



2 November 2018

To,

The Manager – Department of
Corporate Services
Bombay Stock Exchange Limited
P. J. Towers
Dalal Street, Fort
Mumbai – 400001

The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Dear Sir/Madam,

SUB: Intimation and disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

This is to inform you that pursuant to approval of the Board of Directors of Unichem Laboratories Limited (the "**Company**") at its meeting today, the Company has acquired:(i) 19.99% (nineteen point nine nine percent) of the issued and paid-up share capital of Optimus Drugs Private Limited ("**Optimus**"); and (i) 19.99% (nineteen point nine ninepercent) of the issued and paid-up share capital of Optrix Laboratories Private Limited ("**Optrix**"), by way of primary issuance and secondary transfer of shares (collectively the "**Transaction**").

Optimus and Optrix are Hyderabad based companies that are owned and controlled by the same management and is engaged in the business of researching, developing, manufacturing, marketing and distribution of active pharmaceutical ingredients and intermediates.

In order to undertake the **Transaction**, Unichem has executed:(i) a share subscription and share purchase agreement dated 2 November 2018 with Optimus and the promoters of Optimus for acquisition of 9.71% (nine point seven one percent) of the share capital of Optimus by way of primary issuance and acquisition of shares constituting 10.28% (ten point two eight percent) of the share capital of Optimus from existing promoters of Optimus by way of secondary transfer; and (ii) a share subscription and share purchase agreement dated 2 November 2018 with Optrix and the promoters of Optrix for acquisition of 14.60% (fourteen point six zero percent) of the share capital of Optrix by way of primary issuance and acquisition of shares constituting 5.39% (five point thee nine percent) of the share capital of Optrix from existing promoters of Optrix by way of secondary transfer.

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UNICHEM
LABORATORIES LTD.

This intimation is given under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In terms of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015. Please refer to Annexure I and Annexure II for further details in relation to the Acquisition of Optimus and Optrix, respectively.

Kindly take the above on record and oblige.

Thanking you.

Yours faithfully

For **Unichem Laboratories Limited**

Neema Thakore

Head – Legal & Company Secretary



Annexure I – Acquisition (including agreement to acquire): Optimus Drugs Private Limited

S. No.	Details required	Information of such event
a)	Name of the target entity, details in brief such as size, turnover etc.	Optimus Drugs Private Limited (" Optimus ") Total Income (Consolidated): Rs.198.86 Crore (17-18)
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No
c)	Industry to which the entity being acquired belongs;	Active pharmaceutical ingredients (" APIs ") and intermediates
d)	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The key objective of the investment is to gain access to the manufacturing facility of Optimus. The Company is facing a shortage of API and Intermediates manufacturing capacity. This investment will provide the Company with additional capacity to meet its immediate requirements and fulfil its export orders.
e)	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f)	indicative time period for completion of the acquisition;	Pursuant to and immediately upon conclusion of the board meeting, the Company has entered into definitive agreements and completed the transaction contemplated therein
g)	nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration
h)	cost of acquisition or the price at which the shares are acquired;	Rs.72,08,06,382
i)	percentage of shareholding / control acquired and / or number of shares acquired;	17,04,034 equity shares representing 19.99% of the share capital of Optimus on a fully diluted basis
j)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Incorporated on 2 December 2003, Optimus is engaged in the business of researching, developing, manufacturing, marketing and distribution of active pharmaceutical ingredients and intermediates Optimus's consolidated turnover was Rs. 265.12 Crore in 2016, Rs. 321.47 Crore in 2017 and Rs. 198.66 Crore in 2018.

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Annexure II – Acquisition (including agreement to acquire): Optrix Laboratories Private Limited

S. No.	Details required	Information of such event
a)	Name of the target entity, details in brief such as size, turnover etc.	Optrix Laboratories Private Limited ("Optrix") Total Income (Consolidated): Rs. 173.38 Crore(17-18)
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No
c)	industry to which the entity being acquired belongs;	Active pharmaceutical ingredients ("APIs") and intermediates
d)	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The key objective of the investment is to gain access to the manufacturing facility of Optrix. The Company is facing a shortage of API and Intermediates manufacturing capacity. This investment will provide the Company with additional capacity to meet its immediate requirements and fulfil its export orders.
e)	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f)	indicative time period for completion of the acquisition;	Pursuant to and immediately upon conclusion of the board meeting, the Company has entered into definitive agreements and completed the transaction contemplated therein
g)	nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration
h)	cost of acquisition or the price at which the shares are acquired;	Rs.47,92,56,214
i)	percentage of shareholding/ control acquired and / or number of shares acquired;	21,98,423 equity shares representing 19.99% of the share capital of Optrix on a fully diluted basis
j)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Incorporated on 26 March 2012, Optrix is engaged in the business of researching, developing, manufacturing, marketing and distribution of active pharmaceutical ingredients and intermediates Optrix's consolidated turnover was Rs. 54.46 Crore in 2016, Rs. 109.97 Crore in 2017 and Rs. 172.58 Crore in 2018.

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