Bid Number: Date:

TENDER FORM-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

BUYBACK OPENS ON	March	March 7, 2018			
BUYBACK CLOSES ON	March	March 20, 2018			
For R	egistrar / C	ollec	tion Centr	e use	
Inward No.	D	ate	ate Stamp		
Statı	us (please tic	k ap	propriate l	box)	
Individual	FII			Insurance Co	
Foreign Co	NRI/O	СВ		FVCI	
Body Corporate	Bank/F	Ί		Pension/PF	
VCF	Partner	Partnership/LLP		Others (Specify)	
India Tax Resid	lency Status	s: Plo	ease tick a	ppropriate box	
Resident in India	Non-Ro India	Non-Resident in India		Resident of (shareholder to fill country of residence)	
Route of Investment (For NR Shareholders only)					
Portfolio Investment S	Portfolio Investment Scheme		Foreign Investment Scheme		

To,

UNICHEM LABORATORIES LIMITED,

C/o Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083

Dear Sirs,

Sub: Letter of Offer dated February 27, 2018 to Buyback up to 2,06,00,000 (Two Crore Six Lakhs Only) Equity Shares of Unichem Laboratories Limited (the "Company") at a price of Rs. 430/- (Rupees Four Hundred And Thirty Only) Per Equity Share (the "Buyback Offer Price") Payable in cash

- 1. I/We (having read and understood the Letter of Offer issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- 2. I/ We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- 3. I/ We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- 4. I/ We declare that there are no restraints/ injunctions or other covenants of any nature which limits/ restricts in any manner my/ our right to tender Equity Shares for Buyback and that I/ We am/ are legally entitled to tender the Equity Shares for Buyback.
- 5. I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- 6. I/ We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder as per SEBI notified Stock Exchange mechanism.
- 7. I/ We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 8. I/ We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws
- 9. I/ We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.

10. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (February 16, 2018)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 22 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Unichem Laboratories Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

Tear along this line

ACKNOWLEDGMENT SLIP: UNICHEM LABORATORIES LIMITED – BUYBACK OFFER (To be filled by the Equity Shareholder) (Subject to verification)

Folio No.							
Received from Mr./Ms./Mrs.							
Form of Acceptance-cum-Acknowledgement	Form of Acceptance-cum-Acknowledgement, Original TRS along with:						
No. of Equity Shares offered for Buyback (Ir	in Figures)	(in w	vords)				
Please quote Folio No. for all future correspondence		Stam	Stamp of Broker / Registrar				

Total No. of Share Certificates Submitted:_

Sr. Folio No.		Share Certificate No.	Distinct	No. of Shares	
No. Fond No.	From		То	No. of Shares	
1					
2					
3					
4					

In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

13. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	of the Bank Branch and City		Account Number (indicate type of account)	

14. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney	Previous RBI approvals for acquiring the Equity Shares of Unichem Laboratories Limited hereby tendered in the Offer
Death Certificate	Succession Certificate
Self-attested copy of PAN	Corporate authorisations
TRS	Others (please specify)

15. Applicable for all Non-resident shareholders

I/We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us.

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		
* Corporate must affix rubber stamp and sign.				

Instructions:

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- . This Buyback Offer will open on March 7, 2018 and close on March 20, 2018
- 2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- 3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Selling Member (Seller Broker), who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares.
 - i. The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - ii. Original share certificates
 - iii. Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company
 - iv. Self attested copy of the Permanent Account Number (PAN) Card. (by all Eligible Shareholders in case shares are in joint names).
 - v. Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
 - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder is deceased
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
 - vi. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.
- 4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents:
 - i. Approval from the appropriate authority for such merger;
 - ii. The scheme of merger; and
 - iii. The requisite form filed with MCA intimating the merger.
- 5. Eligible Shareholders to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on the Record Date.
- All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- 7. For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to Paragraph 24 of the Letter of Offer.
- 8. All documents as mentioned above shall be enclosed with the valid Tender Form; otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
 - a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
 - b) Non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder is deceased.
 - c) If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the share certificate; or
 - d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar.
 - e) If necessary corporate authorizations under official stamp are not accompanied with the tender form
 - By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid. (iv) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of March 22, 2018 by 5:00 p.m.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre: Unichem Laboratories Limited- Buyback offer Link Intime India Pvt. Ltd

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083

Contact Person: Mr. Sumeet Deshpande

Tel: 91 22 – 49186200; Fax: +91 22 – 49186195; E-mail: unichem.buyback2018@linkintime.co.in; Website: www.linkintime.co.in;

SEBI Registration Number: INR000004058; CIN: U67190MH1999PTC118368