



Ragini Chokshi & Co.

Company Secretaries

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SCRUTINIZER'S REPORT

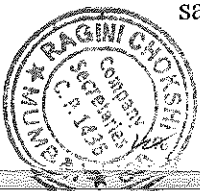
**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
Board of Directors,
UNICHEM LABORATORIES LIMITED
CIN: L99999MH1962PLC012451
Unichem Bhavan, Prabhat Estate,
Off. S.V. Road, Jogeshwari (West),
Mumbai- 400 102

Dear Sir,

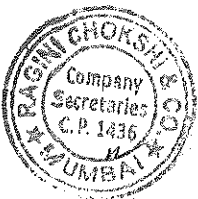
I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practising Company Secretaries, having office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **UNICHEM LABORATORIES LIMITED** (the "Company") at their Meeting held on Saturday, March 31, 2018 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolutions to approve Unichem Employee Stock Option Scheme 2018 (Scheme) for the employees of the Company and of its subsidiary company (ies) and setting up Unichem Employee Welfare Trust(s) for implementing the Scheme as stated in the Notice of Postal Ballot dated March, 31, 2018 proposed to be passed by shareholders of the Company, submit my report as under:

- 1) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the Shareholders on the Resolutions proposed in the said Notice of the Postal Ballot is the responsibility of the management. My responsibility

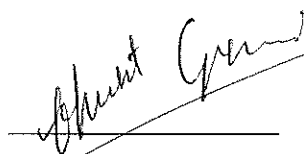


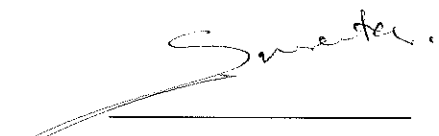
as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, of the Resolutions.

- 2) In accordance with the Notice of the Postal Ballot dated March 31, 2018, dispatched to the Shareholders by prescribed modes on Friday, April 13, 2018 and the newspaper 'Advertisement' dated April 13, 2018 pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was published on Saturday, April 14, 2018.
- 3) The E-Voting/Postal Ballot Process commenced on Monday, April 16, 2018 at 10:00 a.m. (IST) and ended on Tuesday, May 15, 2018 at 5:00 p.m. (IST).
- 4) The Equity Shareholders holding shares as on Friday, April 6, 2018 ("cut-off-date") were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
- 5) The Company completed the dispatch of Postal- Ballot forms on Friday April 13, 2018 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Friday, April 6, 2018.
- 6) 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.
- 7) 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.
- 8) 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 Tuesday, May 15, 2018.
- 9) The Postal Ballot forms were duly opened in our presence and 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 Friday, April 6, 2018.



- 10) All Postal Ballot forms/e-voting confirmations received up to 5:00 p.m. (IST), on Tuesday, May 15, 2018, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 11) Envelopes containing Postal- ballot forms received after 5:00 p.m. (IST) on Tuesday, May 15, 2018 were not considered for our scrutiny.
- 12) Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 13) 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.
- 14) After the end of e-voting period i.e. 5:00 p.m. (IST) on Tuesday, May 15, 2018, I have unblocked the electronic votes and downloaded the e-voting Report from website of the Central Depository Services (India) Limited (<https://www.evotingindia.com>) in the presence of two witnesses, Mr. Bharat Gangani and Ms. Shweta Sarvaiya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Bharat Gangani


Name: Shweta Sarvaiya



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

Special Resolution No. 1 -- Approval of Unichem Employee Stock Option Scheme 2018.:

DETAILS OF POSTAL BALLOT RECEIVED

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	108	754969	100
2.	Less: Invalid Postal Ballot	15	26,829	
3.	Net Postal Ballots with valid votes cast	93	756277	100
4.	Postal Ballot with Assent Resolution	86	754969	99.83
5.	Postal Ballot with Dissent Resolution	07	1308	0.17

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	120	41005280	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	120	41005280	100
Total no. Votes with Assent	66	39615580	96.61
Total no. Vote with Dissent	54	1389700	3.39



SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	41761557	100
Assented to Resolution	40370549	96.67
Dissented to Resolution	1391008	3.33

Special Resolution No. 2--Approval for setting up Unichem Employee Welfare Trust(s) to implement the Unichem Employee Stock Option Scheme 2018:

DETAILS OF POSTAL BALLOT RECEIVED

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	108	784919	100
2.	Less: Invalid Postal Ballot	15	26829	
3.	Net Postal Ballots with valid votes cast	93	758090	100
4.	Postal Ballot with Assent Resolution	84	756546	99.80
5.	Postal Ballot with Dissent Resolution	9	1544	0.20

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	120	41004961	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	120	41004961	100
Total no. Votes with Assent	65	39614754	96.61
Total no. Vote with Dissent	55	1390207	3.39



SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	41763051	100
Assented to Resolution	40371300	96.67
Dissented to Resolution	1391751	3.33

Special Resolution No. 3: Grant of stock options to the employees of the subsidiary company(ies) of the Company under Unichem Employee Stock Option Scheme 2018.:

DETAILS OF POSTAL BALLOT RECEIVED

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	108	782059	100
2.	Less: Invalid Postal Ballot	15	26829	
3.	Net Postal Ballots with valid votes cast	93	755230	100
4.	Postal Ballot with Assent Resolution	80	744902	98.63
5.	Postal Ballot with Dissent Resolution	13	10328	1.37



DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	120	41004961	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	120	41004961	100
Total no. Votes with Assent	63	39614721	96.61
Total no. Vote with Dissent	57	1390240	3.39

SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	41760191	100
Assented to Resolution	40359623	96.65
Dissented to Resolution	1400568	3.35

RESULTS:-

I report that all the three the Special Resolution(s) by Postal Ballot stands approved by the Members with the requisite majority. 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.

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

Thanking You,

Place: Mumbai

Date: May 15, 2018

For Ragini Chokshi & Co.
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)

Membership No. 2390

ICSI C.P. No. 1436

Countersigned

For UNICHEM LABORATORIES LIMITED

N. Thakore

Neema Thakore

Head-Legal & Company Secretary

