



**UNICHEM**  
LABORATORIES LIMITED

CIN: L99999MH1962PLC012451. Registered Office: Unichem Bhavan, Off S. V. Road, Prabhat Estate, Jogeshwari (West), Mumbai- 400 102, Tel.: (022) 6688 8333, Fax: (022) 2678 4391, E-mail: buyback@unichemlabs.com, Website: www.unichemlabs.com

## PUBLIC ANNOUNCEMENT

**FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF UNICHEM LABORATORIES LIMITED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED**

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

**OFFER FOR BUYBACK OF UP TO 2,06,00,000 (TWO CRORE SIX LAKHS ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 2/- EACH ("EQUITY SHARES") AT A PRICE OF RS. 430/- (RUPEES FOUR HUNDRED AND THIRTY ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.**

### 1 THE BUYBACK OFFER

1.1. The Board of Directors (hereinafter referred to as the "Board", which expression includes the Buyback Committee constituted by the Board to exercise its powers) of Unichem Laboratories Limited ("Unichem Laboratories" or the "Company"), at its meeting held on January 8, 2018 ("Board Meeting") approved the proposal to buyback up to 2,06,00,000 (Two Crores Six Lakhs Only) Equity Shares (representing 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 (the "Buyback Price") up to an aggregate amount not exceeding Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only) ("Maximum Buyback Size"), (being equal to 24.26% of the total paid-up equity capital and free reserves of the Company as per latest audited standalone balance sheet as on December 31, 2017) from the shareholders ("Shareholders") of the Company on a proportionate basis through a tender offer route in accordance with the provisions of the Companies Act, 2013 ("Companies Act") and, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and in compliance with the Buyback Regulations ("Buyback" or "Buyback Offer"). The Company sought approval of its shareholders for the said Buyback by a special resolution through a postal ballot notice dated January 8, 2018. The Shareholders approved the Buyback of the Company's fully paid-up Equity Shares from the existing shareholders / beneficial owners, on a proportionate basis, through the tender offer process pursuant to Article 61 of the Articles of Association of the Company and in accordance with provisions of the Companies Act, the Share Capital Rules, the Management Rules and the Buyback Regulations, by way of a special resolution, through the postal ballot ("Postal Ballot"), the results of which we are announcing on February 9, 2018 ("Shareholders' Approval").

1.2. The Buyback Price per Equity Share and the Maximum Buyback Size do not include transaction costs including brokerage costs, advisors' fees, printing and dispatch expenses, securities transaction taxes, goods and service tax, and stamp duty. The Buyback is subject to receipt of approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE"), the BSE Limited ("BSE") (together with NSE the "Stock Exchanges").

1.3. The Buyback shall be undertaken on a proportionate basis from the Shareholders as of February 16, 2018 (the "Record Date") through the tender offer process prescribed under Regulation 4(1)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/12/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof (the "SEBI Circular"). Please refer to Paragraph 9 of this Public Announcement below for further details regarding the Record Date and share entitlement for tender in the Buyback.

1.4. In terms of the Buyback Regulations, under tender offer route, the promoters of the Company have the option to participate in the Buyback. In this regard, Dr. Prakash Mody, one of the promoters, has informed the Company vide his letter dated January 8, 2018 regarding his intention to participate in the Buyback. The extent of his participation in the Buyback has been detailed in Paragraph 6 of this Public Announcement.

1.5. The Buyback Price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per Equity Share represents: (i) a premium of 39.74% and 40.14% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for 3 months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback; and (ii) a premium of 33.43% and 33.49% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

1.6. The aggregate paid-up share capital and free reserves as at December 31, 2017 (as per the audited standalone financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) is Rs. 3,650.57 Crores. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up share capital and free reserves of the Company i.e. Rs. 912.64 Crores. The maximum amount proposed to be utilized for the Buyback, is Rs. 885,80,00,000 (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only) being 24.26% of the standalone fully paid-up share capital and free reserves of the Company and 24.86% of the consolidated fully paid-up share capital and free reserves of the Company as at December 31, 2017 and is therefore within the limit of 25% prescribed under the Companies Act.

