



ZYDUS WELLNESS LIMITED

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Sarkhej–Gandhinagar Highway, Ahmedabad–380015.
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CIN: L15201GJ1995PLC023490

NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY FOR THE FINANCIAL YEAR 2018–2019

NOTICE is hereby given that the first Extra Ordinary General Meeting for the Financial Year 2018–2019 of the members of Zydus Wellness Limited (the “**Company**”) is scheduled to be held on Friday, January 4, 2019 at 10:00 a.m. at J B Auditorium, ATIRA Campus, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad–380015, to transact the following special businesses:

SPECIAL BUSINESSES:

1. To increase the Authorized Share Capital of the Company and amendment in the Capital Clause of the Memorandum of Association of the Company:

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 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and provisions of the Articles of Association, approval of the members, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 45,00,00,000 (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each by creating additional 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each and consequently first paragraph of Clause No. V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is ₹ 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company as they may think fit.”

2. To make loan(s) or give guarantee(s) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013:

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 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the **Board**’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in

inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership ("LLPs") in one or more tranches, whether in India or overseas, upto maximum amount of ₹ 55,00,00,00,000/- (Rupees Five Thousand Five Hundred Crore only) outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

3. To borrow funds in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013:

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the **Board**" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to such aggregate borrowings not exceeding the amount which is ₹ 30,00,00,00,000/- (Rupees Three Thousand Crore only) over and above the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium account and that the Board be and is hereby empowered and authorised to arrange funds and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents and writings to give effect to this resolution."

4. To borrow funds by way of issuance of Non-Convertible Debentures:

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**"), and rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended up to date, and other applicable SEBI regulations, circulars and guidelines, the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the **Board**" which term shall be deemed to include any committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot, in one or more tranches secured or unsecured, redeemable, non-convertible debentures ("**NCDs**") including but not limited to subordinate debentures, bonds, and/or other debt securities, etc. on private placement

basis, during the period of one year from the date of passing of the special resolution by the members, for an amount not exceeding ₹ 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crore only) on such terms and conditions and at such times at par, as may be decided by the Board to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall amount of borrowing of ₹ 30,00,00,00,000/- (Rupees Three Thousand Crore only) as may be approved by the Members at any point of time, in addition to the limits prescribed under the provisions of section 180 of the Act.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of Secured Redeemable Non-Convertible Debenture / Bonds as aforesaid.”

5. To create charge on the assets of the Company as prescribed under section 180(1)(a) of the Companies Act, 2013:

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures, bonds or other debt instruments), issued / to be issued by the Company, subject to the limits approved under section 180(1)(c) of the Act, as per Resolution No. 3 and 4 of this Notice, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / *pari passu* / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

6. To issue shares on Private Placement basis to True North (as defined below) :

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the **“Act”**), the Memorandum of Association and the Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions of any regulatory authority including Competition Commission of India (**“CCI”**), if applicable, Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Ministry of Corporate Affairs, Reserve Bank of India and Government of India and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, SEBI, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the **“SEBI (ICDR) Regulations”**) to the extent applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any other relevant statutory and governmental authorities, approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the **“Stock Exchanges”**) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 72,35,890 (Seventy Two Lakh Thirty Five Thousand Eight Hundred and Ninety) equity shares having face value of ₹ 10/- (Rupees Ten only) each, at the issue price of ₹ 1,382/- (Rupees One Thousand Three Hundred Eighty Two only) including a premium of ₹ 1,372/- (Rupees One Thousand Three Hundred Seventy Two only) aggregating to an amount of ₹ 9,99,99,99,980/- (Rupees Nine Hundred Ninety-Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty only) to True North Fund V LLP (a SEBI-registered Category II Alternative Investment Fund, having its registered office at Rocklines House, Ground Floor, 9/2, Museum Road, Bengaluru-560001), True North Fund VI LLP (a SEBI-registered Category II Alternative Investment Fund, having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055), Oakenshield Private Limited (a company, having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055) and/ or another entity that will be legally and beneficially owned by True North Fund V LLP and/ or True North Fund VI LLP (**“True North”**), in accordance with the SEBI (ICDR) Regulations and other applicable laws, for consideration in cash under **“Non-Promoter Category”** by way of preferential allotment to True North on a private placement basis, as the Board may, in its absolute discretion, think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to True North by way of a Preferential Issue or allotment shall, *inter alia*, be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to True North Fund in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority including CCI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (ii) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;

