



**UNICHEM
LABORATORIES LTD.**

Fax No : 91 (22) 2678 4391 / 5198
Tel. No. : 91 (22) 66888333
Website : <http://www.unichemlabs.com>
CIN : L99999MH1962PLC012451.

Registered & Corporate Office : Unichem Bhavan, Prabhat Estate, S. V. Road, Jogeshwari (West), Mumbai-400102, INDIA.

Date: December 6, 2017

National Stock Exchange Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Scrip Code: UNICHEMLABS

BSE Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip Code: 506690

Dear Sirs,

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

- a. Results of Postal ballot and e- voting;
- b. Consolidated scrutinizer's report dated December 6, 2017 on Postal Ballot and e voting

for authorizing the sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, as agreed between the parties by way of a slump sale on a going concern basis to Torrent Pharmaceuticals Limited, for a total consideration of INR 3,600 crores (Indian Rupees three thousand six hundred crores) subject to such price adjustments and amendments, if any, as may be agreed between the parties.

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

Please take the above on record.

Yours sincerely,

For UNICHEM LABORATORIES LIMITED

NEEMA THAKORE

Head – Legal & Company Secretary

Encl. As above



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POSTAL BALLOT RESULT

UNICHEM LABORATORIES LIMITED	
CIN : L99999MH1962PLC012451	
Voting Results of Postal Ballot	
Details of postal ballot and Remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the following resolutions:	
Date of Postal Ballot Notice	Friday, November 3, 2017
Voting Start Date and Time	Tuesday, November 7, 2017 10:00 a.m.
Voting End Date and Time	Wednesday, December 6, 2017 05:00 p.m.
Date of declaration of results of Postal Ballot	Wednesday, December 6, 2017
Total number of shareholders on record date /cut-off date	23,938 Equity Shareholders (as on October 30, 2017)
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable
No of shareholders participated in postal ballot	Through Postal Ballot : 179
	Through e-voting : 141
	Total : 320
Resolution	Authorizing the sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, as agreed between the parties by way of a slump sale on a going concern basis to Torrent Pharmaceuticals Limited, for a total consideration of INR 3,600 crores (Indian Rupees three thousand six hundred crores) subject to such price adjustments and amendments, if any, as may be agreed between the parties. (Type : Special Resolution)

Handwritten signature



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Unichem Laboratories Limited								
Resolution Required : (Special)			Authorizing the sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, as agreed between the parties by way of a slump sale on a going concern basis to Torrent Pharmaceuticals Limited, for a total consideration of INR 3,600 crores (Indian Rupees three thousand six hundred crores) subject to such price adjustments and amendments, if any, as may be agreed between the parties.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2][1]}{100}$	[4]	[5]	$[6]=\frac{[4][2]}{100}$	$[7]=\frac{[5][2]}{100}$
Promoter and Promoter Group	E-Voting	45510550	45510550	100.0000	45510550	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		45510550	100.0000	45510550	0	100.0000	0.0000
Public Institutions	E-Voting	15934916	10603614	66.5433	9259655	1343959	87.3255	12.6745
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10603614	66.5433	9259655	1343959	87.3255	12.6745
Public Non Institutions	E-Voting	29473734	1030685	3.5010	1009599	21086	97.9542	2.0458
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1146599	3.8902	1136963	9636	99.1596	0.8404
	Total		2177284	7.3872	2146562	30722	98.5890	1.4110
Total		90919200	58291448	64.1135	56916767	1374681	97.6417	2.3583

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Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

SCRUTINIZER'S REPORT

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

To,
The Chairman & Managing Director,
UNICHEM LABORATORIES LIMITED
Unichem Bhavan, Prabhat Estate , Off. S.V. Road, Jogeshwari (West)
Mumbai- 400 102.

Subject: Scrutinizer's Report

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **UNICHEM LABORATORIES LIMITED** (the "Company") at their Meeting held on November 3, 2017 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolution for sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, as agreed between the parties by way of a slump sale on a going concern basis to Torrent Pharmaceuticals Limited, for a total consideration of INR 3,600 crores (Indian Rupees three thousand six hundred crores) subject to such price adjustments and amendments, if any, as may be agreed between the parties as stated in the Notice of Postal Ballot dated November 3, 2017.

2) I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein; Accordingly, I now submit my report as under:

2.1) The E-Voting/ Postal Ballot Process commenced on Tuesday, November 7, 2017 at 10.00 a.m. (IST) and ended at 5.00 p.m. (IST) on Wednesday, December 6, 2017.

2.2) The Company completed the dispatch of Postal- Ballot forms on November 6, 2017 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Monday, October 30, 2017.

2.3) Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.

2.4) The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes at the office of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA) of the Company, before commencing the scrutiny of Postal Ballot forms.

2.5) The ballot boxes containing Postal Ballot forms were opened in our presence after close of voting period i.e. 5.00 p.m. (IST) on Wednesday, December 6, 2017.

2.6) The Postal Ballot forms were duly opened in our presence & scrutinized and the Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficial Owners received from the Depositories as on the cut-off-date of Monday, October 30, 2017.

2.7) All Postal Ballot forms/e-voting confirmations received up to 5.00 p.m. (IST), on Wednesday, December 06, 2017, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.

2.8) Envelopes containing Postal- ballot forms received after 5.00 p.m. (IST) on December 6, 2017 were not considered for our scrutiny.

2.9) Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.

2.10) We have not found any defaced or mutilated ballot paper.

2.11) With the support of Link Intime India Pvt Ltd. Registrar and Transfer Agent (RTA), the Postal Ballot Forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA /as provided by the depositories.



2.12) After the end of e-voting period i.e. 5.00 p.m. (IST) on Wednesday, December 6, 2017, I have unblocked the electronic votes and downloaded the e-voting Report from the Central Depository Services (India) Limited website in the presence of two witnesses, Mr. Yash Doshi and Mr. Sandeep Patel, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sandeep

Name: Sandeep Patel

Yash Doshi

Name: Yash Doshi

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

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of valid votes cast
1.	Total Ballot received	179	1218362	-
2.	Less: Invalid Postal Ballot	10	71763	-
3.	* Net Postal Ballots with valid votes cast	169	1146599	100.00
4.	Postal Ballot with Assent Resolution	163	1136963	99.1596
5.	Postal Ballot with Dissent Resolution	6	9636	0.8404

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of valid votes cast
Total Votes Received by electronic mode	141	57144849	---
Less: Total no. of Invalid Votes	---	---	---
Total no. of Valid Votes	141	57144849	100.00
Total no. Votes with Assent	106	55779804	97.6113
Total no. Vote with Dissent	35	1365045	2.3887



SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	58291448	100.00
Assented to Resolution	56916767	97.6417
Dissented to Resolution	1374681	2.3583

RESULTS:-

I report that the Special Resolution for sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, as agreed between the parties by way of a slump sale on a going concern basis to Torrent Pharmaceuticals Limited, for a total consideration of INR 3,600 crores (Indian Rupees three thousand six hundred crores) subject to such price adjustments and amendments, if any, as may be agreed between the parties **by Postal Ballot stands approved by the Members with the requisite majority.**

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

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

Thanking You,

**Place: Mumbai
Date: December 6, 2017**

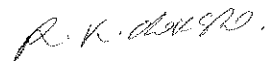
Countersigned
For UNICHEM LABORTARIES LIMITED



**Neema Thakore
Head-Legal & Company Secretary**



**For Ragini Chokshi & Co.
(Company Secretaries)**



**Ragini Chokshi
(Partner)
Membership No. 2390
ICSI C.P. No. 1436**