1.7. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 2,27,34,000 (Two Crores Twenty Seven Lakhs Thirty Four Thousand only) Equity Shares (calculated on the basis of the total paid-up equity share capital of the Company as on December 31, 2017). Since the Company proposes to buyback up to 2,06,00,000 Equity Shares, the same is within the aforesaid 25% limit. The maximum number of shares proposed to be bought back by the Company represented 22.65% of the paid-up equity share capital of the Company.

1.8. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the promoters in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. After the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the promoters pursuant to completion of Buyback will not result in any change in control over the Company.

1.9. A copy of this Public Announcement is available on the website of the Company at www.unichemlabs.com, and is expected to be available on the SEBI website www.sebi.gov.in and that of the stock exchanges where the Company's shares are listed namely www.bseindia.com and www.nseindia.com during the period of the Buyback.

### 2 NECESSITY AND BASIS FOR BUYBACK

The Board in its meeting held on January 8, 2018, considered all relevant factors, including the strategic and operational cash requirements in the medium term, present debt to equity ratio of the Company, the increase in accumulated free reserves, considered it appropriate to allocate a sum not exceeding Rs. 885,80,00,000 (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only) for distributing to the Shareholders holding equity shares of the Company on the Record Date, through a Buyback.

In line with the above and with an objective of enhancing the shareholders returns, the Board decided to recommend Buyback at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only) per equity share for an aggregate consideration of upto Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs Only).

The Buyback is being undertaken to return to the equity shareholders, in an expedient, effective and cost-efficient manner, surplus cash which is in excess of the Company's ordinary capital requirements and current investment plans. The Buyback is being undertaken for the following reasons:

- The Buyback will help the Company to return surplus cash to its Shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Shareholders;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocating to the Small Shareholders the higher of (a) number of shares entitled as per their holdings, or (b) 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" as per Regulation 2(1)(a) of the Buyback Regulations;
- The Buyback is expected to improve return on equity and earnings per share by reduction in the equity base, thereby leading to long term increase in Shareholders' value;
- The Buyback gives an option to Shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding in the Company, post the Buyback offer, without additional investment.

### 3 MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK

The maximum amount required for Buyback will not exceed 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, GST, stamp duty and other incidental and related expenses being 24.26% of the standalone fully paid up share capital and free reserves which is less than 25% of the aggregate of the fully paid share capital and free reserves of the Company as on December 31, 2017.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including Securities Premium Account) or such other source may be permitted by the Buyback Regulations or the Act.

The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited standalone financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

### 4 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only). The Buyback Price has been arrived at after considering many factors, including, but not limited to, the trends in the volume weighted average prices of the equity shares of the company on the BSE and NSE i.e. the stock exchanges where the equity shares of the Company are listed, the net worth of the company, price earnings ratio and impact on other financial parameters and the possible impact of buyback on the earnings per share.

The Buyback Price represents:

- Premium of 39.74% and 40.14% over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback.
- Premium of 33.43% and 33.49% over the volume weighted average market price of the equity shares on BSE and NSE, respectively, during two weeks preceding the date of intimation to the Stock Exchanges for the board meeting to consider the proposal of the Buyback.

The Company confirms that as required under section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves as on December 31, 2017 after the Buyback.

### 5 MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK AND TIMELINES

The Company proposes to buy back up to 2,06,00,000 equity shares representing up to 22.65% of the paid up equity capital of the Company.

The Buyback is proposed to be completed within one year of the date of special resolution approving the proposed Buyback.

### 6 DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS TO PARTICIPATE IN THE BUYBACK

6.1. The aggregate shareholding of the Promoters who are in control of the Company as on January 8, 2018, i.e. the date of the postal ballot notice is as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Shareholding Percentage (%)
1	Dr. Prakash A. Mody	421,55,078	46.36
2	Dr. Prakash A. Mody*	132,200	0.15
3	Mrs. Anita Mody	13,23,400	1.46
4	Ms. Suparna Mody	9,49,936	1.04
5	Ms. Supriya Mody	9,49,936	1.04
	<b>Total</b>	<b>4,55,10,550</b>	<b>50.05</b>

\*Shares held in the capacity of Trustee of Virbala Amrut Mody Charitable Trust.

