

July 17, 2017

Listing Department
BOMBAY STOCK EXCHANGE LIMITED
P J Towers, Dalal Street, Fort,
Mumbai-400 001

Code: 531 335

Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Code: ZYDUSWELL

Re.: **Cut-Off Date**

Dear Sir,

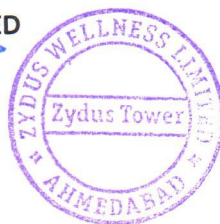
This is to inform that pursuant to Companies [Management and Administration] Amendment Rules, 2015, the Company has fixed August 3, 2017 as the **Cut-Off Date** for determining the eligibility of the members entitled to vote by electronic means and at the venue of Twenty Third Annual General Meeting scheduled to be held on Friday, August 11, 2017 at 12:00 noon.

The members holding shares as on the cut-off date will be entitled to exercise their voting rights electronically or at the venue of the Annual General Meeting.

Thanking you,

Yours faithfully,
For, **ZYDUS WELLNESS LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY



Copy to:

1. Central Depository Services [India] Limited—For information
2. Link Intime India Private Limited, The Registrar and Share Transfer Agents of the Company—for taking the necessary beneficiary position as on August 3, 2017.

Notice

ZYDUS WELLNESS LIMITED

[CIN-L15201GJ1994PLC023490]

Registered Office: House No. 6 & 7, Sigma Commerce Zone,
Sarkhej-Gandhinagar Highway, Ahmedabad – 380 015

Website: www.zyduswellness.in; **Email ID:** investor.grievance@zyduswellness.in

Phone No.: 079-67775888; Fax No.: 079-67775811

Notice is hereby given that the **Twenty Third** Annual General Meeting of the members of the Company will be held on Friday, August 11, 2017 at 12.00 noon at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements [including consolidated financial statements] of the Company for the year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend of Rs. 6.5 per share of Rs. 10 each as a final dividend for the financial year 2016-2017.
3. To appoint a Director in place of Dr. Sharvil P. Patel [DIN-00131995], who retires by rotation and being eligible offers himself for reappointment.
4. To ratify the appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants [Firm Registration No. 102511W] as Statutory Auditors of the Company, who hold office from the conclusion of Twenty First Annual General Meeting until the conclusion of Twenty Sixth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To ratify remuneration to Cost Auditors:

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148[3] and other applicable provisions, if any, of the Companies

Act, 2013, and the Companies [Cost Records and Audit] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 2.25 Lakhs plus applicable service tax and out of pocket expenses for the financial year ending on March 31, 2018 to M/s. Dalwadi & Associates, Cost Accountants [Firm Registration No. 000338] who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to product ‘Nutralite’ manufactured by the Company for the financial year 2017–2018.”

6. To regularize the appointment of Mr. Kulin Lalbhai as an Independent Director:

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], and Regulation 24 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mr. Kulin Lalbhai [DIN 052068786], who was appointed as an additional Independent Director by the Board of Directors with effect from November 18, 2016, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the Office of Director be and is hereby

appointed as an Independent Director of the Company to hold office for a period of five consecutive years i.e. upto November 18, 2021."

7 To maintain and keep the statutory registers required to be maintained under Companies Act, 2013 at a place other than the Registered Office of the Company:

To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 94(1) and other applicable provisions of the Companies Act, 2013 read with Rule 5(2) of the Companies [Management and Administration] Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Register of Members, Register of Debenture holders, the Index of Members / Debenture holders, if any, other statutory registers required to be maintained under section 88 of the Companies Act, 2013 and copies of annual returns

filed under section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company's Registrar and Share Transfer Agent, viz. M/s. Link Intime India Private Limited, 5th Floor, 506 to 508, Amarnath Business Centre – 1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 009 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Board of Directors or any committee thereof be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

By order of the Board of Directors

Place: Ahmedabad

Date: May 27, 2017

Dhaval N. Soni

Company Secretary

NOTES:

1. The Explanatory Statements pursuant to the provisions of section 102 of the Companies Act, 2013 [the "Act"] in respect of businesses under item Nos. 5, 6 and 7 of the Notice are annexed hereto.
2. The Register of Members and Share Transfer Books shall remain closed from July 31, 2017 [Monday] to August 11, 2017 [Friday] [both days inclusive].
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of

the Company, then such proxy shall not act as a proxy for any other person or member. Proxies in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 12.00 Noon on Wednesday, August 9, 2017. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority together with specimen signature, as applicable.