- (iii) The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a Preferential Issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, December 5, 2018, being 30 days prior to the date of the Extra Ordinary General Meeting;
- (iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- (vi) The equity shares so offered, issued and allotted to True North are being issued for cash consideration; and
- (vii) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the equity shares to be created, offered, issued and allotted to True North shall rank *pari passu* in all respects with the existing equity shares of the Company (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to True North provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

7. To issue shares on Private Placement basis to Pioneer Investment Fund:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the Memorandum of Association and the Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions of any regulatory authority including Competition Commission of India (“**CCI**”), if applicable, Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs, Reserve Bank of India and Government of India and

subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, SEBI, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “**SEBI (ICDR) Regulations**”) to the extent applicable and subject to necessary approvals, permissions, sanctions and consents, as may be required, from any other relevant governmental authorities, approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 7,23,589 (Seven Lakhs Twenty Three Thousand Five Hundred Eighty Nine) equity shares having face value of ₹ 10/- (Rupees Ten only) each, at the issue price of ₹ 1,382/- (Rupees One Thousand Three Hundred Eighty Two only) including a premium of ₹ 1,372/- (Rupees One Thousand Three Hundred Seventy Two only) aggregating to an amount of ₹ 99,99,99,998/- (Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Ninety Eight only) to Pioneer Investment Fund, having its office at Premji Invest, # 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore-560035 in accordance with the SEBI (ICDR) Regulations and other applicable laws, for consideration in cash under “**Non-Promoter Group Category**” by way of preferential allotment to the Pioneer Investment Fund on a private placement basis as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Pioneer Investment Fund by way of a Preferential Issue or allotment shall *inter alia* be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to Pioneer Investment Fund in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority including CCI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- ii. The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- iii. The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a Preferential Issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, December 5, 2018, being 30 days prior to the date of the Extraordinary General Meeting;
- iv. The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- v. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- vi. The equity shares so offered, issued and allotted to Pioneer Investment Fund are being issued for cash consideration; and
- vii. The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem

necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to Pioneer Investment Fund, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the equity shares to be created, offered, issued and allotted to Pioneer Investment Fund shall rank *pari passu* in all respects with the existing equity shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

8. To issue shares on Private Placement basis to Cadila Healthcare Limited, promoter and the holding 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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the **"Act"**), the Memorandum of Association and the Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions of any regulatory authority including Competition Commission of India (**"CCI"**), if applicable, Securities and Exchange Board of India (**"SEBI"**), Stock Exchanges, Ministry of Corporate Affairs, Reserve Bank of India and Government of India and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, SEBI, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**"Listing Regulations"**), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the **"SEBI (ICDR) Regulations"**) to the extent applicable and subject to necessary approvals, permissions, sanctions and consents, as may be required, from any other relevant governmental authorities, approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the **"Stock Exchanges"**) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to

create, offer, issue and allot 85,02,170 (Eighty Five Lakhs Two Thousands One Hundred and Seventy) equity shares having face value of ₹ 10/- (Rupees Ten only) each, at the issue price of ₹ 1,382/- (Rupees One Thousand Three Hundred Eighty Two only) including a premium of ₹ 1,372/- (Rupees One Thousand Three Hundred Seventy Two only) aggregating to an amount of ₹ 11,74,99,98,940/- (One Thousand One Hundred Seventy Four Crores Ninety Nine Lacs Ninety Eight Thousand Nine Hundred Forty only) to Cadila Healthcare Limited, having its registered office at Zydus Tower, Satellite Cross Roads, Sarkhej–Gandhinagar Highway, Ahmedabad–380015 in accordance with the SEBI (ICDR) Regulations and other applicable laws for consideration in case under “**Promoter Category**” by way of preferential allotment to the Cadila Healthcare Limited on a private placement basis as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Cadila Healthcare Limited by way of a Preferential Issue or allotment shall *inter alia* be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to Cadila Healthcare Limited in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority including CCI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (ii) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a Preferential Issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, December 5, 2018, being 30 days prior to the date of the Extraordinary General Meeting;
- (iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The equity shares so offered, issued and allotted to Cadila Healthcare Limited are being issued for cash consideration; and
- (vii) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to Cadila Healthcare Limited, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the equity shares to be created, offered, issued and allotted to Cadila Healthcare Limited shall rank *pari passu* in all respects with the existing equity shares of the Company (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