6.2. As on January 8, 2018, i.e. the date of the postal ballot notice, none of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company except for the following:

Sr. No.	Name	Designation	No. of Equity Shares held	Shareholding Percentage (%)
1	Mr. Prafulla Anubhai	Independent Director	1,000	0.00
2	Mr. Ramdas Gandhi	Independent Director	27,500	0.03
3	Mr. Prafulla Sheth	Independent Director	7,500	0.01
4	Mr. Anand Mahajan	Independent Director	25,000	0.03
5	Mr. Rakesh Parikh	Chief Finance & Compliance Officer	54,800	0.06
6	Mr. Rakesh Parikh*	Chief Finance & Compliance Officer	4,050	0.00

\*Shares held in the capacity of Karta of Rakesh Bihari Lal Parikh HUF

6.3. No Equity Shares of the Company have been purchased/sold by any of the Promoters, directors of the Company's promoters, Directors and Key Managerial Personnel of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice, other than:

No. of Shares Allotted/Transferred	Date of Allotment / Transfer	Nature of Transaction	Price (Rs.)	Maximum Price (Rs.)	Date of Maximum Price (Rs.)	Minimum Price (Rs.)	Date of Minimum Price	Average Price (Rs.)
<b>Mr. Rakesh Parikh</b>								
11,050	3.11.2017	Allotment Under ESOP	46	46	3.11.2017	46	3.11.2017	46
<b>Mr. Prafulla Anubhai</b>								
(24,000)	4.9.2017	Gift	Nil	NA	NA	NA	NA	NA

NA = Not Applicable

6.4. In terms of the Buyback Regulations, under the Tender Offer route, the promoters of the Company have the option to participate in the Buyback. In this regard, Dr. Prakash Mody, one of the promoters of the Company, has expressed his intention vide his letter dated January 8, 2018, to participate in the Buyback and may tender up to a maximum of 2,82,92,277 Equity Shares or such lower number of Equity Shares depending on the response received from the public shareholders in compliance with the Buyback Regulations/terms of Buyback such that his shareholding together with that of other promoters and promoter group in the Company does not fall below 50.05%.

6.5. Details of the date and price of acquisition of the Equity Shares that Dr. Prakash A. Mody intends to tender are set-out below:

Date of Acquisition/Allotment	Nature of Transaction	No. of Shares	Nominal Value (Rs.)	Issue Price / Acquisition Price (Rs.)	Consideration (Cash, other than Cash etc.)
September 13, 2012	Pursuant to the Scheme of Arrangement with (i) AVM Capital Services Private Limited, (ii) Viramrut Trading Private Limited, (iii) Pranit Trading Private Limited, (iv) Chevy Capital Services Private Limited, (v) PM Capital Services Private Limited	2,82,92,277	2	Not Applicable	Not Applicable

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any Shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

### 7 CONFIRMATIONS FROM THE BOARD

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- That immediately following the date of the Board Meeting held on Monday, January 8, 2018 and the date on which the Shareholders' resolution by Postal Ballot-voting (the "Postal Ballot Resolution") was passed, there were no grounds on which the Company can be found unable to pay its debts;
- That as regards the Company's prospects for the year immediately following the date of the Board meeting held on Monday, January 8, 2018 as well as the year immediately following the date on which the Postal Ballot Resolution will be passed, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback or within a period of one year from the date of passing of the Postal Ballot Resolution, as the case may be;
- In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

8. **REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITOR ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY.** The text of the report dated January 8, 2018 of the statutory auditors of the company, addressed to the board is reproduced below:

#### Quote

To,  
The Board of Directors,  
Unichem Laboratories Limited  
Unichem Bhavan, Off S V Road, Prabhat Estate,  
Jogeshwari (West), Mumbai- 400 102

Statutory Auditor's Report relating to proposed buy-back of equity shares by Unichem Laboratories Limited (the "Company") as required by the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("SEBI Buyback Regulations").

- In connection with the proposed buy-back of Equity Shares by Unichem Laboratories Limited (the "Company") as approved by the Board of Directors at its meeting held on January 8, 2018 in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "SEBI Buyback Regulations"); and based on the information and explanations given to us which were to the best of our knowledge and belief necessary for this purpose, we have prepared a report on the accompanying Statement ("Annexure A") of permissible capital payment (including premium) as at December 31, 2017 (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initiated for the purposes of identification only.

