



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

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot including remote e-voting.

A statement setting out the material facts concerning the item mentioned in the Postal Ballot Notice and reasons thereof is annexed to the Postal Ballot Notice along with Postal Ballot Form (the Form) for your consideration. The Board of Directors has appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co., Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original, duly completed, in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than 5:00 p.m. (IST) on Monday, September 12, 2016.

Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions on the Form. References to Postal Ballot(s) in this Notice include votes received electronically.

On completion of the Postal Ballot process, the Scrutinizer shall within a period not exceeding two(2) working days from the conclusion of the Postal Ballot process unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make and submit a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or any Director or the Company Secretary as authorised by the Board.

The results of the Postal Ballot would be announced by the Chairman or any other Director or the Company Secretary as authorised by the Board on or before Wednesday, September 14, 2016 at the Registered Office of the Company at Unichem Bhavan, Prabhat Estate, Off S. V. Road, Jogeshwari (West), Mumbai – 400102. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company and shall be intimated to the Stock Exchanges where the Company's equity shares are listed and 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 remote e-voting agency i.e. www.evotingindia.com.

Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

To consider, and if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all or any of the movable and immovable properties and/or the whole or any part of the undertaking(s) of the Company, wheresoever situate, both present and future together with powers to take over the management of the business and concern of the Company and/or to sell/dispose of the properties so charged, mortgaged or hypothecated in certain events, in favour of lenders/banks/financial institutions/bodies corporate/persons or any other investing agencies to secure rupee/foreign currency loans or such other financial instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties under the arrangements entered into/ to be entered into in respect of the said Loans for which the charge is created or to be created, shall not, at any time exceed ₹ 500 Crores (Rupees Five Hundred Crores only);

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / *pari passu* / subservient with/ to the mortgages and /or charges already created or to be created by the Company as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT the Board of Directors, or the Company Secretary, or such other person authorised by the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

Place: Mumbai
Date: July 23, 2016

Registered Office:
Unichem Bhavan, Prabhat Estate,
Off S. V. Road, Jogeshwari (West)
Mumbai – 400 102

Neema Thakore
Head - Legal & Company Secretary

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013, (the Act), setting out the material facts and reasons for the proposed Special Resolution, is appended herein below along with the Form for your consideration.
2. The Board of Directors has appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members and the list of Beneficial Owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, August 5, 2016.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the Paid-up Equity Share capital as on Friday, August 5, 2016.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, and the Rules made thereunder, the Company is pleased to offer remote e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL to facilitate remote e-voting enabling Members to cast their votes electronically. Remote e-voting is optional.
6. Members can opt for only one mode of voting i.e. either by remote e-voting or through Ballot. In case you are opting for voting by remote e-voting, then please do not cast your vote by Ballot and *vice versa*. In case Members cast their votes both by remote e-voting and Ballot, the votes cast through remote e-voting shall prevail and the votes cast through Ballot form shall be considered invalid.
7. As per Section 110 of the Companies Act, 2013 and the Rules made thereunder, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with the Depositories or with the Company for communication purposes are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered/Speed Post/Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the Company's website www.unichemlabs.com.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or Duplicate, he or she may send an email to shares@unichemlabs.com, and the Company shall forward the same alongwith postage pre-paid, self-addressed Business Reply Envelope to the Member.
9. A Member cannot exercise his/her vote through proxy in Postal Ballot.
10. Members desiring to exercise their vote by Physical Postal Ballot, are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer no later than 5.00 p.m. (IST) on Monday, September 12, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
11. The postage will be borne by the Company. However, envelope containing Postal Ballot if sent by courier or registered /speed post at the expense of the Members will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope.
12. The Postal Ballot Notice shall be uploaded on the Company's website i.e. www.unichemlabs.com and on the website of CDSL i.e. www.evotingindia.com and that of the exchanges namely www.bseindia.com and www.nseindia.com.
13. The Scrutinizer will submit her report to the Chairman or any other Director or the Company Secretary, duly authorized by the Board after completion of Scrutiny of the Postal Ballots (including remote e-voting). The result of the Postal Ballot/remote e-voting will be announced by the Chairman or any other Director or the Company Secretary duly authorized by the Board as the case may be on or before Wednesday, September 14, 2016 at the Registered Office of the Company and will be intimated to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the website of the Company namely www.unichemlabs.com and the website of the remote e-voting agency i.e. www.evotingindia.com.
14. Resolutions passed by the Members through Postal Ballot/e-voting shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The date of declaration of results of Postal Ballot (including remote e-voting) shall be the date on which the Resolution shall be deemed to have been passed, if passed, by the requisite majority.
16. All the material documents referred to in the statement shall be available for inspection at the Registered Office of the Company during office hours on all workings days from the date of dispatch of the Notice.
17. Voting through electronic means:
 - (i) The remote e-voting period begins on Saturday, August 13, 2016 at 9:00 a.m. (IST) and ends on Monday, September 12, 2016, at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, August 5, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Only Members holding shares in physical or in Dematerialised form as on Friday, August 5, 2016 shall be eligible for e-voting.
 - (iii) The shareholders should log on to the remote e-voting website www.evotingindia.com
 - (iv) Click on shareholders.
 - (v) Now enter your User ID:
 - a. For CDSL: 16 digit beneficiary ID;
 - b. For NSDL: 8 character DP ID followed by 8 digit Client ID;
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.