4. Corporate members intending to authorize its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorizing their representative to attend and vote on their behalf at the Meeting.
5. Those members who have not encashed their dividend warrants pertaining to the following financial years are

requested to approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund [IEPF] on the respective dates mentioned thereagainst pursuant to the provisions of section 125 of the Companies Act, 2013 and the Rules made thereunder. Members are requested to note that after such date, any unclaimed dividend which has been transferred to the Fund, may apply for refund, under clause (a) of sub-section (3) of section 125 or under proviso to sub-section (3) of section 125, as the case may be, to the authority by making an application in the prescribed Form online available on website www.iepf.gov.in along with fee as may be decided by the IEPF authority.

Financial year ended on	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
March 31, 2010	July 16, 2010	30	July 22, 2017
March 31, 2011	June 30, 2011	40	July 6, 2018
March 31, 2012	July 27, 2012	50	August 2, 2019
March 31, 2013	May 13, 2013	60 @	May 31, 2020
March 31, 2014	July 14, 2014	60	July 20, 2021
March 31, 2015	July 29, 2015	60	August 4, 2022
March 31, 2016	March 4, 2016	65 @	March 9, 2023
March 31, 2017	March 1, 2017	65 @	March 6, 2024

@ Interim Dividend

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with the Companies] Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the Twenty Second Annual General Meeting held on August 3, 2016 on its website www.zyduswellness.in and on the website of Ministry of Corporate Affairs www.mca.gov.in

- Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz., M/s. Link Intime India Private Limited [Unit: Zydus Wellness Limited], 506 – 508, Amarnath Business Centre – 1, Beside Gala Business Centre, Ellisbridge, Off C.G. Road, Ahmedabad-380 006, changes, if any, in their registered address along with pin code number and relevant evidences. Members holding shares in electronic form shall update such details with their

respective Depository Participant.

- The information of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting is provided at Annexure-A to this Notice as prescribed under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [the Listing Regulations].
- Notice of the Twenty Third Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email ids are registered with the Company or Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Twenty Third Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

Members may also note that the Notice of the Twenty Third Annual General Meeting and the Annual Report will also be available on the Company's website www.zyduswellness.in for their download. The physical copies of the documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id investor.grievance@zyduswellness.in.

10. Voting through electronic means:

The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies [Management and Administration] Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations,

NOTES: [continue]

the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited [CDSL] to facilitate the members to cast their votes from a place other than venue of the AGM [remote e-voting]. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the members.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The Notice will be displayed on the website of the Company www.zyduswellness.in and on the website of CDSL.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The Members whose names appear in the Register of Members / List of Beneficial Owners prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach the Company for issuance of the USER ID and Password for exercising their right to vote by electronic means.

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The remote e-voting period will commence at 9:00 a.m. on Tuesday, August 8, 2017 and will end at 5:00 p.m. on Thursday, August 10, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 3, 2017, may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The members should log on to the remote e-voting website www.evotingindia.com.
- (iii) Click on Shareholders–Login.
- (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 Number 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 earlier logged on to 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 Form and Physical Form
PAN	Enter your 10 digit alpha–numeric PAN issued by Income tax Department [applicable for both, members holding shares in demat mode and members holding shares in physical mode].
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then

directly reach to the Company selection screen. However, members holding shares in demat form will now reach to '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 for resolutions of any other company on which they are eligible to vote, provided that the respective 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 ZYDUS WELLNESS 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 vote cast by clicking on "Click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the login password then he should enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobile phones.

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.

- (xix) Note for non-individual members and custodians.
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance users would be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Mr. Rakesh Dalvi, Dy. Manager, CDSL
 16th Floor, PJ Towers, Dalal Street, Fort,
 Mumbai-400 001
 Email : helpdesk.evoting@cdslindia.com
 Tel: 18002005533

A member can opt for only one mode of voting i.e. either through remote e-voting or voting at the meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Company has appointed Mr. Dilip P. Shah, Practicing Chartered Accountants [Membership No. FCA-030492], to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.zyduswellness.in and on the website of CDSL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.

REQUEST TO THE MEMBERS:

1. Members desiring any relevant information on the accounts at the meeting are requested to write to the Company at least seven days in advance of the date of meeting at its Registered Office, so as to enable the company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the meeting.

Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013:

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

In respect of item No. 5:

In accordance with the provisions of section 148 of the Companies Act, 2013 [the "Act"] and the Companies [Audit and Auditors] Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to product 'Nutralite' manufactured by the Company.

On the recommendation of the Audit Committee, the Board of Directors have approved the appointment of M/s. Dalwadi & Associates, Cost Accountants [Registration Number 000338] as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2017-2018, at a remuneration of Rs. 2.25 Lakhs

plus service tax and out of pocket expenses.

M/s. Dalwadi & Associates, Cost Accountants have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company. As per the provisions of the Act read with the Rules, the remuneration payable to the Cost Auditors shall be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice. Your Directors recommend the passing of this resolution by the members.