#### Management's Responsibility for the Statement

- The preparation of the Statement in accordance with Section 68(2)(c) of the Act and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

#### Auditor's Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:

- whether we have inquired into the state of affairs of the Company in relation to its latest audited interim condensed standalone financial statements as at and for the period ended December 31, 2017;
- if the amount of permissible capital payment as stated in Annexure A forming part of this report, for the proposed buy-back of equity shares is properly determined considering the audited interim condensed standalone financial statements as at and for the period ended December 31, 2017 in accordance with Section 68(2) of the Act; and
- if the Board of Directors of the Company, in their Meeting held on January 8, 2018 have formed the opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the resolution by the Board of Directors of the Company and a period of one year from the date of passing of the Shareholders' resolution approving the Buyback;
- if the opinion expressed by the Board of Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on January 8, 2018 is unreasonable in all the circumstances in the present context.

- We are the statutory auditor of the Company with effect from financial year 2017-2018. We have relied on the opening balances as on April 1, 2017 which were audited by erstwhile auditor. The standalone interim condensed financial statements referred to in paragraph 3 above, have been audited by us, on which we have issued an unmodified audit opinion in our report dated January 8, 2018. We conducted our audit of the standalone interim condensed financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the interim condensed financial statements are free of material misstatement.

- We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, 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.

- 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.

#### Opinion

- Based on enquiries conducted and our examination as above, we report that:

- We have inquired into the state of affairs of the Company in relation to its standalone interim condensed audited financial statements as at and for the period ended December 31, 2017 which have been approved by the Board of Directors of the Company on January 8, 2018;
- The amount of permissible capital payment (including premium) towards the proposed buy-back of equity shares as computed in the Statement attached herewith (i.e. Annexure A) is properly determined in our view in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the standalone interim condensed audited financial statements of the Company as at and for the period ended December 31, 2017;
- The Board of Directors of the Company, in their meeting held on January 8, 2018 have formed their opinion as specified in clause (x) of Part A of Schedule II to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing of the Board meeting resolution dated January 8, 2018 and a period of one year from the date of passing of the Shareholders' resolution approving the Buyback;
- Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Board of Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on January 8, 2018 is unreasonable in all the circumstances in the present context.

#### Restriction on use

- This report has been issued at the request of the Company solely for use of the Company in relation to (i) filling information with the explanatory statement to the notice for special resolution and in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the SEBI Buyback Regulations (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For N. A. Shah Associates LLP  
Chartered Accountants  
Firm Registration number 116560W/100149

Milan Mody  
Partner  
Membership number 103286

Place: Mumbai  
Date: January 8, 2018

### Annexure A - Statement of permissible capital payment (including premium) as at December 31, 2017

The amount of permissible capital payment (including premium) towards the proposed buy back of Equity Shares as computed in the table below is properly determined in our view in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited interim condensed standalone financial statements of the Company as at and for the period ended December 31, 2017.

Particulars as at December 31, 2017	Amount (Rs. in crores)
Paid up equity capital 9,09,36,000 shares of Rs. 2/- each (fully paid up)	A
Free Reserves:	
- Retained earnings	3,364.13
- Securities Premium	82.31
- General reserve	185.95
Total Free Reserves	B
Total paid up equity capital and free reserves	A+B
Maximum amount permissible for buy-back under Section 68 of the Act i.e. 25% of the total paid up equity capital and free reserves.	912.64

Place: Mumbai

Date: January 8, 2018

#### Unquote

### 9 RECORD DATE AND SHAREHOLDER ENTITLEMENT

9.1. As required under the Buyback Regulations, the Company has fixed Friday, February 16, 2018 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders, who will be eligible to participate in the Buyback.

9.2. The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

- reserved category for small shareholders (Reserved Category); and
- general category for all other Shareholders (General Category)

9.3. In due course, shareholders holding Equity Shares, either in physical or dematerialized form, as on the Record Date ("Eligible Shareholders") will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

9.4. As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date), of not more than Rs. 200,000/- (Rupees Two Lakhs only).

9.5. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

9.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

9.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.

9.8. Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any.

9.9. The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Shares may tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

9.10. The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. Each Eligible Shareholder will receive the letter of offer along with a tender/offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

9.11. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Shareholders as on the Record Date.

### 10 PROCESS AND METHODOLOGY FOR BUYBACK

10.1. The Buyback is open to all Eligible Shareholders/beneficial owners for Eligible Shareholders holding Equity Shares either in physical and/or dematerialized form on the Record Date.

