



**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: February 9, 2018

National Stock Exchange Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400051

BSE Limited
Listing Department
P.J.Towers, Dalal Street, Fort
Mumbai 400001

Script Code: UNICHEMLABS

Script Code: 506690

Dear Sirs,

Pursuant to Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith

- a. Results of Postal ballot and e-voting and
- b. Consolidated scrutinizer's report dated February 9, 2018 on Postal Ballot and e-voting

for authorizing the Buyback, up to 2,06,00,000 Equity Shares (aggregating up to 22.65% of the paid-up equity share capital of the Company) at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share, payable in cash, aggregating to an amount of upto Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs only) (being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on December 31, 2017) on a proportionate basis through a tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 and the Rules made thereunder.

The said results and the Consolidate scrutinizer's report will be available on the Company's website i.e. www.unichemlabs.com and that of the exchanges namely www.bseindia.com and www.nseindia.com and the website of the e-voting agency i.e. www.evotingindia.com

Please take the above on record

Yours sincerely

For UNICHEM LABORATORIES LIMITED

Neema Thakore
Head- Legal & Company Secretary
Encl. As above





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	Monday, January 8, 2018
Voting Start Date and Time	Thursday, 11th January, 2018: 10.00 am
Voting End Date and Time	Friday, 9th February, 2018 : 5:00 p.m.
Date of declaration of results of Postal Ballot	Friday, 9th February, 2019
Total number of shareholders on record date /cut-off date	25,968 Equity Shareholders (as on Friday, 5th January, 2018)
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 : 175
	Through e-voting : 183
	Total : 358
Resolution Required (Special)	Buyback, up to 2,06,00,000 Equity Shares (aggregating up to 22.65% of the paid-up equity share capital of the Company) at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share, payable in cash, aggregating to an amount of upto Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs only) being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on December 31, 2017) on a proportionate basis through a tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 and the Rules made thereunder more detailed in the Notice of Postal Ballot dated 8th January, 2018 (Type : Special Resolution)

M. A. Shinde



UNICHEM-A TRUSTED NAME IN PHARMACEUTICALS



**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.

Unichem Laboratories Limited								
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	45510550	45510550	100.0000	45510550	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		45510550	100.0000	45510550	0	100.0000	0.0000
Public Institutions	E-Voting	13987856	8185539	58.5189	8086317	99222	98.7878	1.2122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8185539	58.5189	8086317	99222	98.7878	1.2122
Public Non Institutions	E-Voting	31437594	742858	2.3630	522122	220736	70.2856	29.7144
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		291583	0.9275	261922	29661	89.8276	10.1724
	Total		1034441	3.2905	784044	250397	75.7940	24.2060
Total		90936000	54730530	60.1858	54380911	349619	99.3612	0.6388

U. S. Thakre





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

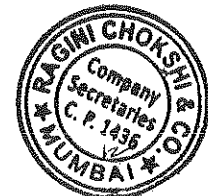
SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Board of Directors,
UNICHEM LABORATORIES LIMITED
CIN: L99999MH1962PLC012451
Unichem Bhavan, Prabhat Estate,
Off. S.V. Road, Jogeshwari (West),
Mumbai- 400 102

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **UNICHEM LABORATORIES LIMITED** (the "Company") at their Meeting held on Monday, 8th January, 2018 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolution for the Buyback of up to 2,06,00,000 Equity Shares (aggregating up to 22.65% of the paid-up equity share capital of the Company) at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share, payable in cash, aggregating to an amount up to Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs only) being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on December 31, 2017) on a proportionate basis through a tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 and the Rules made thereunder more detailed



in the Notice of Postal Ballot dated 8th January, 2018 proposed to be passed by shareholders of the company, submit my report as under:

- 1) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, of the resolution.
- 2) In accordance with the Notice of the Postal Ballot dated 8th January, 2018, the Notice of the Postal Ballot and the form was dispatched to the shareholders by prescribed modes on 10th January, 2018 and the 'Advertisement' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was published on Thursday, 11th January, 2018.
- 3) The E-Voting/Postal Ballot Process commenced on Thursday, 11th January, 2018 at 10:00 a.m. (IST) and ended on Friday, 9th February, 2018 at 5:00 p.m. (IST).
- 4) The Equity Shareholders holding shares as on Friday, 5th January, 2018 ("cut-off-date") were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
- 5) The Company completed the dispatch of Postal- Ballot forms on 10th January, 2018 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Friday, 5th January, 2018.
- 6) Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.
- 7) The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes at the office of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA) of the Company, before commencing the scrutiny of Postal Ballot forms.
- 8) The ballot boxes containing Postal Ballot forms were opened in our presence after close of voting period i.e. 5:00 p.m. (IST) on Friday, 9th February, 2018.
- 9) The Postal Ballot forms were duly opened in our presence & scrutinized and the Shareholding was matched/confirmed with the Register of Members of the Company/List of



Beneficial Owners received from the Depositories as on the cut-off-date of Friday, 5th January, 2018.

- 10) All Postal Ballot forms/e-voting confirmations received up to 5:00 p.m. (IST), on Friday, 9th February, 2018, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 11) Envelopes containing Postal- ballot forms received after 5:00 p.m. (IST) on 9th February, 2018 were not considered for our scrutiny.
- 12) Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 13) With the support of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA), the Postal Ballot Forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA /as provided by the depositories.
- 14) After the end of e-voting period i.e. 5:00 p.m. (IST) on Friday, 9th February, 2018, I have unblocked the electronic votes and downloaded the e-voting Report from website of the Central Depository Services (India) Limited (<https://www.evotingindia.com>) in the presence of two witnesses, Ms. Mayuri Joshi and Mr. Bharat Gangani, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Joshi M.M.

Name: Mayuri Joshi

Bharat Gangani

Name: Bharat Gangani



15) A summary of the postal ballot forms received and e-voting for the aforesaid resolution is given below:

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	175	3,00,703	100.00
2.	Less: Invalid Postal Ballot	8	9,120	3.0329
3.	Less: No. of Votes Not cast	--	--	--
4.	Postal Ballot with Assent Resolution	155	261,922	87.1032
5.	Postal Ballot with Dissent Resolution	12	29,661	9.8639

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	183	54,438,947	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	183	54,438,947	100
Total no. Votes with Assent	163	54,118,989	99.41
Total no. Vote with Dissent	20	319,958	0.59

SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	54,730,530*	100
Assented to Resolution	54,380,911	99.3612
Dissented to Resolution	349,619	0.6388

*EXCLUDING INVALID VOTES



RESULTS:-

I report that the Special Resolution for the Buyback, of up to 2,06,00,000 Equity Shares (aggregating up to 22.65% of the paid-up equity share capital of the Company) at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share, payable in cash, aggregating to an amount of upto Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs only) being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on December 31, 2017) on a proportionate basis through a tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 and the Rules made thereunder by Postal Ballot stands approved by the Members with the requisite majority.

Register of Postal Ballot and all other relevant records of voting process given/ provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of postal ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking You,

Place: Mumbai

Date: February 9, 2018

For Ragini Chokshi & Co.
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)

Membership No. 2390
ICSI C.P. No. 1436

Countersigned

For UNICHEM LABORTARIES LIMITED

N. N. Thakore

Neema Thakore
Head-Legal & Company Secretary

Date: February 9, 2018