9. To issue shares on Private Placement basis to Zydus Family Trust, a promoter group entity:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the Memorandum of Association and the Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions of any regulatory authority including Competition Commission of India (“**CCI**”), if applicable, Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Ministry of Corporate Affairs, Reserve Bank of India and Government of India and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, SEBI, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “**SEBI (ICDR) Regulations**”) to the extent applicable and subject to necessary approvals, permissions, sanctions and consents, as may be required, from any other relevant governmental authorities, approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 21,70,767 (Twenty One Lacs Seventy Thousands Seven Hundred and Sixty Seven) equity shares having face value of ₹ 10/- (Rupees Ten only) each, at the issue price of ₹ 1,382/- (Rupees One Thousand Three Hundred Eighty Two only) including a premium of ₹ 1,372/- (Rupees One Thousand Three Hundred Seventy Two only) aggregating to an amount of ₹ 2,99,99,99,994/- (Rupees Two Hundred and Ninety Nine Crores Ninety Nine Lacs Ninety Nine Thousands Nine Hundred and Ninety Four only) to Zydus Family Trust, having its office at 16, Azad Society, Ambawadi, Ahmedabad–380015 in accordance with the SEBI (ICDR) Regulations and other applicable laws for consideration in case under “**Promoter Group Category**” by way of preferential allotment to the Proposed Allottee on a private placement basis as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Zydus Family Trust by way of a Preferential Issue or allotment shall *inter alia* be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by

any regulatory authority including CCI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

- ii. The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- iii. The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a Preferential Issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, December 5, 2018, being 30 days prior to the date of the Extraordinary General Meeting;
- iv. The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- v. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- vi. The equity shares so offered, issued and allotted to Zydus Family Trust are being issued for cash consideration; and
- vii. The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to Zydus Family Trust, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the equity shares to be created, offered, issued and allotted to Zydus Family Trust shall rank *pari passu* in all respects with the existing equity shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.”

10. To approve Material Related Party Transaction with Cadila Healthcare Limited for issue of shares on Private Placement basis:

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and other applicable Rules, if any, regulation 23(4) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with Cadila Healthcare Limited, a related party within the meaning of section 2(76) of the Act and regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 11,75,00,00,000/- (Rupees One Thousand One Hundred and Seventy Five Crore only) for the Financial Year 2018–2019, as per Resolution No. 8 of this Notice, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis."

11. To approve Material Related Party Transaction with Zydus Family Trust for issue of shares on private placement basis:

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable Rules, if any, regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with Zydus Family Trust, a Related Party within the meaning of section 2(76) of the Act and regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 3,00,00,00,000/- (Rupees Three Hundred Crore only) for the Financial Year 2018–2019, as per Resolution No. 9 of this Notice, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at an arm's length basis."

12. To approve Material Related Party Transaction with Zydus Family Trust for availing loan:

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable Rules, if any, regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the Company's policy on Related Party Transactions and subject to such approvals, confirmations, no-objections that may be required, approval of the members be and is hereby accorded to the Board of Directors (which the term shall include any Board Committee duly authorised by the Board) of the Company to enter into material related party transaction(s) by availing Secured / Unsecured Loan (hereinafter referred to as Loan) of upto ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only), in one or more tranches, from M/s Zydus Family Trust, one of the Promoters of the Company and a Related Party within the meaning of section 2(76) of the Act and regulation 2(1)(zb) of the Listing Regulations, on such terms as detailed in the explanatory statement and any modifications / amendments thereto, from time to time, as may be approved by the Board, subject to the condition that the aggregate of the principal amount of such Loan shall not exceed an amount of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) at any point of time, notwithstanding that the value of such transaction(s) may exceed the material threshold prescribed under regulation 23 of Listing Regulations or any other regulatory requirements."

13. To approve alterations in the Articles of Association 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 14 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), certain Articles of the existing Articles of Association are amended as under:

- i. In Article 2, after the definition of "Act" and before the definition of "Annual General Meeting", the following definition to be inserted:

"Acquisition Transaction" means the purchase by the Company (directly or indirectly) of the entire shareholding of the Target.

