



**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.

January 18, 2018

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Mr. Hari K
Asst. Vice President - Operations
National Stock Exchange of India Ltd
Exchange Plaza, Bandra – Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir,

Ref: BSE Scrip Code - 506690 : NSE Symbol – UNICHEMLAB

Sub: Auditors Certificate – Allotment Money for ESOP

Please find enclosed Auditors Certificate in respect of allotment money received for 16800 shares and allotted on November 3, 2017 to Employee/s of the Company pursuant to the ESOP 2008 Scheme for your record.

Thanking you,

Yours Faithfully,
For UNICHEM LABORATORIES LIMITED

NEEMA THAKORE
Head – Legal & Company Secretary

Encl : As Above

Certificate No. 438/2017-2018

To,
The Board of Directors
Unichem Laboratories Limited
Jogeshwari (West),
Mumbai - 400102
India..

Independent Practitioner's Certificate for application money received in respect of Employee Stock Options Scheme, 2008 ('ESOS')

1. We have been requested by the management of **Unichem Laboratories Limited** ('the Company') having registered office at Unichem Bhavan, Prabhat Estate, Jogeshwari (West), Mumbai – 400102 to certify that the Company has received the application monies from the employees of the Company and director of foreign subsidiary of the Company towards 16,800 equity shares issued under ESOS during the quarter ended 31st December 2017. We are informed that this certificate is required to be submitted to Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in connection with the listing of the equity shares issued under ESOS.

Management's Responsibility

2. The Management of the Company is responsible for preparation and providing the details / information which are required to be certified as per para 1 above.

Practitioner's Responsibility

3. Pursuant to the requirements as given in para 1 above, it is our responsibility to give reasonable assurance by way of this certificate in respect of receipt of the application monies from the employees of the Company and director of foreign subsidiary of the Company towards 16,800 equity shares issued under ESOS during the quarter ended 31st December 2017.

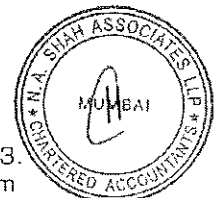
4. We have relied on audited books of account for the quarter ended 31st December 2017 and document of ESOS, 2008 issued by the Company. We have verified bank statements, foreign inward remittance certificate and relevant secretarial records related to the quarter ended 31st December 2017.

5. We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

7. Based on our examination and as per information and explanation given to us, we certify that the Company has received the application monies from the employees of the Company and director



N. A. SHAH ASSOCIATES LLP
Chartered Accountants

of foreign subsidiary of the Company towards 16,800 equity shares issued under ESOS during the quarter ended 31st December 2017. Details are given in the table below:

Name of employee	Mode of receipt of share application money (Refer note 2)	Total Options Exercised (no. of equity shares)	Share application money received (@Rs.46 per share) (Refer note 3) (Amount in Rs.)
Rakesh Parikh	Cheque	2,025	93,150
Rakesh Parikh	Cheque	2,025	93,150
	Cheque	2,025	93,150
Rakesh Parikh	Cheque	2,025	93,150
	Cheque	2,025	93,150
Rakesh Parikh	Cheque	925	42,550
R. K. Agarwal	Cheque	2,000	92,000
Gerard Cole (Refer note 1 below)	Foreign inward remittance	3,750	172,500
	Total	16,800	772,800

Note 1: Total amount received from Gerard Cole (Director of foreign subsidiary) is Rs.175,580, out of which amount appropriated towards share application money is Rs.172,500 based on the no. of equity share options exercised. As informed to us, balance amount of Rs. 3,080 will be refunded in due course.

Note 2: Share application money received through cheque have been deposited and cleared in the month of September 2017.

Note 3: Face value was Rs. 5 per equity share at the time of announcement of ESOS, 2008 as per which exercise price was Rs. 115 per equity share. Consequent to reduction of face value to Rs. 2 per equity share, exercise price is proportionately adjusted to Rs. 46 per equity share.

Restriction on use

8. The certificate is provided solely for the purpose of submission to the stock exchanges (BSE and NSE) to comply with requirement as stated in para 1 above and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **N. A. Shah Associates LLP**
Chartered Accountants
Firm Registration No. 116560W / W100149

M. V. Mody



Milan Mody
Partner
Membership No. 103286
Place: Mumbai

Date: **17 JAN 2018**