

**Zydus
Wellness****ZYDUS WELLNESS LIMITED**

[CIN]: L15201GJ1994PLC023490

Regd. Office: House No. 6 & 7, Sigma Commerce Zone, Nr. Iscon Temple,
Sarkhej-Gandhinagar Highway, Ahmedabad-380 015.Web: www.zyduswellness.in, Email: investor.grievance@zyduswellness.in
Telephone: +91-79-6777 5888, Fax: +91-79-6777 5811**NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING, E-VOTING
INFORMATION AND BOOK CLOSURE****NOTICE IS HEREBY GIVEN THAT**

1. The Twenty Third Annual General Meeting [AGM] of the Members of the Company is scheduled to 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.
2. Electronic copies of the Notice of AGM and Annual Report for the Financial Year 2016-2017 have been sent to all the members whose email IDs are registered with the Company / Depository Participant[s]. The same are also available on the website of the Company at www.zyduswellness.in. Notice of AGM and Annual Report for Financial Year 2016-2017 have been sent to all other members at their registered address in the permitted mode. The dispatch of Notice of AGM has been completed on July 15, 2017.
3. Members holding shares either in physical form or dematerialized form, as on August 3, 2017, being the cut-off date, may cast their vote electronically on the business as set forth in the Notice of the AGM through electronic voting system of Central Depository Services [India] Limited [CDSL] from a place other than venue of AGM [remote e-voting]. All members are informed that:
 - i. The business as set forth in the Notice of the AGM may be transacted through voting by electronic means,
 - ii. The remote e-voting will commence at 9:00 a.m. on Tuesday, August 8, 2017,
 - iii. The remote e-voting shall end at 5:00 p.m. on Thursday, August 10, 2017,
 - iv. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is August 3, 2017,
 - v. E-voting module shall be disabled after 5:00 p.m. on August 10, 2017,
 - vi. A person who has acquired shares and become a member of the Company after the dispatch of notice of AGM and holding shares as on cut-off date, may cast vote by following the instructions for e-voting as provided in the Notice convening the AGM, which is available on the website of the Company and CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used to cast vote.
 - vii. The facility for voting through poll paper shall also be made available at the AGM and Members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - viii. The Notice of AGM is available on the website of the Company www.zyduswellness.in and also on the website of CDSL www.evotingindia.com.
 - ix. Members can opt for only one mode of voting, i.e., e-voting or poll paper. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes casted through poll paper shall be treated as invalid.
 - x. Mr. Dilip P. Shah of D. Shah & Associates, Practicing Chartered Accountant has been appointed as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
 - xi. For details relating to remote e-voting, please refer to the Notice of the AGM. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evotingindia.com or contact at toll free No. 1800-200-5533. In case of any grievances connected with facility for voting by electronic means, please contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16th Floor, P J Towers, Dalal Street, Fort, Mumbai-400 001. Email : helpdesk@cdslindia.com.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy/ through authorized representative, provided that all proxies in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the AGM.

4. The entry at the meeting venue will be regulated by Attendance Slip, which has been sent along with the Annual Report to the Members. Members who have received Attendance Slip by electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Please note that duplicate Attendance Slip will not be issued.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from July 31, 2017 to August 11, 2017 [both days inclusive] for annual closing.

For, ZYDUS WELLNESS LIMITED

Sd/-

DHAVAL N. SONI

COMPANY SECRETARY

Place : Ahmedabad
Date : July 15, 2017Place :
Date :