



# Ragini Chokshi & Co.

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## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
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### 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 55<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of **UNICHEM LABORATORIES LIMITED** held on Saturday, July 28, 2018 at 3:00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College (K.C. College), 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020.

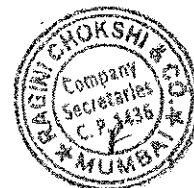
Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm, having its registered office at 34, 5<sup>th</sup> Floor, Kamer Building, 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 Venue Voting (done through TAB), voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 55<sup>th</sup> AGM of the Equity Shareholders of the Company held on Saturday, July 28, 2018 at 3:00 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College (K.C. College), 124, Dinshaw Wachha Road, Churchgate, Mumbai 400020.

The Notice dated 29<sup>th</sup> May, 2018 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 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 provided voting by TAB at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.



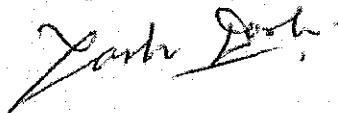
The Shareholders of the Company holding shares of the Company as on the "cut-off" day of Saturday, July 21, 2018 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Tuesday, July 24, 2018 at 10:00 a.m. (I.S.T.) and ended on Friday, July 27, 2018 at 5.00 p.m. (I.S.T.)

On July 27, 2018, after the end of the remote e-voting period i.e. July 27, 2018 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 the e-voting at the AGM venue through TAB for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the Venue Voting by the Chairman, the e-voting site was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of Venue Voting details being downloaded in their presence.



.....  
Name: Yash Doshi

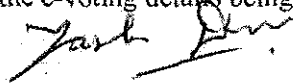


.....  
Name: Savan Saxena

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

There were no invalid Venue Voting found which were incomplete and/or which were otherwise found defective.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the e-voting details being downloaded in their presence.



.....  
Name: Yash Doshi



.....  
Name: Savan Saxena

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 Venue Voting done through TAB received during the voting process at the Annual General Meeting.



**Resolution No. 1: Ordinary Resolution:**

To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 and the report of the 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	95	4,09,34,393	99.92%
Venue Voting	42	28,881	00.07%
Total	137	4,09,63,274	99.99%

## (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	18	0.01%
Venue Voting	0	0	0.00%
Total	2	18	0.01%

## (iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 2: Ordinary Resolution:**

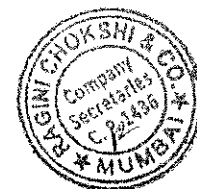
To declare a dividend on equity shares for the financial year ended March 31, 2018.

## (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	96	4,09,34,396	99.99%
Venue Voting	42	28,881	00.01%
Total	138	4,09,63,277	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
Venue Voting	0	0	0
Total	0	0	0



(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 3: Ordinary Resolution:**

Re-appointment of Dr. Prakash A. Mody (DIN: 00001285) as a Director, 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	95	4,09,34,393	99.92%
Venue Voting	42	28,881	00.07%
Total	137	4,09,63,274	99.99%

(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	18	0.01%
Venue Voting	0	0	0.00%
Total	2	18	0.01%

(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 4: Special Resolution:**

Re-appointment of Dr. Prakash A. Mody (DIN: 00001285), as the Chairman and Managing Director of the Company for the period of five years with effect from July 1, 2018 upto June 30, 2023.

(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	90	4,08,28,287	99.67%
Venue Voting	42	28,881	00.07%
Total	132	4,08,57,168	99.74%



(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	7	1,06,124	0.26%
Venue Voting	0	0	0.00%
Total	7	1,06,124	0.26%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 5: Ordinary Resolution:**

Appointment of Mr. Dilip Kunkolienkar (DIN: 02666678) as a director, 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	59	3,78,59,043	92.42%
Venue Voting	42	28,881	00.07%
Total	101	3,78,87,924	92.49%

(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	38	30,75,368	7.51%
Venue Voting	0	0	0.00%
Total	38	30,75,368	7.51%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 6: Special Resolution:**

Appointment of Mr. Dilip Kunkolienkar (DIN: 02666678) as the Whole Time Director designated as Director Technical for the period of five years with effect from April 1, 2018 upto March 31, 2023.



(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	60	3,95,91,144	96.65%
Venue Voting	41	28,876	00.07%
Total	101	3,96,20,020	96.72%

(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	37	13,43,267	3.28%
Venue Voting	0	0	0.00%
Total	37	13,43,267	3.28%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 7: Special Resolution:**

Re-appointment of Mr. Prafull Anubhai (DIN: 00040837) as an Independent Director to hold office for a second term of five consecutive years with effect from April 1, 2019 upto March 31, 2024.

(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	87	4,07,96,300	99.59%
Venue Voting	41	28,876	00.07%
Total	128	4,08,25,176	99.66%

(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	10	1,38,111	0.34%
Venue Voting	0	0	0.00%
Total	10	1,38,111	0.34%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0



**Resolution No. 8: Special Resolution:**

Re-appointment of Mr. Prafull Sheth (DIN: 00184581) as an Independent Director to hold office for a second term of five consecutive years with effect from April 1, 2019 upto March 31, 2024.

(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	93	4,09,23,037	99.90%
Venue Voting	41	28,876	00.07%
Total	134	4,09,51,913	99.97%

(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	11,374	0.03%
Venue Voting	0	0	0.00%
Total	4	11,374	0.03%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 9: Special Resolution:**

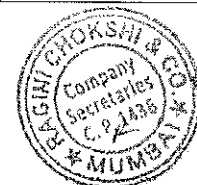
Re-appointment of Mr. Anand Mahajan (DIN: 00066320) as an Independent Director to hold office for a second term of five consecutive years with effect from April 1, 2019 upto March 31, 2024.

(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	87	4,07,96,300	99.59%
Venue Voting	42	28,881	00.07%
Total	129	4,08,25,181	99.66%

(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	10	1,38,111	0.34%
Venue Voting	0	0	0.00%
Total	10	1,38,111	0.34%



(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**Resolution No. 10: Ordinary Resolution:**

Approval for remuneration payable to Kishore Bhatia & Associates, Cost Accountants, for conducting Cost Audit for financial year ending March 31, 2019.

(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	93	4,08,52,136	99.73%
Venue Voting	42	28,881	00.07%
Total	135	4,08,81,017	99.80%

(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	82,275	0.20%
Venue Voting	0	0	0.00%
Total	4	82,275	0.20%

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Venue Voting	0	0
Total	0	0

**RESULTS:**

I report that all the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and electronic voting system 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,

Place: Mumbai

Date: 28/07/2018

For Ragini Chokshi & Co.  
(Company Secretaries)



*R. K. Chokshi*

Ragini Chokshi  
(Partner)  
Mem. No. F2390  
C.P. No. 1436

Countersigned by

For UNICHEM LABORATORIES LIMITED

*N. Thakore*

Neema Thakore  
Head – Legal & Company Secretary  
Membership. No. F3966

