

March 28, 2018

**The Secretary  
BSE Limited**

✓ P J Towers  
Dalal Street  
Mumbai 400 001

**The Secretary  
The National Stock Exchange of India Limited**

Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Dear Sir/Madam,

**Sub: Buyback of 2,06,00,000 equity shares of INR 2/- each ("Share") of Unichem Laboratories Limited ("Company") at a price of INR 430/- per Share under tender offer route ("Buyback")**

We would like to inform you that Unichem Laboratories Limited has issued a post buyback public announcement for the Buyback ("**Post Buyback Public Announcement**") of its equity shares through tender offer route. The Post Buyback Public Announcement has been published on March 28, 2018 in the following newspapers:

- Financial Express (English) (all editions)
- Jansatta (Hindi) (all editions)
- Navshakti (Marathi) (Mumbai edition)

In this regard, please find enclosed a copy of the Post Buyback Public Announcement that has been published in the above mentioned newspapers on March 28, 2018.

Yours sincerely,

For **Kotak Mahindra Capital Company Limited**



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Anup Poddar  
Senior Vice President

Encl.: As above

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

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**UNICHEM  
LABORATORIES LIMITED**

# UNICHEM LABORATORIES LIMITED

CIN: L99999MH1962PLC012451, Registered Office: Unichem Bhavan, Off S. V. Road, Prabhat Estate, Jageshwari (West), Mumbai- 400 102, Tel.: +91 22 6688 8333 Fax +91 22 2678 4391, E-mail: buyback@unichemlabs.com, Website: www.unichemlabs.com

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF UNICHEM LABORATORIES LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated February 10, 2018 published on February 12, 2018 (the "Public Announcement") and the letter of offer dated February 27, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

- Unichem Laboratories Limited ("Company") had announced the Buyback of upto 2,06,00,000 (Two Crore Six Lakhs Only) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each ("Equity Shares") from all the existing shareholders / beneficial owners of Equity Shares holding Equity Shares as on February 16, 2018 ("Record Date"), on a proportionate basis, through the "Tender Offer" route at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per equity share payable in cash, for an aggregate amount not exceeding Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only) (the "Buyback Offer Size"), and such buyback of shares, the "Buyback". The Buyback Offer Size is 24.26% and 24.86% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated balance sheets of the Company, respectively, on December 31, 2017.
- The Company adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.
- The tendering period for the Buyback Offer opened on March 7, 2018 and closed on March 20, 2018.

### 2. DETAILS OF BUYBACK

- 2,06,00,000 (Two Crore Six Lakhs) Equity Shares were bought back under the Buyback, at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only) excluding transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses.
- The registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar"), considered 30,643 valid bids for 3,56,02,672 (Three Crores Fifty Six Lakhs Two Thousand Six Hundred and Seventy Two) Equity Shares in response to the Buyback resulting in the subscription of approximately 1.7283 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar are as follows:

Category	No. of Equity Shares Reserved in the Buyback	No. of Valid Bids	Total Equity Shares Vaildly Tendered	% Response
Reserved category for Small Shareholders	30,90,000	28,433	87,77,262	284.05%
General Category for all other Equity Shareholders	1,75,10,000	2,210	2,68,25,410	153.20%
<b>Total</b>	<b>2,06,00,000</b>	<b>30,643</b>	<b>3,56,02,672</b>	<b>172.83%</b>

- All valid applications were considered for the purpose of acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection will be dispatched by the Registrar to the eligible Equity Shareholders on or before April 2, 2018.
- The settlement of all valid bids was completed by Clearing Corporation, on March 27, 2018. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India/Bank, due to any reason, such funds were transferred to the concerned Seller Broker's settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company's demat account on March 27, 2018. The unaccepted demat equity shares were returned to respective Seller Member/customers by the clearing corporation of BSE Limited on March 27, 2018. The unaccepted physical share certificates will be dispatched to the registered address of the respective eligible Equity Shareholders on or before April 2, 2018.
- The extinguishment of 2,06,00,000 (Two Crore Six Lakhs Only) Equity Shares accepted under the Buyback, comprising:
  - 2,03,10,531 (Two Crores Three Lakhs Ten Thousand Five Hundred and Thirty One) Equity Shares in dematerialized form are currently under process and shall be completed by March 28, 2018.
  - 2,89,469 (Two Lakh Eighty Nine Thousand Four Hundred and Sixty Nine) Equity Shares in physical form are currently under process and shall be completed by March 28, 2018.