10.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee constituted by the Board authorized to complete the formalities of the Buyback)



PURAVANKARA®									
PURAVANKARA LIMITED (formerly Puravankara Projects Limited) Registered Office: No.130/1, Ulsoor Road, Bengaluru-560 042, India Corporate Identification Number: L45200KA1986PLC051571 Email: investors@puravankara.com Tel: +91-80-43439999   Fax: +91-80-2559 9350									
Extract of standalone and consolidated unaudited financial results for the quarter and nine months ended 31 December 2017									
(₹ Crores, except share and per share data)									
Sl. No.	Particulars	Standalone				Consolidated			
		Quarter ended 31.12.2017 [Unaudited]	Year to date figures for the current period ended 31.12.2017 [Unaudited]	Quarter ended 31.12.2016 [Unaudited]	Year ended 31.03.2017 [Audited]	Quarter ended 31.12.2017 [Unaudited]	Year to date figures for the current period ended 31.12.2017 [Unaudited]	Quarter ended 31.12.2016 [Unaudited]	Year ended 31.03.2017 [Audited]
1.	Total income from operations	248.98	709.70	199.65	976.47	440.09	1,126.94	271.30	1,407.12
2.	Net profit/(loss) for the period (before Tax, Exceptional and/or Extraordinary items)	1.73	63.53	10.86	108.78	38.44	103.44	32.43	163.70
3.	Net profit/(loss) for the period before tax (after Exceptional and/or Extraordinary items)	1.73	63.53	10.86	108.78	38.44	103.44	32.43	163.70
4.	Net Profit/(loss) for the period after tax (after Exceptional and/or Extraordinary items)	1.60	53.77	7.34	94.77	25.65	67.89	21.03	124.26
5.	Total Comprehensive Income for the period (comprising Profit/(Loss) for the period (after tax) and other comprehensive income (after tax)	2.06	53.07	7.33	94.72	26.21	66.28	22.44	128.93
6.	Equity Share Capital (face value ₹ 5/share)	118.58	118.58	118.58	118.58	118.58	118.58	118.58	118.58
7.	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	-	-	-	1,854.88	-	-	-	2,247.66
8.	Earnings per share (before extraordinary items) (nominal value ₹ 5 per share)								
	Basic : (₹)	0.07	2.27	0.31	4.00	1.08	2.82	0.94	5.44
	Diluted : (₹)	0.07	2.27	0.31	4.00	1.08	2.82	0.94	5.44
<b>Notes:</b> 1. The above unaudited consolidated financial results of the company for the quarter and nine months ended 31 December 2017 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting on 10 February 2018 and have been subjected to limited review by statutory auditors. 2. The above is an extract of the detailed format of quarter and nine months ended financial results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the quarter ended financial results are available on the website of Stock Exchanges at 'www.bseindia.com' and 'www.nseindia.com' and on the company's website at 'www.puravankara.com'. For and on behalf of the Board of Directors of Puravankara Limited (formerly Puravankara Projects Limited) Nani R Choksey Joint Managing Director DIN 00504555									
Bengaluru 10 February 2018									

(This is only an advertisement for information purpose and not a Prospectus announcement.)

# BHATIA'S®

The mobile one stop shop

## BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

The Corporate Identification Number of our Company is U32109GJ2008PLC053336

Our Company was incorporated as "Bhatia Communications & Retail (India) Private Limited" under the provision of the Companies Act, 1956 vide certificate of incorporation dated March 25, 2008 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Bhatia Communications & Retail (India) Limited" and fresh certificate of incorporation dated January 17, 2018 was issued by the Assistant ROC, Registrar of Companies, Ahmedabad.

**Registered Office:** 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat, Gujarat -395 002.  
**Tel:** 0261-2349892, **Website:** www.bhatiamobile.com; **E-Mail:** info@bhatiamobile.com

