



## 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](http://www.unichemlabs.com) • E-mail Id.: [shares@unichemlabs.com](mailto:shares@unichemlabs.com)

### NOTICE OF POSTAL BALLOT TO THE MEMBERS

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

Dear Member(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 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 e-voting.

An explanatory statement pertaining to the said Resolution setting out the material facts concerning the item and the reasons thereof, as required under Section 102 of the Act, is annexed to the Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company has appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co, Company Secretaries in practice as scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner and in compliance with the provisions of the Act and Rules made thereunder.

You are requested to carefully read the instructions printed on the Form and the notes and instructions annexed hereto for voting via physical ballot/electronic mode, record your assent (for) or dissent (against) therein and return the same in original, duly completed in all respects, in the attached self-addressed, postage prepaid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. IST on Wednesday, December 6, 2017.

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 make and submit a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or any other person authorised by the Chairman.

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 5.30 p.m., Friday, December 8, 2017 at the Registered Office of the Company at Unichem Bhavan, Prabhat Estate, Off S.V. Road, Jogeshwari (West), Mumbai 400 102. 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](http://www.unichemlabs.com) and that of the exchanges namely [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the website of the e-voting agency i.e. [www.evotingindia.com](http://www.evotingindia.com)

#### **Special Resolution:**

#### **To approve the sale and transfer of the Identified Business of the Company to Torrent Pharmaceuticals Limited**

To consider and, if thought fit, to pass the following resolution as a Special Resolution by means of Postal Ballot and e-voting:

"**RESOLVED** that pursuant to Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), re-enactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India Act, 1992 and the rules, regulations, circulars and guidelines framed thereunder, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof, for the time being in force), and pursuant to the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by them, and subject to the fulfilment of certain other conditions as may be agreed between the parties, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**") which term shall include any Committee constituted by the Board or any person(s) authorized by the Board, for the sale and transfer of the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, together with all specified tangible and intangibles assets, contracts, rights, personnel and employees, data and records, inventory and other assets and liabilities as agreed between the parties in relation to the said business ("**Identified Business**") by way of slump sale on a going concern basis, to Torrent Pharmaceuticals Limited ("**Purchaser**"), upon terms and conditions as agreed between the parties 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 ("**Transaction**");

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute the necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance deeds, undertakings, deeds, requisite applications, representations, and to finalize and execute all such other ancillary and incidental documents and amendments and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in regard to the sale and/or transfer of the Identified Business;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or the Chairman & Managing Director with a power to further delegate to any Executives / Officers of the Company and to do all such other acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

**By order of the Board of Directors  
For Unichem Laboratories Ltd.**

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

**Date:** November 3, 2017

**Registered Office:**

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

**NOTES AND INSTRUCTIONS:**

1. An explanatory 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 annexed hereto.
2. The Board of Directors has appointed Mrs. Ragini Chokshi, Partner of Ragini Chokshi & Co, Company Secretaries in practise as a 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/List of Beneficial Owners received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on the close of business hours on Monday, October 30, 2017.
4. The voting rights shall be reckoned in proportion to a Member’s share of voting rights on the paid-up equity share capital as on Monday, October 30, 2017.
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 e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL to facilitate e-voting enabling Members to cast their votes electronically. E-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot and *vice versa*. However, in case Members cast their vote by physical Postal Ballot and e-voting, then voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
7. As per Section 110 of the Act 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. 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](http://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](mailto: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 vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of business hours (i.e. 5.00 p.m. IST) on Wednesday, December 6, 2017, 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 cost will be borne by the Company. However, envelopes containing Postal Ballots, 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](http://www.unichemlabs.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and that of the exchanges namely [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)
13. The Postal Ballot period commences on Tuesday, November 7, 2017 at 10.00 a.m. IST and ends at 5:00 p.m. on Wednesday, December 6, 2017.
14. Forms received after 5.00 p.m. IST on Wednesday, December 6, 2017 will not be valid and will be strictly treated as if the reply has not been received from the Members.
15. The Scrutinizer will submit her report to the Chairman of the Company or any other person, duly authorized by the Chairman after completion of scrutiny of the Postal Ballot (including e-voting). The result of voting by Postal Ballot will be announced by the Chairman of the Company or any other Director or the Company Secretary duly authorized by the Board, as the case may be, on or before 5.30 p.m., Friday, December 8, 2017 and will be communicated to the Stock Exchanges where the Company’s securities are listed, and shall also be displayed along with the Scrutinizer’s report on the Company’s website i.e. [www.unichemlabs.com](http://www.unichemlabs.com) and the website of the e-voting agency i.e. [www.evotingindia.com](http://www.evotingindia.com) and that of the exchanges namely [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)
16. The decision of the Scrutinizer on the validity of the Postal Ballot Form or any other related matter shall be final and binding.
17. The date of declaration of results of Postal Ballot (including e-voting) shall be the date on which the resolution shall be deemed to have been passed, if passed, by the requisite majority.
18. 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 working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot.