In respect of item No. 6:

Pursuant to the provisions of section 161 of the Companies Act, 2013 [hereinafter referred to as the Act], Mr. Kulin Lalbhai was appointed as an Additional Independent Director with effect from November 18, 2016.

Pursuant to the provisions of section 161[1] of the Act, Mr. Kulin Lalbhai holds office upto the date of the ensuing Annual General Meeting of the Company. A notice has been received from a member along with a deposit of requisite amount under section 160 of the Act proposing Mr. Kulin Lalbhai as a candidate for the office of the Director of the Company.

Mr. Kulin Lalbhai is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as an Independent Director. As per the provisions of section 149 of the Act, an Independent Director can hold office for a term upto five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Kulin Lalbhai that he meets criteria of independence as prescribed under section 149[6] of the Act and Regulation 17 of the Listing Regulations. Mr. Kulin Lalbhai, aged 31 years holds MBA degree from the Harvard Business School and a B. Sc. in Electrical Engineering from the Stanford University. Brief resume of Mr. Kulin Lalbhai, nature of his expertise in specific functional areas and names of the Companies

in which he holds directorships and memberships / Chairman of the Board / Committee, shareholding and relationships between Directors inter se, as stipulated under Listing Regulations with the stock exchanges are annexed to this notice.

In the opinion of the Board, Mr. Kulin Lalbhai fulfills the conditions as specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter of appointment of Mr. Kulin Lalbhai as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Keeping in view of his vast experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kulin Lalbhai as an Independent Director.

Save and except Mr. Kulin Lalbhai, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the passing of resolution as an Ordinary Resolution as set out at Item No. 6 of the Notice.

In respect of Item No. 7:

Under the provisions of the Companies Act, 2013 [the Act] certain documents such as the Register of Members and Index of Members, Register and Index of Debenture holders, register and index of any other security holders, Register of Renewed and Duplicate Shares and copies of all annual returns prepared, together with the copies of certificates and documents required

to be annexed thereto under section 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office is situated.

In the interest of operational and administrative convenience, it is proposed to keep the Register of Members, Register of Debenture holders, the Index of Members / Debenture holders, if any, other statutory Register required to be maintained under section 88 of the Companies Act, 2013 and copies of annual returns filed under section 92 of the Companies Act, 2013 or any one or more of them, at the office of the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 5th Floor, 506 to 508, Amarnath Business Centre – 1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006, a place other than its registered office.

Approval of the members is required under section 94 of the Act for effecting the change in the place at which the Register and Index of Members are to be kept.

The Board recommends the Special Resolution set out under Item No. 7 of the notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

By order of the Board of Directors

Place: Ahmedabad

Date: May 27, 2017

Dhaval N. Soni
Company Secretary

Annexure–A

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)], Regulations, 2015

Name of the Director	Dr. Sharvil P. Patel																			
Age	39 years																			
Date of Appointment on the Board	27th April, 2009																			
Brief resume and nature of expertise in functional areas	<p>Dr. Sharvil P. Patel is the Joint Managing Director of Cadila Healthcare Limited, parent Company, which is one of the leading global healthcare providers and the 4th largest pharmaceutical company in India. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, U.K., and a Doctorate from the same university for his research work in Breast Cancer at John Hopkins, Bayview Medical Centre, USA, Dr. Sharvil Patel possesses both Pharma and Research expertise.</p> <p>Young and astute with a natural bias for leading new streams of thoughts and initiatives, Dr. Sharvil P. Patel is a member of the Zydus Executive Board which oversees and reviews the different business verticals of the group and spearheads organization-wide initiatives. Combining 'big picture' thinking with a fine eye for details, Dr. Patel's leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap.</p> <p>Dr. Sharvil P. Patel has also brought in a new dimension to the consumer business – giving it a much larger positioning in the wellness domain. He officiates as the Chairman on the Board of Zydus Wellness Limited. The company is creating several novel experiences for the health conscious consumers and has a basket of niche products and iconic brands such as Sugar Free, Everyuth and Nutralite.</p>																			
Relationship between directors inter-se	None																			
Directorships held in other Listed Companies	Cadila Healthcare Limited																			
Memberships / Chairmanships of Committees in Listed Companies	<div>Zydus Wellness Limited<table><tr><th>Name of the Committee</th><th>Position Held</th></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr><tr><td>Share Transfer Committee</td><td>Chairman</td></tr><tr><td>CSR Committee</td><td>Chairman</td></tr></table></div> <div>Cadila Healthcare Limited<table><tr><th>Name of the Committee</th><th>Position Held</th></tr><tr><td>Stakeholders' Relationship Committee</td><td>Member</td></tr><tr><td>Share Transfer Committee</td><td>Member</td></tr><tr><td>CSR Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr></table></div>		Name of the Committee	Position Held	Nomination and Remuneration Committee	Member	Share Transfer Committee	Chairman	CSR Committee	Chairman	Name of the Committee	Position Held	Stakeholders' Relationship Committee	Member	Share Transfer Committee	Member	CSR Committee	Member	Risk Management Committee	Member
Name of the Committee	Position Held																			
Nomination and Remuneration Committee	Member																			
Share Transfer Committee	Chairman																			
CSR Committee	Chairman																			
Name of the Committee	Position Held																			
Stakeholders' Relationship Committee	Member																			
Share Transfer Committee	Member																			
CSR Committee	Member																			
Risk Management Committee	Member																			
Shareholding of Non-Executive Director	533 Equity Shares																			