**Contact Person:** Ms. Avani Chaudhari (Company Secretary and Compliance Officer)

### THE ISSUE

INITIAL PUBLIC OFFER OF 16,50,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF RS. 150 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 140 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 2475.00 LAKHS ("ISSUE") CONSISTING OF A FRESH ISSUE OF 14,00,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF RS. 150 PER EQUITY SHARE AGGREGATING TO RS. 2100.00 LAKHS ("ISSUE") AND 2,50,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF RS. 150 PER EQUITY SHARE AGGREGATING TO RS. 375.00 LAKHS THROUGH AN OFFER FOR SALE BY MR. SANJEEV BHATIA (REFERRED AS SELLING SHAREHOLDER) OF WHICH 84,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR A CASH PRICE OF RS. 150 PER EQUITY SHARE, AGGREGATING TO RS. 126.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 15,66,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF RS. 150 PER EQUITY SHARE AGGREGATING TO RS. 2349.00 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.37% AND 25.03%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**PROMOTERS OF THE COMPANY: MR. SANJEEV BHATIA, MR. NIKHIL BHATIA AND MR. HARBANSLAL BHATIA**

### CORRIGENDUM CUM ADDENDUM TO PROSPECTUS

This corrigendum cum addendum should be read with the prospectus dated February 2, 2018 filed with Registrar of Companies at Gujarat, Dadra and Nagar Haveli and SEBI at Ahmedabad Office.

i) Under the Section II- "Risk Factors" appearing on page no. 9 of the Prospectus, Risk Factor no. 6 on page no.11 shall be read as "Our company has taken 72 premises on lease basis... and on page no. 19 prominent note no. 2. "The Net Worth of our Company as per the Restated Standalone Financial Information as of September 30, 2017 and March 31, 2017 shall be read as Rs. 485.96 Lakhs and Rs. 354.89 Lakhs respectively instead of Rs.6793.90 Lakhs and Rs.6403.63 Lakhs respectively. For further details, please refer to the section titled "Auditor's Report and Financial Information of our Company" beginning on page 124 of Prospectus.

ii) On page no. 26 "Restated Profit and Loss Account" statement and at all other relevant places, the Profit/(Loss) from Continuing operations and "Profit/Loss for the period ended September 30, 2017 and for the year ended March 31, 2017, 2016, 2015, 2014, 2013 are same i.e Rs. 131.07 Lakhs, Rs. 47.77 Lakhs, Rs. 30.93 Lakhs, Rs. 34.21 Lakhs, Rs. 35.07 Lakhs and Rs. 20.01 Lakhs respectively.

iii) On page no. 133, 135, 137, forming part of "Notes to Restated summary statements, and on page no. 148 to 160, 169 of prospectus the figures mentioned are in "Lakhs"

iv) Under the Section "Business Overview" appearing on page no. 65 of the Prospectus, on page no. 66, and at all the relevant places in prospectus shall be read as "Our company is having 75 retail outlets chain which are taken on lease basis and located all over..." instead of "Our company is owning 72 retail outlets chain.."

v) ANNEXURE A- FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUE HANDLED BY GUINNESS CORPORATE ADVISORS PRIVATE LIMITED, in which details of following companies shall be read as under:

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (Rs)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark] 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
3.	ASL Industries Limited	9.80	35	18.04.2017	33.1	0.14% (+4.62%)	-14.00% (+8.90%)	-21.86% (+12.36%)
5.	Bhakti Gems and Jewellery Ltd	3.92	20	30.05.2017	18.7	0.25% (-1.04%)	3.50% (+1.90%)	-11.50% (8.23%)
6.	7NR Retail Ltd	5.12	27	18.07.2017	27	0.37% (+0.19%)	-1.85% (+2.91%)	2.04% (+9.88%)
8.	Trident Textofab Ltd	3.53	30	05.10.2017	32	87.83% (+6.63%)	231.50% (+7.03%)	NA NA
9.	Sheetal Cool Product Ltd	24	80	30.10.2017	96	7.56% (+1.06%)	63.75% (+9.07%)	NA NA

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day			Nos. of IPOs trading at premium - 30th calendar day from listing day			Nos. of IPOs trading at discount - 180th calendar day from listing day			Nos. of IPOs trading at premium - 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	10	106-41	NA	NA	NA	2	1	6	NA	NA	2	1	NA	1

For, **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED**  
On behalf of the Board of Directors  
Sd/-  
**Sanjeev Bhatia**  
**Managing Director**  
**DIN: 02063671**

Date : February 10, 2018  
Place : Surat

**Bhatia Communications & Retail (India) Limited** is proposing, subject to market condition and other considerations, a public issue of its Equity shares and has filed the prospectus with the registrar of companies, Gujarat. The prospectus is available on the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)), website of the Issuer Company ([www.bhatiamobile.com](http://www.bhatiamobile.com)), the website of the Lead Manager to the Issue ([www.guinnessgroup.net](http://www.guinnessgroup.net)) and on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)). Investor should note that investment in equity shares involves high degree of risk. For details, investor should refer to and rely on the prospectus, including the section titled "Risk Factor" of the prospectus, which has been filed with RoC, SEBI and BSE.