- ii. In Article 2, after the definition of “Board” or “Board of Directors” and before the definition of “Company” or “the Company”, the following definition to be inserted:

“**Closing**” means the completion of all actions and transactions contemplated under Share Subscription Agreement dated December 6, 2018 relating to the preferential issue of Equity Shares to the Investor and subscription by the Investor of such Equity Shares;

- iii. In Article 2, after the definition of “Director” and before the definition of “Extraordinary General Meeting”, the following definition to be inserted:

“**Equity Shares**” means and refers to fully paid up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten only) each;

- iv. In Article 2, after the definition of “General Meeting” and before the definition of “Member”, the following definitions to be inserted:

“**Identified Committees**” means the ‘audit committee’ and the ‘nomination and remuneration committee’, and such other key committees as may be constituted by the Board from time to time, with respect to financial, business-related, strategic and regulatory matters.

“**Investor**” means collectively, True North Fund V LLP, a Category II Alternative Investment Fund incorporated under the laws of India (and having its Registered Office at Rocklines House, Ground Floor, 9/2 Museum Road, Bengaluru), and True North Fund VI LLP, a Category II Alternative Investment Fund incorporated under the laws of India (and having its Registered Office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055) (which expression shall, unless repugnant to the context or meaning thereof, be deemed to include the relevant successors and permitted assigns)

- v. In Article 2, the definition of “Shares” and “Shares in the Company” to be substituted as under:

“**Shares**” and “**Shares in the Company**” includes Equity Shares and all other classes of shares in the capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

- vi. In Article 2, after the definition of “Shares” and “Shares in the Company”, the following definition to be inserted:

“**Target**” means Heinz India Private Limited.

- vii. After existing Article 3, the following new Article 3A to be inserted:

3A. Articles 71A, 71B and 103 (“**Identified Articles**”) shall come into effect upon occurrence of Closing. Upon occurrence of Closing, in case of any inconsistency between the Identified Articles and any other provision mentioned in these Articles, then the Identified Articles shall prevail. In the event the Closing does not take place by May 31 2019, the Identified Articles shall be deemed to be deleted from these Articles and shall not form part of these Articles.

- viii. After existing Article 71, the following new Articles to be inserted:

71A. (a) The Investor shall at all times be entitled to nominate 1 (one) individual to the Board as long as it holds 10% (ten per cent) of the Equity Shares of the Company on a fully diluted basis. The individual to be so nominated by the Investor and appointed as a nominee director on the Board of the Company is referred as the “Investor Nominee Director”.

(b) The Investor Nominee Director shall be a non-executive Director who shall not be liable to retire by rotation. In the event that the Investor Nominee Director is required to retire by rotation under applicable law, the Company shall, subject to applicable law, ensure that such Investor Nominee Director is reappointed at the same meeting of the Board in which his retirement is taken on record.

(c) Subject to the provisions of applicable laws, upon the recommendation by the Investor, the Company shall cause the Board to appoint an alternate Director, to attend in person instead of, and act for, the Investor Nominee Director, during the Investor Nominee Director’s absence from India for the relevant period

prescribed under the Act. Upon such appointment of an alternate Director, any decision or action of such alternate Director taken in person at a meeting of the Board, shall be deemed to be that of the Investor Nominee Director whose alternate he / she is. The appointment of any alternate Director(s) shall be taken up in any meeting of the Board prior to taking up any other item of the agenda.

