



**UNICHEM
LABORATORIES LTD.**

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

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

Date: September 13, 2016

National Stock Exchange Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Scrip Code: UNICHEMLABS

BSE Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip Code: 506690

Dear Sir/s,

Subject: Submission of Record of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above subject, we herewith enclose the copy of the proceedings of the Postal Ballot for your reference and record.

Yours sincerely,
For Unichem Laboratories Limited

Neema Thakore
Head – Legal & Company Secretary

HELD AT _____ ON _____ TIME _____

WRITTEN RECORD RELATING TO THE SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF UNICHEM LABORATORIES LIMITED ON SEPTEMBER 13, 2016, AS REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013.

The Directors had at the Board Meeting held on July 23, 2016, decided to obtain consent of the Members, pursuant to Section 180(1) (a) of the Companies Act, 2013 in respect of Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings, not exceeding Rs. 500 Crores. The said consent was required to be obtained by Postal Ballot in terms of pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administrative) Rules, 2014.

The Postal Ballot Notice dated July 23, 2016 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on August 5, 2016, and the dispatch of notice of Postal Ballot along with the Postal Ballot form and Business Reply Envelope (postage prepaid) through registered post and courier, was completed on August 12, 2016. For those members whose email id's were available in the electronic registry, the Postal Ballot Notice and form were sent by email on August 12, 2016

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also made arrangement for voting by electronic means and availed the services of the Central Depository Services (India) Limited, (CDSL) to provide the said facility to the Members.

The Postal Ballot Notice was placed on the website of the Company viz: www.unichemmlabs.com and that of the exchanges namely www.bseindia.com and www.nseindia.com and the website of remote e- voting agency i.e. www.evotingindia.com.

The Members were requested to return the physical Postal Ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before 5 PM IST on Monday, September 12, 2016. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on September 12, 2016.

The Board of Directors at their Meeting held on July 23, 2016 appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co., Practicing Company Secretary, to act as the Scrutinizer for conducting the voting through Postal Ballot including the remote e-voting process, in a fair and transparent manner.

The Scrutinizer carried out the Scrutiny of Postal Ballot forms received physically and the votes polled electronically upto 5 PM IST on Monday, September 12, 2016 and the Scrutinizer submitted her report dated September 13, 2016 to the undersigned.

Based on the Scrutinizer's report dated September 13, 2016, the following resolution as contained in the Postal Ballot Notice dated July 23, 2016 was passed as a Special Resolution with the requisite majority.

Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider, and if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution:**



CHAIRMAN'S INITIALS



HELD AT _____ ON _____ TIME _____

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all or any of the movable and immovable properties and/or the whole or any part of the undertaking(s) of the Company, wheresoever situate, both present and future together with powers to take over the management of the business and concern of the Company and/or to sell/ dispose of the properties so charged, mortgaged or hypothecated in certain events, in favour of lenders/banks/financial institutions/bodies corporate/persons or any other investing agencies to secure rupee/foreign currency loans or such other financial instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties under the arrangements entered into/ to be entered into in respect of the said Loans for which the charge is created or to be created, shall not, at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores only);

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/ *pari passu*/ subservient with/ to the mortgages and /or charges already created or to be created by the Company as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT the Board of Directors, or the Company Secretary, or such other person authorised by the Board be and is hereby authorized to do all such acts, deeds and things, and execute all such documents, instruments and writings as may be necessary, proper and expedient to give effect to this Resolution."

Statement pursuant to Section 102 of the Companies Act, 2013

The overall increase in the business activities have led to an increase in capital expenditure and working capital requirements of the Company and its Wholly Owned Subsidiaries (WOS) based out of India. The generation of internal funds may not always be adequate to meet all its requirements of growth plans. It would therefore be prudent for the Company to have the requisite enabling approvals in place for meeting its various fund requirements from time to time. This would also help the Company to take effective action to capitalize on business opportunities. Accordingly, the Board of Directors at its Meeting held on May 20, 2016, accorded its approval to borrow from time to time such sum or sums of money for the purpose of the business of the Company or for providing guarantee(s)/security(ies) with respect to any borrowings by its WOS which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained, from Lenders/Bankers or financial institutions/investing agencies in the ordinary course of business) or any guarantee given/to be given /security provided or to be provided in connection with any loan to any other body corporate or any person shall not at any point of time exceed in aggregate Rs. 500 Crores (Rupees Five Hundred Crores only). The proposed borrowing of the Company or any guarantee to be given or security to be provided may, if necessary, be secured by way of charge/mortgage/ hypothecation of the Company's movable and immovable properties in favour of the lenders/banks/financial institutions/bodies corporate/persons and or the investing agencies.



