



**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.

April 7, 2017

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Mr. Hari K.
Asst. Vice President- Operations
National Stock Exchange of India Ltd
Exchange Plaza, Bandra - Kurla Complex
Bandra (East), Mumbai - 400 051

Dear Sir,

Ref: BSE Scrip Code: 506690 : NSE Symbol - UNICHEMLAB

Sub: Quarterly and Yearly Compliance Report on Corporate Governance.

Please find enclosed herewith the Corporate Governance Report for the quarter and year ended 31.3.2017 under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Please take the above on record.

For UNICHEM LABORATORIES LIMITED

Neema Thakore

Head - Legal & Company Secretary

1. Name of Listed Entity : Unichem Laboratories Limited


2. Quarter ending : 31st March, 2017

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN S & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Dr.	Prakash Mody	AOIPMI290A 00001285	Chairperson- Executive	1.7.2013	NA	2	1	0	
Mr.	Ramdas Gandhi	AABPG3212D 00029437	Non Executive and Independent	1.4.2014	5 years	4	2	4	
Mr.	Prafull Anubhai	ACJPS9659L 00040837	Non Executive and Independent	1.4.2014	5 years	4	3	3	
Mr.	Prafull Sheth	AASPS0595E 00184581	Non Executive and Independent	1.4.2014	5 years	1	1	0	
Mr.	Anand Mahajan	AADPM7933M 00066320	Non Executive and Independent	1.4.2014	5 years	3	2	1	
Dr.	(Mrs.) B. Kinnera Murthy	ACEPB4804F 01878144	Non Executive and Independent	21.3.2015	3 years	3	1	0	

A. A. Sharma

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent /Nominee)		
Audit Committee	Mr. Prafull Anubhai	Chairperson, Non Executive and Independent		
	Mr. Ramdas Gandhi	Member, Non Executive and Independent		
	Mr. Prafull Sheth	Member, Non Executive and Independent		
Stake Holders Relationship Committee	Mr. Ramdas Gandhi	Chairperson, Non Executive and Independent		
	Dr. Prakash A. Mody	Executive		
	Mr. Prafull Anubhai	Non Executive and Independent		
Nomination and Remuneration Committee	Mr. Prafull Anubhai	Chairperson, Non Executive and Independent		
	Mr. Prafull Sheth	Non Executive and Independent		
	Mr. Ramdas Gandhi	Non Executive and Independent		
III. Meeting of Board of Directors				
Date (s) of Meeting (if any) in the previous quarter)	Date (S) of Meeting (if any) in the relevant quarter	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)	
21.10.2016	21.01.2017		91	
IV. Meeting of Committees				
Date(s)of meeting of the Committee in the relevant quarter	Whether required of quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)	
Audit Committee meeting held on - 21.01.2017	All three members were present throughout the meeting	Audit Committee Meeting was held on 21.10.2016	91	
Stake Holders Relationship Committee- held on 21.01.2017	All three members were present throughout the meeting.	Stake Holders Relationship Committee Meeting was held on 21.10.2016	91	

Dr. A. Shinde

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Reporting of Material Related Party Transaction under Regulation 27 (2) (b) of the Listing Regulation : Cumulative sale of finished goods by Unichem Laboratories Limited to its Wholly Owned Subsidiary Unichem Pharmaceuticals (USA) Inc, is a Material Related Party Transaction for the quarter ended March 31, 2017. The transaction is in ordinary course of business and on arm's length basis. Regulation 23(2) (3) & (4) is not applicable to this transaction by virtue of Regulation 23 (5) of the Listing Regulations.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration committee Stakeholders relationship committee 	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.	
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report will be placed before Board of Directors at the ensuing Board meeting.	
	
Name & Designation : <u>Neema Thakore- Head - Legal and Company Secretary</u>	
Date: April 7, 2017	

1. Name of Listed Entity : Unichem Laboratories Limited
2. Financial Year ending : 31st March, 2017

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes Disclosure is made in Annual Report
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.
II Annual Affirmations	
Particulars	Regulation Number
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6) Yes
Board composition	17(1) Yes
Meeting of Board of directors	17(2) Yes
Review of Compliance Reports	17(3) Yes
Plans for orderly succession for appointments	17(4) Yes
Code of Conduct	17(5) Yes

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Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A. as there are no material related party transactions which require approval.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A. as all subsidiaries are incorporated outside India.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	24(2) - Yes 24 (3) (4) (5) & (6) - N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Reporting of Material Related Party Transaction under Regulation 27 (2) (b) of the Listing Regulation :
Cumulative sale of finished goods by Unichem Laboratories Limited to its Wholly Owned Subsidiary Unichem Pharmaceuticals (USA) Inc, is a Material Related Party Transaction for the year ended March 31, 2017. The transaction is in ordinary course of business and on arm's length basis. Regulation 23(2) (3) & (4) is not applicable to this transaction by virtue of Regulation 23 (5) of the Listing Regulations.

Name & Designation : Neema Thakore - Head - Legal and Company Secretary
~~Company Secretary / Compliance Officer / Managing Director / CEO~~

For Unichem Laboratories Limited



Neema Thakore
Head - Legal and Company Secretary
Date: April 07, 2017.