



**UNICHEM
LABORATORIES LTD.**

UNICHEM LABORATORIES LIMITED

CIN:L99999MH1962PLC012451

Unichem Bhavan, Prabhat Estate, Off S. V. Road, Jogeshwari (West), Mumbai - 400 102

Tel. : (022) 6688 8333 • Fax : (022) 2678 4391

Website: www.unichemlabs.com • E-mail Id.: shares@unichemlabs.com

POSTAL BALLOT FORM

(Please read the instructions given overleaf before filling the Form)

Postal Ballot Form No.

1. Name(s) of the first Shareholder and Joint Holder(s), if any
2. Registered Address of sole/first named Shareholder
3. Registered Folio No. / DP ID No. / Client ID No.*
(*Applicable to investors holding shares in dematerialized form)
4. Number of shares held
5. PAN/Sequence No.
6. I/We hereby exercise my /our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent of the said Resolution by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid)

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution	I/We dissent from the Resolution
1.	Approval of the Members by way of special resolution through postal ballot for the Buyback, up to 2,06,00,000 Equity Shares (being 22.65% of the paid-up equity share capital of the Company) at a price of Rs. 430/- (Rupees Four Hundred and Thirty Only only) per Equity Share, payable in cash, aggregating to an amount of upto Rs. 885,80,00,000/- (Rupees Eight Hundred Eighty Five Crores Eighty Lakhs only) being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on December 31, 2017) on a proportionate basis through a tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and the Companies Act, 2013 and the Rules made thereunder.			

Place :

Date :

(Signature of Shareholder/Beneficial Owner)

GENERAL INFORMATION

1. There will be one e-voting/Ballot Form for every Client ID No./Folio No., irrespective of the number of joint holders.
2. Members can opt for only one mode of voting i.e. either by e-voting or through Postal Ballot. In case you are opting for voting by e-voting, then please do not cast your vote by Postal Ballot and vice versa. In case Members cast their votes both by e-voting and Postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. Voting rights in e-voting /Postal Ballot cannot be exercised by a proxy. However, corporate, trusts, societies and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
4. Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
5. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
6. Members are requested to fill Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. In case of joint holdings, this Postal Ballot Form should be completed and signed by the First named Member and in his/her absence by the next named Member. A Member may sign the Postal Ballot Form through an attorney, in which case the copy of the Power of Attorney should be enclosed with the Postal Ballot Form.
8. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
10. Duly completed Postal Ballot Forms should reach the Scrutinizer no later than 5:00 pm on Friday, February 9, 2018. Postal Ballot Forms received after this time and date will be considered invalid.
11. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
12. Votes will be considered invalid on inter alia the following grounds:
 - if the member's signature does not tally
 - if the member has marked all his shares both in favour and also against the resolution
 - if neither the assent nor dissent is mentioned
 - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member
 - the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds
 - if the information filled in the Postal Ballot Form is incomplete
 - any direction given by competent authority in writing to the Company to freeze the voting rights of the member
 - if the Member has made any amendment to the resolution or imposed any condition while exercising his vote
 - if the envelope containing the Postal Ballot Form is received after the last date prescribed.
13. The votes should be cast either in favour or against by putting tick mark in the column provided for assent or dissent. Postal Ballot bearing tick mark in both the columns will render the form invalid.
14. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Ballot process can write to the Company at e-mail ID buyback@unichemlabs.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 5:00 pm on Friday, February 9, 2018.
15. Members are requested not to send any paper (other than the Resolution/authority as specified in instruction) alongwith the Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s)/beneficial owners on Friday, January 5, 2018.
17. The Scrutinizer will submit her report to the Chairman or any other person duly authorised by the Chairman, after completion of the scrutiny and the result of the voting of the Postal Ballot/ e-voting will be announced on or before Saturday, February 10, 2018 at the Registered Office of the Company. The results will thereafter also be informed to the Stock Exchanges and will be hosted on the Company's website www.unichemlabs.com and that of the exchanges namely www.bseindia.com, www.nseindia.com and on the website of remote e-voting agency i.e. www.evotingindia.com. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, February 9, 2018, i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
18. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.