#### 19. Voting through Electronic means

- (i) The voting period begins on Tuesday, November 7, 2017 at 10.00 a.m. (IST) and ends on Wednesday, December 6, 2017, 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 of Monday, October 30, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Members holding shares in Physical Form should enter Folio No. registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 alpha-numeric 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 on the Postal Ballot Form indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (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 No. in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for UNICHEM LABORATORIES LIMITED on which you choose to vote.
- (xii) 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 to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**By order of the Board of Directors  
For Unichem Laboratories Ltd.**

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

Date: November 3, 2017

#### Registered Office:

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

**Explanatory Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

The Board of Directors of the Company at its meeting held on November 3, 2017, has resolved, subject to approval by the Members of the Company and other requisite approvals, that the Company shall sell and transfer the Company's business of manufacture, sale, marketing and distribution of domestic formulations in India and Nepal, together with all specified tangible and intangibles assets, contracts, rights, personnel and employees, data and records, inventory and other assets and liabilities as may be agreed between the parties in relation to the said business ("**Identified Business**") by way of slump sale on a going concern basis, to Torrent Pharmaceuticals Limited ("**Purchaser**"), upon terms and conditions, as agreed between the parties 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 Identified Business will include the portfolio of several brands in India and Nepal, manufacturing facility at Sikkim and employees performing work in relation to the Identified Business.

The above transaction is subject to customary conditions precedent, including, shareholders' approval and is expected to close in the calendar year 2017. The Company will remain an independent publicly listed company with no change in its existing shareholding.

Post completion, the facilities that will continue with the Company include:

- Formulations plants in Goa, Ghaziabad (UP), Baddi (HP);
- API manufacturing plants in Roha, Kolhapur (both in Maharashtra) and Pithampur (MP);
- Center of Excellence (CoE - R&D complex) including Bio research center in Goa;
- International business;
- Employees related to the above; and
- Corporate office at Jogeshwari (Mumbai).

The transaction will enable the Company to:

- focus attention on all aspects of the international business including finished formulations, API, contract manufacturing and contract research;
- increase its investments in R&D in the New Chemical and Biological Entities (NCE & NBE), Bio-similars and complex generics; and
- reward shareholders in the near future.

The Company's vision and strategy is to propel itself into the global league, replicating its success in the domestic markets. This strategy requires significant infusion of capital into R&D in New Biological Entities (NBE), New Chemical Entities (NCE), Bio similars and complex generics. The capital inflow will help the Company to focus attention on all aspects of the international business including Fixed Dose Formulations, API, contract manufacturing and contract research.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the sale, lease or otherwise disposal 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 such undertaking(s) requires the approval of the shareholders by way of a Special Resolution through Postal Ballot.

Accordingly, the consent of the Members by way of a Special Resolution is being sought for the sale and transfer of the Identified Business of the Company to the Purchaser, upon terms and conditions as agreed between the parties and other definitive agreements proposed to be entered into by the Company with the Purchaser.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested in the Special Resolution except to the extent of their respective shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the Notice of Postal Ballot for approval by the Members of the Company.

**By order of the Board of Directors**  
**For Unichem Laboratories Ltd.**

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

**Date:** November 3, 2017

**Registered Office:**

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