

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.

Company Secretaries

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Date : 11-07-2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 52nd Annual General Meeting (AGM) of the Equity Shareholders of Unichem Laboratories Limited held on 11th day of July, 2015 at 3.00 p.m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Mumbai-400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer by the Board of Directors of Unichem Laboratories Limited (the Company) for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) 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 of the 52nd AGM of the Equity Shareholders of the Company held on 11th day of July, 2015 at 3.00 p.m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg, Mumbai-400001.

The Notice dated 3rd June, 2015 convening the AGM along with the statement setting out material facts under Section 102 of the 2013 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 e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting by the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 04th July, 2015 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, 07th July, 2015 at 10.00 a.m. (IST) and ended on Friday, 10th July, 2015 at 5.00 p.m. (IST).

On 10th July, 2015, after the end of the Remote e-voting period, 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.

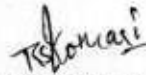
Further, the Chairman announced the poll at the AGM for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti I building, Carmichael Road, Pedder Road, Mumbai 400026.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Bhaviika Bharat Jain



Name: Rupa Kothari

The poll papers were diligently scrutinized. The poll papers 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 Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3rd floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti I building, Carmichael Road, Pedder Road, Mumbai 400026.). They have signed below in confirmation of the votes being unblocked in their presence.



Bhaviika

Name: Bhaviika Bharat Jain

Rupa Kothari

Name: Rupa Kothari

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 ballot forms received during the poll process at the AGM.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:

Resolution No.1: Ordinary: Consider and adopt: (a) Audited Financial Statements and Reports thereon for the year ended March 31, 2015. (b) Audited Consolidated Financial Statements for the year ended March 31, 2015.

(i) Voted **in favour** 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	58860959	99.99
Physical Ballot	69	165935	99.98
Total	164	59026894	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	1	15	0.01
Physical Ballot	1	25	0.02
Total	2	40	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365



Resolution No.2: Ordinary: Declaration of dividend for the year ended March 31, 2015.

(i) Voted **in favour** 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	58860959	99.99
Physical Ballot	69	165925	100
Total	164	59026884	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	1	15	0.01
Physical Ballot	0	0	0
Total	1	15	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365

Resolution No.3: Ordinary : Re-appointment of Dr. Prakash A. Mody who retires by rotation.

(i) Voted **in favour** 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	58860959	99.99
Physical Ballot	70	165960	100
Total	165	59026919	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	1	15	0.01
Physical Ballot	0	0	0
Total	1	15	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365

Resolution No.4: Ordinary: Ratification of appointment of B. D. Jokhakar & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.

(i) Voted **in favour** 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	92	58760545	99.83
Physical Ballot	66	165184	100
Total	158	58925729	99.83

(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	100429	0.17
Physical Ballot	0	0	0
Total	4	100429	0.17



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365

Resolution No.5: Ordinary : Appointment of Dr. (Mrs.) B. Kinnera Murthy as an Independent Director.

(i) Voted **in favour** 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	94	58860459	99.99
Physical Ballot	67	165834	100
Total	161	59026293	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	515	0.01
Physical Ballot	0	0	0
Total	2	515	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365



Resolution No.6: Ordinary: Increase in remuneration payable to Ms. Supriya Mody, holding office of profit and relative of Dr. Prakash A. Mody.

(i) Voted **in favour** 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	57909433	99.99
Physical Ballot	70	165960	100
Total	160	58075393	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	5	1605	0.01
Physical Ballot	0	0	0
Total	5	1605	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	2	1365

Note :Ms. Supriya Mody (daughter of Dr. Prakash A. Mody, Chairman & Managing Director) holding 9,49,936 shares has not voted on the said resolution, since it is a related party transaction sunder section 188(1)(f)of the Companies Act, 2013 and Rules made thereunder.



Resolution No.7: Ordinary : Ratification of remuneration payable to the Cost Auditors.

(i) Voted **in favour** 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	94	58860859	99.99
Physical Ballot	68	164560	100
Total	162	59025419	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	115	0.01
Physical Ballot	0	0	0
Total	2	115	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	NIL	NIL
Physical Ballot	2	1365

All the Resolutions at item nos. 1 to 7 have been passed with requisite majority.



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Place: Mumbai

Date: 11-07-2015



Yours faithfully,

FOR RAGINI CHOKSHI & CO.

R. K. Chokshi

MRS. RAGINI CHOKSHI

(Partner)

C.P. Number : 1436

Membership number:2390

Counter Signed by

FOR UNICHEM LABORATORIES LIMITED

N. N. Thakore

Neema Thakore

Head - Legal & Company Secretary