The equity shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "securities act") and may not be offered or sold within United States (as defined in regulations under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. The equity shares are being offered and sold only outside the United States in offshore transaction in compliance with regulations under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occurs.

**Garima Adv**

MEGHMANI ORGANICS LIMITED				
Registered Office: Plot No.184, (Phase II), GIDC Industrial Estate, Vatva, Ahmedabad-382445 E-mail: helpdesk@meghmani.com website: www.meghmani.com CIN No. : L24110GJ1995PLC024052				
Statement of Unaudited Consolidated Financial Results for the Quarter and Nine Months ended 31 <sup>st</sup> December, 2017				
(₹ In Lakhs except as stated otherwise)				
Sr. No.	Particulars	Quarter ending 31/12/2017	Year to date figures 31/12/2017	Corresponding 3 Months ended in the previous year 31/12/2016
1.	Total income from operations	45,196.67	1,38,873.14	35,904.74
2.	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items# )	8,440.31	22,607.99	3,626.60
3.	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary ileams#)	8,440.31	22,607.99	3,626.60
4.	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items# )	6,261.10	16,102.68	2,711.37
5.	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	6,247.09	16,075.78	2,709.20
6.	Equity Share Capital	2,543.14	2,543.14	2,543.14
7.	Earnings Per Share of Rs.1/- each (for continuing and discontinued operations.			
Basic (in rupees) :		1.71	4.76	0.78
Diluted (in rupees) :		1.71	4.76	0.78
<b>Notes :</b> (1) The above Unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2017 ('the statement') of Meghmani Organics Limited ('the Company') is reviewed by the Audit Committee and thereafter approved by the Board of Directors at their meeting held on February 10, 2018. (2) The above results have been subjected to limited review by the Statutory Auditors of the Company. (3) The above is an extract of the detailed format of the Unaudited Consolidated Financial Result for the Quarter and Nine Months ended December 31, 2017, filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Unaudited Quarterly and Nine months Financial Results are available on the website of Stock Exchanges (i.e. www.nseindia.com and www.bseindia.com) and on the Company's website www.meghmani.com. For and on behalf of Board of Directors Ashish Soparkar (DIN 00027480) Managing Director				
Date: 10.02.2018 Place: Ahmedabad				

# AMJ LAND HOLDINGS LIMITED

(Formerly known as Pudumjee Pulp & Paper Mills Limited)

Regd. Office: Thergaon, Pune 411 033. Tel.No: 020-30613333,

E-Mail: admin@amjland.com, Website: www.amjland.com; CIN: L21012MH1964PLC013058

## STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2017

(₹ in lakhs, unless otherwise stated)

Particulars	31.12.2017	Quarter Ended	30.09.2017	Nine Months ended	31.12.2016
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1 Total Income from operations	828.78	584.61	563.43	1,947.64	1,525.34
2 Net Profit/(Loss) for the period (Before Tax and Exceptional items)	297.02	211.53	168.99	561.29	523.88
3 Net Profit/(Loss) for the period Before Tax (after Exceptional items)	297.02	211.53	168.99	561.29	523.88
4 Net Profit/(Loss) for the period after Tax (after Exceptional items)	211.96	157.64	106.61	408.11	395.98
5 Total Comprehensive Income for the period [Comprising Profit for the period (after tax) and Other Comprehensive Income (after tax)]	196.95	220.53	158.81	442.26	417.49
6 Equity Share Capital	820.00	820.00	820.00	820.00	820.00
7 Earning per Equity share: Basic and Diluted (₹)	0.52	0.38	0.26	1.00	0.97