The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback*		Post Buyback**	
		No. of Shares	Amount (in Rs. Lacs)	No. of Shares	Amount (in Rs. Lacs)
1.	Authorised Share Capital	17,50,00,000 Equity Shares of Rs. 2/- each	3,500.00	17,50,00,000 Equity Shares of Rs. 2/- each	3,500.00
		5,00,00,000 Unclassified Shares of Rs. 2/- each	1,000.00	5,00,00,000 Unclassified Shares of Rs. 2/- each	1,000.00
		50,00,000 Preference Shares of Rs. 10/- each	500.00	50,00,000 Preference Shares of Rs. 10/- each	500.00
2.	Issued, Subscribed and Paid-Up Share Capital	90,937,000 fully paid-up Equity Shares of Rs. 2/- each	1,818.74	7,03,37,000 fully paid-up Equity Shares of Rs. 2/- each	1,406.74

\*As on Record Date.

\*\* Subject to extinguishment of 2,06,00,000 (Two Crores Six Lakhs) Equity Shares

- Details of shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back are as under:

Sr. No.	Name	Number of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought Back (%)	Equity Shares accepted as a % of total Post Buyback Equity Shares (%)
1.	Prakash Amrut Mody	98,67,886	47.90%	14.03%
2.	ICICI Prudential Midcap Fund	7,10,835	3.45%	1.01%
3.	Government Pension Fund Global	6,81,050	3.31%	0.97%
4.	Airox Investment and Finance Pvt.Ltd	6,00,326	2.91%	0.85%
5.	Family Investment Private Limited	5,40,496	2.62%	0.77%
6.	Airborne Investment and Finance Pvt.Ltd	4,31,884	2.10%	0.61%
7.	General Insurance Corporation Of India	3,27,306	1.59%	0.47%
8.	DSP Blackrock Aif Pharma Fund	2,92,704	1.42%	0.42%
9.	Ajit Vishnu Shirodkar (In capacity as a Trustee)	2,31,875	1.13%	0.33%
	<b>Total</b>	<b>1,36,84,362</b>		

- The shareholding pattern of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback*		Post Buyback**	
		No. of Shares	% to existing share capital	No. of Shares post Buyback	% holding post Buyback
1.	Promoters	4,55,10,550	50.05	3,56,42,664	50.67%
2.	Foreign Investors (OCBs/FIIs/NRIs/Non-residents/ Non-domestic companies)	56,73,710	6.24		
3.	Indian Financial Institutions/ Banks/Mutual Funds/ Govt. Companies	63,44,542	6.98	3,46,94,336	49.33%
4.	Public including other Bodies Corporate	3,34,08,198	36.73		
	<b>Total</b>	<b>90,937,000</b>	<b>100.00</b>	<b>7,03,37,000</b>	<b>100.00</b>

\*As on Record Date.

\*\* Subject to extinguishment of 2,06,00,000 (Two Crores Six Lakhs) Equity Shares

### 4. MANAGER TO THE BUYBACK



Kotak Mahindra Capital Company Limited  
27 BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051  
Tel: +91 22 4336 0128, Fax: +91 22 6713 2447, Contact Person: Mr. Ganesh Rane  
Email: project.unichembuyback@kotak.com, SEBI Registration Number: INM000008704

### 5. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of all members of the Board of Directors of Unichem Laboratories Limited

Sd/-  
Dr. Prakash A. Mody  
DIN: 00001285

Sd/-  
Mr. Prafull Sheth  
DIN: 00184581

Sd/-  
Ms. Neema Thakore  
Head- Legal & Company Secretary  
FCS 3966

Date: March 27, 2018

Place: Mumbai/New Delhi