

**Certificate No: 5/2018-19**

To,  
The Board of Directors  
Unichem Laboratories Limited  
Unichem Bhavan,  
Prabhat Estate, S.V.Road,  
Jogeshwari (West),  
Mumbai - 400102  
India.

**Independent Practitioner's Certificate for Reconciliation of Share Capital for quarter ended**  
**31<sup>st</sup> March 2018**

**Certificate for Reconciliation of Share Capital**

1. We have been requested by the management of **Unichem Laboratories Limited** (hereinafter 'the Company') to certify that the accompanying Annexure 1 attached herewith contains details as required by circular no. D&CC/FITTC/CIR-16/2002 issued by Securities and Exchange Board of India (SEBI) and Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 and in the format prescribed by the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

**Management's Responsibility**

2. The Management of the Company is responsible for preparation and providing the details / information which are required to be certified as per para 1 above. This responsibility includes providing access to records maintained by Registrars and Share Transfer Agent (Link Intime India Private Limited) relevant to our verification.

**Practitioner's Responsibility**

3. Pursuant to the requirements as given in para 1 above, it is our responsibility to give reasonable assurance by way of this certificate, whether Annexure 1 attached herewith contains the details as required by relevant circular / regulation as referred to in para 1 above.
4. We have examined the records / documents maintained by the Company and its Registrars and Share Transfer Agent for the purpose of this certificate, in accordance with Circular D&CC/FITTC/CIR-16/2002 dated 31<sup>st</sup> December, 2002 issued by Securities and Exchange Board of India and Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.
5. We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



**N. A. SHAH ASSOCIATES LLP**  
Chartered Accountants

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Conclusion**

7. Based on our examination and as per information and explanation given to us and read with note given in sr. no. 16 of Annexure 1, we certify that the details presented in Annexure 1 for the quarter ended 31<sup>st</sup> March 2018 are as required by circular no. D&CC/FITTC/CIR-16/2002 dated 31<sup>st</sup> December, 2002 issued by SEBI and Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 and in the format as prescribed by the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

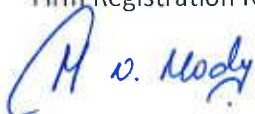
**Restriction on use**

8. The certificate is provided solely for the purpose of submission to the stock exchanges (BSE and NSE) to comply with requirement as stated in para 1 above and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **N. A. Shah Associates LLP**

Chartered Accountants

Firm Registration No. 116560W / W100149



**Milan Mody**

**Partner**

Membership No. 103286



Place: Mumbai

Date: **13 APR 2018**

1 For Quarter Ended	31 <sup>st</sup> March 2018
2 ISIN	INE351A01035
3 Face Value	Rs.2/- each
4 Name of the Company	Unichem Laboratories Limited
5 Registered Office	Unichem Bhavan, Prabhat Estate, Off. S.V. Road, Jogeshwari(West), Mumbai-400102, India
6 Correspondence Address	Unichem Bhavan, Prabhat Estate, Off. S.V. Road, Jogeshwari(West), Mumbai-400102, India
7 Telephone & Fax Nos.	Tel: 66888333 Fax: 26784391
8 Email address	shares@unichemlabs.com

9 Name of the Stock Exchanges where the company's securities are listed:

Bombay Stock Exchange (BSE)

National Stock Exchange (NSE)

	Number of equity shares	% of total issued capital
10 Issued Capital	70,337,000	100.00
11 Listed Capital (exchange wise)		
BSE (A)	70,337,000	100.00
NSE (B)	70,337,000	100.00
(as per company records)		

12 Held in dematerialised form in CDSL

(a) Held in Demat	7,923,517	11.25
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13 Held in dematerialised form in NSDL

(a) Held in Demat	59,861,432	85.00
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14 Physical

	2,643,526	3.75
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15 Total No. of shares (12+13+14)

	70,428,475	100.00
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16 Reasons for difference if any, between :

(10 & 15)

(11 & 15)

(10 & 11)

Difference	Reason
(91,475)	We are informed that number of shares held in demat with NSDL as on 31st March 2018 is higher by 91,475 equity shares due to error by R&T agent and NSDL which happened during quarter ended 31st December 2017. For the purpose of transferring equity shares to Investor Education Protection Fund (IEPF), these shares were sent for demat on 6th December 2017 and credit in demat was given on 7th December 2017. However, credit in demat was given again on 8th December 2017 erroneously. The Company has applied for rectification of error made by R&T agent and NSDL by executing Corporate Action Form dated 8th January 2018, the effect of which is pending to be given as on 31st March 2018 by NSDL as reply from IEPF authority is yet to be received.
(91,475)	
-	Nil



17 Certifying the details of changes in equity share capital during the quarter under consideration as per table below:

Particulars	No. of equity shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
Equity shares issued under ESOP (Face Value Rs.2) (Re	1,000	Yes	(a) BSE (b) NSE	Yes	Yes	No
Buyback of equity shares (Face Value Rs.2)	20,600,000	Not applicable	Not applicable	Yes	Yes	Not applicable

18 Register of Members is updated (Yes/No)  
if not updated upto which date

Yes

19 Reference of previous quarter with regards to excess dematerialised shares, if any

Refer sr. no. 16  
above

20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, Reason why?

Refer sr. no. 16 above. The Company has followed up on 26th February 2018 with IEPF authority for rectification of excess shares transferred. We are informed that response from IEPF authority is awaited and hence issue of excess dematted shares could not be resolved by NSDL.

21 Mention the total no. of requests, if any, confirmed after 21 days from date of receipt by Issuer and the total no. of requests pending beyond 21 days with the reasons for delay:

Total no. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	0	Not applicable	Not applicable

(Refer Note 1, 2 and 3 below)

22 Name, Telephone & Fax no. of the compliance officer of the company

Mrs. Neema Thakore	Tel: 66888404, Fax: 26784391
Head - Legal & Company Secretary	Email id: neema.thakore@unichemlabs.com

23 Name, Address, Tel. & Fax No., Regn no. of the auditor (certifying the particulars)

N. A. Shah Associates LLP  
B 41 - 45 Paragon Centre  
Pandurang Budhkar Marg  
Worli, Mumbai - 400 013  
Tel. No.- 40733000  
Fax - 40733090  
ICAI Firm Registration No. - 116560W/W100149  
Milan Mody  
(Signing Partner)  
Membership No: 103286

24 Appointment of common agency for share registry work ( if yes name & address)

Link Intime India Private Limited  
C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai 400 083  
Tel No: +91 22 49186000  
Fax: +91 22 49186060

25 Any other detail that the auditor may like to provide (eg.BIFR company, delisting from SE, company changed its name etc)

During the quarter, the Company has bought back 20,600,000 equity shares (20,310,531 equity shares in demat form and 289,469 in physical form) vide offer letter dated 27th February 2018

#### Votes:

- For computing the number of days for processing of Demat request, the number of days for receipt of request from the DP to RTA has been excluded.
- Rejected Demat applications have been excluded for the purpose of verifying the number of days for processing.
- 15,320 equity shares in respect of transfer to IEPF and 1,000 equity shares in respect of ESOP were sent by the Company to NSDL / CDSL for demat purpose through corporate action form submitted to CDSL/NSDL and therefore do not form part of our verification of details as per sr.no. 21 above.

