



Ragini Chokshi & Associates

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Company Secretary

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Date : 22/07/2017

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 54th Annual General Meeting (AGM) of the Equity Shareholders of **UNICHEM LABORATORIES LIMITED** held on Saturday, July 22, 2017 at 03:00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.

Dear Sir,

I, Ragini Chokshi, Proprietor of M/s. Ragini Chokshi & Associates, a Company Secretary Firm, having its registered office at 34 Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of UNICHEM LABORATORIES LIMITED (the "Company") for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the Tab (Poll) voting process under the provisions of Section 109 of the Act, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 54th AGM of the Equity Shareholders of the Company held on Saturday, July 22, 2017 at 3:00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

The Notice dated May 30, 2017 convening the AGM along with the statement setting out material facts under Section 102 of the Act, were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also appointed CDSL to provide Tab voting to the Shareholders who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of July 15, 2017 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Tuesday, July 18, 2017 at 10:00 a.m. (I.S.T.) and ended on Friday, July 21, 2017 at 5.00 p.m. (I.S.T.)

On July 21, 2017, after the end of the remote e-voting period i.e July 21, 2017, at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced that the Tab Voting facility was available at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.



Name: Pooja Prabhulkar



Name: Sanket Shah

The Tab Voting results were diligently scrutinized and were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The votes cast through e-voting were unblocked and detailed results of which were downloaded, after the end of Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company.



Name: Pooja Prabhulkar



Name: Sanket Shah

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the Tab voting results during the poll process at the Annual General Meeting.



Resolution No.1: Ordinary Resolution: To receive , consider and adopt:

- a. the Audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017 and the Report of Auditors thereon.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	107	57958156	100.00
Voting at the AGM	66	99981	100.00
Total	173	58058137	100.00

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	15	0.0000
Voting at the AGM	0	0	0.0000
Total	1	15	0.0000

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



Resolution No. 02: Ordinary Resolution: Declaration of Dividend for the year ended March 31, 2017.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	109	57958176	100.00
Voting at the AGM	66	99981	100.00
Total	175	58058157	100.00

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Voting at the AGM	0	0	0.00
Total	0	0	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



Resolution No.3: Ordinary Resolution: Appointment of N.A. Shah Associates LLP, Chartered Accountants (Registration No. 116560W/W100149) as the Statutory Auditors in place of retiring auditors, and to fix their remuneration.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	104	57957256	99.9984
Voting at the AGM	66	99981	100.00
Total	170	58057237	99.9984

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	915	0.0016
Voting at the AGM	0	0	0.0000
Total	4	915	0.0016

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



Resolution No.4: Ordinary Resolution: Re-appointment of Dr. Prakash A. Mody (DIN: 00001285), who retires by rotation.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	106	57958146	100.00
Voting at the AGM	66	99981	100.00
Total	172	58058127	100.00

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	25	0.0000
Voting at the AGM	0	0	0.0000
Total	02	25	0.0000

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



Resolution No.5: Special Resolution: Re-appointment of Dr. (Mrs.) B. Kinnera Murthy(DIN :1878144) as an Independent Director for a second term of five(5) years with effect from March 21, 2018.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	104	57957061	99.9981
Voting at the AGM	66	99981	100.00
Total	170	58057042	99.9981

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	1105	0.0019
Voting at the AGM	0	0	0.00
Total	03	1105	0.0019

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



Resolution No.6: Ordinary Resolution: Ratification of remuneration payable to the Cost Auditors.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	107	57958156	100.00
Voting at the AGM	66	99981	100.00
Total	173	58058137	100.00

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	15	0.0000
Voting at the AGM	0	0	0.0000
Total	1	15	0.0000

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Voting at the AGM	0	0



The Register, all other papers and relevant records relating to electronic voting and electronic voting at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,

**For Ragini Chokshi & Associates
(Company Secretaries)**

**Place: Mumbai
Date: July 22, 2017**



R. K. Chokshi

Ragini Chokshi
(Proprietor)
ICSI M. No. 2390
ICSI C.P. No. 1436

Countersigned

For UNICHEM LABORATORIES LIMITED

N. N. Thakore

Neema Thakore
Head – Legal & Company Secretary

