



**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: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Intimation of Postal Ballot Results.

This has reference to our letter dated August 09, 2016 enclosing the Postal Ballot Notice along with statement under Section 102 of the Companies Act, 2013 seeking consent of the Members to a Special Resolution by way of Postal Ballot (including e-voting) under Section 180(1) (a) of the said Act.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Special Resolution mentioned in the aforesaid Notice has been passed by the requisite majority of the Members of the Company. Please find enclosed the voting results and Scrutinizer's Report.

Yours sincerely,
For Unichem Laboratories Limited

Neema Thakore
Head – Legal & Company Secretary



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.

POSTAL BALLOT RESULT

| UNICHEM LABORATORIES LIMITED | | | | | | | | |
|--|---|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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: 13-08-2016 09:00 a.m. Voting End Date and Time: 12-09-2016 05:00p.m. | | | | | |
| 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 |

anil shankar

UNICHEM-A TRUSTED NAME IN PHARMACEUTICALS





Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : 13/09/2016

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,
The Chairman,
UNICHEM LABORATORIES LIMITED
Unichem Bhavan, Prabhat Estate
Off S.V. Road, Jogeshwari (West)
Mumbai - 400102.

Dear Sir,

SUB.: SCRUTINIZER'S REPORT FOR POSTAL BALLOT INCLUDING REMOTE E-VOTING PROCESS.

I Ragini Chokshi, Partner of Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, Kamar building, 5th floor, 38, Cawasji Patel Street, Fort, Mumbai-400001 have been appointed as Scrutinizer by the Board of Directors of UNICHEM LABORATORIES LIMITED (the "Company") for the purpose of scrutinizing postal ballot voting including remote e-voting in respect of the Special Resolution contained in the Notice dated July 23, 2016.

I have scrutinized and reviewed the votes tendered therein based on the data downloaded from the remote e-voting website of Central Depository Services (India) Limited (CDSL) and also the Postal Ballot forms received on or before 5 p.m. (IST) on September 12, 2016. I need to bring your kind attention following aspects:

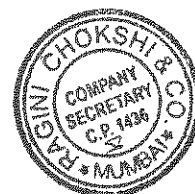
All the specimen signatures have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg Bhandup (West) Mumbai-400 078 and I have relied on the data given by them for the same.



The Company had appointed CDSL to provide remote e-voting facility to its Members whereby the Members having shares in Demat form may vote by way of e-voting. Compliance with the provisions of the Companies Act, 2013 and the Rules made there under, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 relating to Postal Ballot including remote e-voting is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render a Scrutinizer Report on the voting to the Chairperson/any other Director as may be authorised by the Board of Directors/Company Secretary of the Company, on the Special Resolution contained in the Postal Ballot Notice dated July 23, 2016. This Report is provided by me based on the reports generated from the electronic voting system of the CDSL and the Scrutiny of the physical ballot forms received till 5.00 p.m. (IST) on September 12, 2016 and reports provided by Registrar and Share Transfer Agents, i.e. Link Intime India Pvt. Ltd.

We submit our report as under:

- 7.1 The remote e-Voting / Postal Ballot Process remained open from 9 a.m. (IST) on **August 13, 2016**, to **5 p.m. (IST)**, on **September 12, 2016**.
- 7.2 The Company sent/dispatched the Postal Ballot Notice and forms vide e-mail/courier/Registered Post on **August 12, 2016** along with postage pre-paid Business Reply Envelope to its Members whose names appeared in the Register of Members as on **August 5, 2016**.
- 7.3 Particulars of all the Postal Ballot forms received / remote e-Voting confirmations from the Members have been entered in the register separately maintained for the purpose.
- 7.4 The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.



7.5 The votes were unblocked after 5 p.m. (IST) on **September 12, 2016** in the presence of two witnesses, namely Ms. Miti Shah (residing at A/3, Saibaba Enclave Towers Building No.3, Opp. Sardar Patel Hall, SV Road, Goregaon West, Mumbai-400104.) and Ms. Harshili Chogle (residing at D/305, Gods Gift Tower 1, N M Joshi Marg, Lower Parel, Mumbai-13) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

M. H. Shah

Name: Miti Shah

H. Chogle

Name: Harshili Chogle

7.6 The Postal ballot forms were duly opened in our presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on **August 5, 2016**.

7.7 All Postal Ballot forms / remote e-voting confirmations received up to 5 p.m. (IST) on **September 12, 2016**, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.

7.8 Envelopes containing Postal Ballot forms / remote e-voting confirmations, if any received after 5 p.m. (IST) on **September 12, 2016** were not considered for our scrutiny.

7.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.

7.10 We have not found any defaced or mutilated ballot paper.

7.11 We have downloaded the data of remote e-voting after the remote e-voting module was closed by CDSL on **September 12, 2016** at 5.00 p.m. (IST).

7.12 Based on the information, reports, statements and data provided by the Company, the RTA Link Intime India Pvt. Ltd, we have carried out such checks/verifications, as we have considered necessary.



7.13 The details of Postal Ballot results for the item placed for consideration of the Members is given below:

Item No. 1 – Special Resolution:

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:**

“**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, wheresover 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 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.”

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:- | | | - |
| | a) Due to signature mismatch | 15 | 50,182 | |
| | 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 MODE

| 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 |



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 |

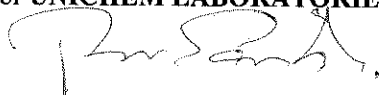
RESULTS:-

8. As the numbers of votes cast in favor of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated July 23, 2016 is passed by the shareholders with requisite majority.
9. I further report that as per the Postal Ballot Notice dated July 23, 2016, the Chairman/or any Director authorised by the Board of Directors/ Company Secretary of the Company may declare and confirm the above results of voting by Postal Ballot and remote e-voting in respect of the Special Resolution referred on or before September 14, 2016. The same will be displayed at the Registered Office of the Company in addition to the results being communicated to BSE and NSE, along with the Scrutinizers Report. The same will also be displayed on the website of the Company, i.e. www.unichemlabs.com and on the website of CDSL i.e. www.evotingindia.com and that of the exchanges namely www.bseindia.com and www.nseindia.com.
10. I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL & Link Intime India Pvt. Ltd., recording the consent or otherwise received from the shareholders, voting done through Postal Ballot form, are in my custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs minutes and written record relating to Resolution passed by Postal Ballot.

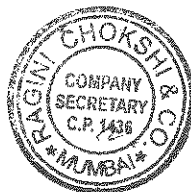
Place: Mumbai

Date: September 13, 2016

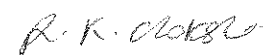
For UNICHEM LABORATORIES LIMITED



Ramdas Gandhi
(Director)



For RAGINI CHOKSHI & CO.



Ragini Chokshi
(Partner)

Membership No. 2390
C.P. No. 1436