboratories Limited hereby appoint,

1.	Name	:	
	E-mail Id.	:	
	Address	:	
	Signature	:	

or failing her/him;

2.	Name	:	
	E-mail Id.	:	
	Address	:	
	Signature	:	

or failing her/him;

3.	Name	:	
	E-mail Id.	:	
	Address	:	
	Signature	:	

(contd.)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company, to be held on Saturday, July 11, 2015 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Consider and adopt: (a) Audited Financial Statements and Reports thereon for the year ended March 31, 2015. (b) Audited Consolidated Financial Statements for the year ended March 31, 2015.
2.	Declaration of dividend for the year ended March 31, 2015.
3.	Re-appointment of Dr. Prakash A. Mody who retires by rotation.
4.	Ratification of appointment of B. D. Jokhakar & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.
5.	Appointment of Dr. (Mrs.) B. Kinnera Murthy as an Independent Director.
6.	Increase in remuneration payable to Ms. Supriya Mody, holding office of profit and relative of Dr. Prakash A. Mody.
7.	Ratification of remuneration payable to the Cost Auditors.

Signed this day of 2015.

Signature of Shareholder

Signature of Proxyholder (s)

Affix
Revenue
Stamp of
Re. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the meeting.
2. A proxy need not be a member of the Company.



UNICHEM
LABORATORIES LTD.

CIN:L99999MH1962PLC012451

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

Tel.: (022) 6688 8333 • Fax.: (022) 2678 4391

Website: www.unichemlabs.com • E-mail Id.: shares@unichemlabs.com

ATTENDANCE SLIP

(PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the 52nd Annual General Meeting of the Company to be held on Saturday, July 11, 2015 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Mumbai – 400 001.

For Physical Holding	For Electronic Form (Demat) NSDL/CDSL		No. of Shares
LF No.	DP Id.	CLIENT Id.	
Name of the Member/Proxy (in Block Capitals)			

(Only Members and/or proxies are allowed to attend the Meeting)

Signature of the Member / Proxy

