

Zydus Wellness

Registered Office :

Zydus Wellness Ltd. House No. 6 & 7, Sigma Commerce Zone, Nr. Iskcon Temple, S. G. Highway, Ahmedabad 380015, Gujarat, INDIA.

Tel: +91-79-67775888 (20 Lines) Fax: +91-79-67775811

www.zyduswellness.in

CIN-L15201GJ1994PLC023490

July 6, 2016

Listing Department

Code: 531 335

BOMBAY STOCK EXCHANGE LIMITED

P J Towers, Dalal Street, Fort,

Mumbai-400 001

Listing Department

Code: ZYDUSWELL

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, Bandra Kurla Complex,

Bandra (E),

Mumbai-400 051

Re.: **Cut-Off Date**

Dear Sir,

This is to inform that pursuant to Companies [Management and Administration] Amendment Rules, 2015, the Company has fixed July 27, 2016 as the **Cut-Off Date** for determining the eligibility of the members entitled to vote by electronic means and at the venue of Twenty Second Annual General Meeting scheduled to be held on Wednesday, August 3, 2016 at 10:00 a.m.

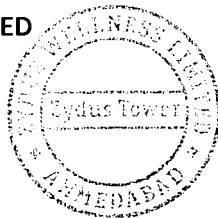
The members holding shares as on the cut-off date will be entitled to exercise their voting rights electronically or at the venue of the Annual General Meeting.

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 July 27, 2016.

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 Second** Annual General Meeting of the members of the Company will be held on Wednesday, August 3, 2016 at 10.00 a.m. 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, 2016 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 year 2015-2016.
3. To appoint a Director in place of Mr. Ganesh N. Nayak [DIN-00017481], 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 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. 2.00 lacs plus applicable service tax and out of pocket expenses at actuals for the financial year ending on March 31, 2017 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 2016-2017.”

By order of the Board of Directors

Place : Ahmedabad
Date : May 12, 2016

Dhaval N. Soni
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 [“Act”] in respect of business under item No. 5 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books shall remain closed from July 25, 2016 [Monday] to August 3, 2016 [Wednesday] [both days inclusive].
3. **A MEMEBR 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

Notice

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 10 a.m. on Monday, August 1, 2016. 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 authorise its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of Board Resolution / authorization document authorising 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 there against pursuant to provisions of section 205[C] of the Companies Act, 1956 and provisions of section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

Financial Year ended on	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
March 31, 2009	July 28, 2009	15	August 3, 2016
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

@ 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 First Annual General Meeting held on July 29, 2015 on its website – www.zyduwellness.in and on the website of Ministry of Corporate Affairs www.mca.gov.in

6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agent of the Company viz., M/s. Link Intime India Private Limited [Unit: Zydu Wellness Limited], Unit No. 303, 3rd Floor,

Notice

Shoppers' Plaza V, Off. C G Road, Ahmedabad-380 009, 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.

7. The information of the Director seeking 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.
8. Notice of the Twenty Second 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 Second 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.
9. **Members who have not registered their e-mail addresses 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 Second 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 provisions of section 108 of the Companies Act, 2013 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, 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 casted 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 casted 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.

Notice

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

- i) The remote e-voting period commences at 9:00 a.m. on Sunday, July 31, 2016 and ends at 5:00 p.m. on Tuesday, August 2, 2016. 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. July 27, 2016, 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 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 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 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.

Notice

- 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 mobiles. 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 on.
 - 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. Mehboob Lakhani**

Assistant 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. D. D. Sanghavi, Practicing Company Secretary [Membership No. FCS-3229], 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 result 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 Statement 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 [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 had approved the appointment of M/s Dalwadi & Associates, Cost Accountants [Registration Number 000338] as the Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2016-2017, at a remuneration of Rs. 2.00 lacs 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 are, 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.

By order of the Board of Directors

Place : Ahmedabad
Date : May 12, 2016

Dhaval N. Soni
Company Secretary

Annexure-A

Details of Director seeking 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	Mr. Ganesh N. Nayak
Age	61 years
Date of Appointment on the Board	July 27, 2006
Brief resume and nature of expertise in functional areas	Mr. Ganesh Nayak is the Chief Operating Officer and Executive Director of Cadila Healthcare Limited, the holding Company. He spearheads the business of the Zydus Cadila Group, including its Joint Ventures and Alliances. Mr. Nayak joined Zydus Cadila Group in 1977. With experience of more than 39 years, he has contributed significantly to the growth of Zydus Cadila over the years. Zydus Cadila has successfully undertaken several expansion plans during his association. With strategic insight and business acumen, Mr. Nayak has played a key role in several M&A deals and alliances. Strategic management skills, long standing expertise in sales and marketing and new insights from the Harvard Business School have catapulted Mr. Nayak to the global league of marketing professionals.
Relationship between directors inter-se	None
Directorships held in other Listed Companies	None
Memberships / Chairmanships of Committees in Listed Companies	Chairman : Stakeholders' Relationship Committee: Zydus Wellness Limited Member : Audit Committee Zydus Wellness Limited
Shareholding of Non-Executive Director	6,550 Equity Shares

Attendance Slip & Proxy Form
ZYDUS WELLNESS LIMITED
ATTENDANCE SLIP

[CIN:L15201GJ1994PLC023490]

Regd. 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 6777 5888 Fax +91 6777 5811

TWENTY SECOND ANNUAL GENERAL MEETING

2016

I/We hereby record my/our presence at the Twenty Second Annual General Meeting of the Company at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 on Wednesday, August 3, 2016 at 10:00 a.m.

Member's Folio/DP ID-Client ID No.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

ZYDUS WELLNESS LIMITED
PROXY FORM

[CIN:L15201GJ1994PLC023490]

Regd. 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 6777 5888 Fax +91 6777 5811

Name of the member (s) :

Registered address :

E-mail Id :

Folio / DP ID-Client ID No.:

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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Wednesday, August 3, 2016 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Attendance Slip & Proxy Form

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 2015–2016 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 2015–2016 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.

Resolution No.	Particulars of Resolution	Optional	
		For	Against
	Ordinary Business		
1.	To adopt the Financial Statements [including consolidated Financial Statements] for the year ended on March 31, 2016.		
2.	To confirm the interim dividend declared and paid as final dividend.		
3.	To reappoint Mr. Ganesh N. Nayak, Director retiring by rotation.		
4.	To ratify appointment of Statutory Auditors and fix their remuneration.		
	Special Business		
5.	To ratify remuneration to Cost Auditors.		

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp not
Less than
Re 0.15

Note:

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 Second 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.