- (vi) Next, enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat and Physical Form	
PAN	Enter your 10 digit PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed in the Postal Ballot Form indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on Resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for remote e-voting on the Resolution contained in this Notice.
- (xii) Click on the relevant EVSN, <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent from the Resolution.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xviii) If a demat account holder has forgotten the changed password, then enter the User ID and Image Verification code, click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m- Voting available from android based mobiles. The m- Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non Individual Shareholders and Custodians:
- a. Non Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
 - c. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same. This should be e-mailed to the helpdesk.evoting@cdslindia.com
 - d. After receiving login details, a compliance user should be created using the admin login and password. The compliance user will be able to link the account (s) for which they wish to vote on.
 - e. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they will be able to cast the votes.
- (xxi) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

By order of the Board of Directors

Place: Mumbai
Date: July 23, 2016

Neema Thakore
Head - Legal & Company Secretary

Registered Office:
Unichem Bhavan, Prabhat Estate,
Off S. V. Road, Jogeshwari (West)
Mumbai – 400 102

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013

The overall increase in the business activities have led to an increase in capital expenditure and working capital requirements of the Company and its Wholly Owned Subsidiaries (WOS) based out of India. The generation of internal funds may not always be adequate to meet all requirements of growth plans. It would therefore be prudent for the Company to have the requisite enabling approvals in place for meeting its various fund requirements from time to time. This would also help the Company to take effective action to capitalize on business opportunities. Accordingly, the Board of Directors at its Meeting held on May 20, 2016, accorded its approval to borrow from time to time such sum or sums of money for the purpose of the business of the Company or for providing guarantee(s)/security(ies) with respect to any borrowings by its WOS which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained, from Lenders/Bankers or financial institutions/investing agencies in the ordinary course of business) or any guarantee given/to be given /security provided or to be provided in connection with any loan to any other body corporate or any person shall not at any point of time exceed in aggregate ₹ 500 Crores (Rupees Five Hundred Crores only). The proposed borrowing of the Company or any guarantee to be given or security to be provided may, if necessary, be secured by way of charge/mortgage/hypothecation of the Company's movable and immovable properties in favour of the lenders/banks/financial institutions/bodies corporate/persons and or the investing agencies.

The said limit of borrowings and the guarantee(s) given or to be given and/or security(ies) provided or to be provided in connection with a loan to any other body corporate or person is within the powers of the Board and hence shareholders approval is not sought under Section 180 (1)(c) and Section 186 of the Companies Act, 2013.

However the standard market terms of borrowings/giving guarantee(s) or providing security(ies) include conditions whereby lenders/banks/financial institutions/bodies corporate/persons in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, sell/dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s), to recover their dues. It is therefore, necessary to obtain Members' approval by way of a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecation for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) at any point of time.

In compliance with provisions of Section 110 of the Companies (Management and Administration) Rules, 2014, your approval is being sought for passing the Special Resolution as set out in this Notice.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in the Notice.

By order of the Board of Directors

Place: Mumbai
Date: July 23, 2016

Neema Thakore
Head - Legal & Company Secretary

Registered Office:
Unichem Bhavan, Prabhat Estate,
Off S. V. Road, Jogeshwari (West)
Mumbai – 400 102