Name of the Director	Mr. Kulin Lalbhai							
Age	31 years							
Date of Appointment on the Board	November 18, 2016							
Brief resume and nature of expertise in functional areas	<p>Mr. Kulin Lalbhai, aged 31 years holds MBA degree from the Harvard Business School and B. Sc. in Electrical Engineering from the Standford University.</p> <p>Mr. Kulin Lalbhai is currently the Executive Director of Arvind Limited, one of the reputed Company in textile industry. He is driving new initiatives in the consumer business of Arvind Group. Mr. Lalbhai also spearheads Arvind's foray into e-commerce space. He plays an active role in the overall corporate strategy for the group with particular focus on B2C businesses.</p> <p>Prior to the current position in Arvind Limited, Mr. Lalbhai worked with management consulting firm McKinsey & Co., Mumbai.</p>							
Relationship between directors inter-se	None							
Directorships held in other Listed Companies	1. Arvind Limited 2. Arvind Smartspaces Limited							
Memberships / Chairmanships of Committees in Listed Companies	Zydus Wellness Limited <table><tr><th>Name of the Committee</th><th>Position Held</th></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr></table>		Name of the Committee	Position Held	Audit Committee	Member	Nomination and Remuneration Committee	Member
Name of the Committee	Position Held							
Audit Committee	Member							
Nomination and Remuneration Committee	Member							
Shareholding of Non-Executive Director	Nil							

Registered Office: House No. 6 & 7, Sigma Commerce Zone,
Nr. Iscon Temple, Sarkhej-Gandhinagar Highway, Ahmedabad-380 015
Email: investor.grievance@zyduswellness.in Website: www.zyduswellness.in
Phone: +91 79 6777 5888, Fax +91 79 6777 5811

TWENTY THIRD ANNUAL GENERAL MEETING

2017

I/We hereby record my/our presence at the **Twenty Third Annual General Meeting** of the Company at J B Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on Friday, August 11, 2017 at 12.00 Noon.

Member's Folio / DPID-Client ID No.

Member's/Proxy's Signature

Member's/Proxy's Signature

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Electronic copy of the Annual Report for the financial year 2016–2017 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the Financial Year 2016–2017 and Notice of the AGM along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or who have requested for a hard copy.

Registered Office: House No. 6 & 7, Sigma Commerce Zone,
Nr. Iscon Temple, Sarkhej-Gandhinagar Highway, Ahmedabad-380 015
Email: investor.grievance@zyduswellness.in Website: www.zyduswellness.in
Phone: +91 79 6777 5888, Fax +91 79 6777 5811

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

Name of the Member(s):		
Registered Address:		
Email-Id:		
Folio No./Client ID:		DP ID:

I/We being the member(s) holding shares of the above named Company hereby appoint:

1. Name: Address:
E-mail Id: Signature:, or failing him/her;
 2. Name: Address:
E-mail Id: Signature:, or failing him/her;
 3. Name: Address:
E-mail Id: Signature:, or failing him/her;
- as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Third Annual General Meeting** of the Company, to be held on Friday, August 11, 2017 at J B Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP OF THE AGM VENUE



Resolution No.	Particulars of Resolution	Optional	
	Ordinary Business	For	Against
1	To adopt the Financial Statements [including consolidated Financial Statements] for the year ended on March 31, 2017.		
2	To confirm the interim dividend declared and paid as final dividend.		
3	To reappoint Dr. Sharvil P. Patel, Director retiring by rotation.		
4	To ratify appointment of Statutory Auditors and fix their remuneration.		
	Special Business		
5	To ratify remuneration to Cost Auditors.		
6	To regularize the appointment of Mr. Kulin Lalbhai as an Independent Director		
7	To maintain and keep the statutory registers at a place other than the registered office of the company		

Signed this..... day of..... 2017

Signature of member :

Affix
Revenue
Stamp not
Less than
₹ 0.15

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Third Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.