[Signature]
CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The said limit of borrowings and the guarantee(s) given or to be given and/or security(ies) provided or to be provided in connection with a loan to any other body corporate or person is within the powers of the Board and hence Shareholders approval is not sought under Section 180 (1)(c) and Section 186 of the Companies Act, 2013.

However the standard market terms of borrowings/giving guarantee(s) or providing security(ies) include conditions whereby lenders/ banks/financial institutions/bodies corporate/persons in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, sell/dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking (s), to recover their dues. It is therefore, necessary to obtain Members' approval by way of a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecation for an amount not exceeding Rs. 500 Crores(Rupees Five Hundred Crores only) at any point of time.

Details of the Voting on the Postal Ballot were as under:

1. DETAILS OF POSTAL BALLOT FORMS RECEIVED

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballots received	126	1,98,907	100.00
2.	Less: Invalid Postal Ballots Reasons:-	15	50,182	-
	a) Due to signature mismatch b) Neither assent nor dissent marked	2	16,000	-
3.	Net Postal Ballots with valid votes	109	1,32,725	100.00
4.	Postal Ballots with Assent	108	1,32,698	99.98
5.	Postal Ballots with Dissent	1	27	0.02

2. DETAILS OF REMOTE E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by remote e-Voting	154	5,92,48,146	100
Less: Total no. of Invalid Votes	0	0	0
Total no. of Valid Votes	154	5,92,48,146	0
Total no. Votes with Assent	148	5,92,47,853	99.99
Total no. Votes with Dissent	6	293	0.01



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CHAIRMAN'S INITIALS

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HELD AT _____ ON _____ TIME _____

SUMMARY OF POSTAL BALLOT AND REMOTE E-VOTING

Particulars	No. of Equity Shares	% of total number of votes casted
Total Valid Votes Cast	59,380,871	100.00
Assented to Resolution	59,380,551	99.99
Dissented to Resolution	320	00.01

The details of the voting of the Special Resolution were as under:

CIN : L99999MH1962PLC012451								
Voting Results of Postal Ballot								
Details of postal ballot and Remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the following resolutions:								
Date of Postal Ballot Notice		Saturday, July 23, 2016						
Voting Start Date and Time		Saturday, August 13, 2016 09:00 a.m.						
Voting End Date and Time		Monday, September 12, 2016 05:00 p.m.						
Date of declaration of results of Postal Ballot		Tuesday, September 13, 2016						
Total number of shareholders on record date /cut-off date		22,787 Equity Shareholders (as on August 5, 2016)						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public		Not Applicable						
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public		Not Applicable						
No of shareholders participated in postal ballot		Through Postal Ballot : 126						
		Through e-voting : 154						
		Total : 280						
Resolution No. 1	To create charges on the immovable and movable properties of the Company, both present and future in respect of borrowings not exceeding Rs. 500 Crores. (Type : Special Resolution)							
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={([5]/[2])*100}
Promoter and Promoter Group	E-Voting	45510550	45510550	100.00	45510550	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		45510550	100.00	45510550	0	100.00	0.00
Public Institutions	E-Voting	16289308	12756965	78.31	12756965	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12756965	78.31	12756965	0	100.00	0.00
Public Non Institutions	E-Voting	29069592	980631	3.37	980338	293	99.97	0.02
	Postal Ballot		132725	0.45	132698	27	99.97	0.02
	Total		1113356	3.83	1113036	320	99.97	0.02
Total		90869450	59380871	65.34	59380551	320	99.99	0.00



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As the numbers of votes cast in favour of the Resolution is more than three times the number of votes cast against, the Special Resolution as set forth in the Postal Ballot Notice dated July 23, 2016 is passed by the shareholders with requisite majority.



Director

Date: 13-09-2016.

Place: Mumbai

Certified True Copy

For UNICHEM LABORATORIES LTD.



Head - Legal & Company Secretary.