### Notes:

- The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning 1<sup>st</sup> April, 2017, the Company has for the first time adopted Ind AS with a transition date of 1<sup>st</sup> April, 2016.
- The statement does not include Ind AS compliant results for the previous year ended 31<sup>st</sup> March, 2017 as the same is not mandatory as per SEBI circular dated 5<sup>th</sup> July, 2016.
- The Ind-AS compliant financial results, pertaining to period ended 31<sup>st</sup> December, 2016 have not been subjected to limited review or audit. However, the management has exercised necessary due diligence to ensure that the financial results provide a true and fair view of its affairs.
- The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been carried out by the Statutory Auditors.
- The reconciliation of net profit reported in accordance with Indian GAAP to Total Comprehensive Income in accordance with Ind AS is given below:

(₹ in Lakhs)

Description	Quarter Ended 31.12.2016	Nine Months Ended 31.12.2016
<b>Net Profit after tax for the quarter as per Previous GAAP</b>	99.83	378.96
<b>Ind AS adjustments:</b>		
Interest expense on unwinding of discount on financial liabilities	(1.28)	(3.83)
Interest income on unwinding of discount on financial assets	11.50	33.37
Amortisation of advance rentals	(0.60)	(1.53)
Actuarial gain recognised in other Comprehensive Income	(0.13)	(6.08)
Deferred taxes on above Ind AS adjustments	(2.71)	(4.91)
<b>Net profit as per Ind AS</b>	106.61	395.98
Other comprehensive income for the period, net of tax	52.20	21.51
<b>Total comprehensive income for the period</b>	158.81	417.49

This reconciliation statement has been provided in accordance with circular CIR/CFD/FAC/62/2016 issued by SEBI dated 5<sup>th</sup> July, 2016 on account of implementation of Ind-AS by listed companies.

- The name of the company has been changed from 'Pudumjee Pulp & Paper Mills Limited' to 'AMJ Land Holdings Limited' with effect from 26<sup>th</sup> December, 2017 as per certificate of Incorporation pursuant to change of name dated 26<sup>th</sup> December, 2017 issued by Registrar of Companies, Pune and approved by Bombay Stock Exchange & National Stock Exchange.
- The figures for the previous period have been recast, regrouped and corrected wherever necessary to conform to current period's presentations.
- The above is an extract of the detailed format of Financial results for the quarter and nine months ended 31<sup>st</sup> December, 2017 filed with the Stock Exchanges under Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The full format of these financial results are available on the Stock Exchange website (www.bseindia.com and www.nseindia.com) and the Company's web site (www.amjland.com).

For and on behalf of the Board

Place : Mumbai  
Date : February 10, 2018

Arunkumar M. Jatia  
Executive Chairman

...continued from previous page.

- 11 METHOD OF SETTLEMENT**

11.1 Upon finalization of the basis of acceptance as per Buyback Regulations:

11.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

11.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders.

11.1.3 The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

11.1.4 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unlocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.

11.1.5 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Equity Shareholders holding Equity Shares in the physical form.

11.1.6 The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If the Eligible Shareholders bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other bank, due to any reasons, the amount payable to the Eligible Shareholders will be transferred to the Stock Broker for onward transfer to the Eligible Shareholder.

11.1.7 Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the

- Stock Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

11.1.8 The Equity Shares lying to the credit of the company demat escrow account and the equity shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

**12 INVESTOR SERVICE CENTRE AND COMPLIANCE OFFICER**

The Company has designated the following as the Compliance Officer for the Buyback:

Name : Ms. Neema Thakore  
Designation : Head - Legal & Company Secretary  
Address : Unichem Bhavan, Off S. V. Road, Prabhath Estate, Jogeshwari (West), Mumbai- 400 102  
Tel : (022) 66888404; (022) 2678 4391  
Email id : buyback@unichemlabs.com

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am to 4 pm on all working days except public holidays, at the above mentioned address.

**13 REGISTRAR TO THE BUYBACK**

The Company has appointed the following as the Registrar to the Buyback:

**LINK Intime**  
Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083  
Contact Person: Mr. Sumet Deshpande  
Phone: +91 22 49186200  
Fax: +91 22 49186195  
Email: unichem.buyback2018@linkintime.co.in

In case of any query, the Shareholders may contact the Registrar, from Monday to Friday between 10 am to 4 pm on all working days except public holidays at the abovementioned address.

- 14 MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback:

**kotak**  
Investment Banking

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

**15 DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for all the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

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

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

Sd/-  
**Mr. Praful Sheth**  
DIN: 00184581

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

Date: February 10, 2018  
Place: Mumbai / Vadodara