- (d) Subject to the applicable laws, the Investor Nominee Director may be removed from office only on the recommendation (by written notice) of the Investor. Any vacancy created on the Board on account of removal or resignation of the Investor Nominee Director may be filled by the Investor by written notice to the Company. Such individual (nominated by the Investor vide the said written notice) will be appointed as a nominee director on the Board of the Company at the next Board meeting of the Company held after the delivery of such notice to the Company.
 - (e) The Investor Nominee Director shall not be required to hold any qualification shares.
 - (f) Subject to applicable laws, the Investor Nominee Director shall be covered by the directors and officers liability insurance maintained by the Company, on the same terms as applicable to the other Directors of the Company.
 - (g) The Investor Nominee Director shall have the right to be a voting member of all Identified Committees.
 - (h) Upon completion of the Acquisition Transaction, the Company shall ensure that the Investor shall have the right to nominate 1 (one) individual as director on the board of directors of the Target. The provisions relating to the rights and obligations of the Investor Nominee Director in this Agreement shall apply to such nominee director appointed in respect of the Target (as applicable).
- 71B. (a) If the Investor is entitled to nominate 1 (one) individual to the Board as per Article 71A (a) and in the event the Investor has not nominated the Investor Nominee Director in terms of Article 71A above, the Investor shall have the right to appoint one (1) representative as an observer (an "Observer").
- (b) The Observer shall have the right to attend each meeting of the Board and each Identified Committee (whether in person, by telephone, via videoconference or otherwise), in a non-voting, non-participative observer capacity. The Company shall provide notice of each meeting of the Board and each Identified Committee to the Investor and the Observer concurrently with and, in the same manner (together with the agenda and a copy of all materials) as provided to the Directors, as applicable, in connection with such meeting, to enable the Observer to attend such meeting.
 - (c) The Observer shall not be recorded or represented to be a member of the Board or to have voted at any Board (or Identified Committee) meetings or on any Board (or Identified Committee) resolution nor shall the Observer be counted towards the quorum for any Board (or Identified Committee) meeting or proceeding. All minutes and other records of proceedings of the Board and Identified Committees, as applicable, shall clearly distinguish between the differing capacities of attendees or participants (whether Directors, Observer or otherwise) and, in the case of individual participants, between attendance at the meeting and voting on any resolutions or other proceedings. The Company shall, promptly on request, make any revisions to minutes or other records requested by the Investor to clarify the Observer's role.
 - (d) The Observer shall be deemed to be acting as an observer and not as an agent, proxy holder or legal representative of the Investor. In the absence of a separate express written instrument duly executed by an authorized representative of the Investor, the Observer shall not have, and nothing in these Articles shall be deemed to confer upon any Observer, any power or authority to do any of the following in the name or on behalf of the Investor:
 - (i) to make, enter or bind the Investor to any contract or undertaking;
 - (ii) to accept notices, communications, or service of legal process;

- (iii) to compromise or settle any claim or dispute;
 - (iv) to grant or withhold any consent or approval;
 - (v) to modify or waive, in whole or in part, the benefit of any right, privilege or preference;
 - (vi) to vote, to abstain from voting, or to grant a proxy to any person to vote at any meeting or otherwise; or
 - (vii) to exercise or waive any right, preference or privilege of, or inuring to the benefit of the Investor.
- (e) Upon completion of the Acquisition Transaction, in the event the Investor has not nominated an individual as a nominee director of the Investor on the board of directors of the Target, the Investor shall have the right to nominate 1 (one) representative as an observer. The provisions relating to the rights and obligations of the Observer in this Article shall apply to such observer appointed in respect of the Target.
- ix. After existing Article 102, the following Article to be inserted:
- 103 (a) The Company agrees that it shall not issue to any Person (a “New Shareholder”) any Equity Shares or other securities/instruments convertible into Equity Shares with more favourable rights than those provided to the Investor. If the Company issues Equity Shares or other securities/instruments convertible into Equity Shares to any person, with more favourable rights as contemplated in this Article 103 are provided to any New Shareholder, then all such favourable terms offered in connection with such issuance shall be forthwith made available to the Investor. The Company and Investor shall, subject to applicable laws, take all steps necessary in order to ensure satisfactory exercise of such rights by the Investor; including amending these Articles to give effect to any modification of rights of the Investor; (b) Upon completion of the Acquisition Transaction, the Investor shall, and the Company shall ensure that the Investor shall have the rights available to it under this Article 103(a), with respect to the Target.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By order of the Board of Directors

Place : Ahmedabad
Date : December 6, 2018

Dhaval N. Soni
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, in respect of the businesses under items 1 to 13 of the Notice is annexed hereto.
2. **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 aggregate not more than 10% 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 Extra Ordinary General Meeting (“EOGM”) i.e. by 10:00 a.m. on Wednesday, January 2, 2019. A Proxy form is being 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.

3. Corporate members intending to send their authorised representatives to attend the EOGM are requested to send to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorising their representative to attend and vote on their behalf at the EOGM.
4. Notice of the EOGM 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 addresses, physical copies of the Notice of the EOGM, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through permitted mode.
5. **Members who have not registered their e-mail addresses, so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**

Members may also note that the Notice of the EOGM will also be available on the Company’s website www.zyduswellness.in for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company’s investor email id investor.grievance@zyduswellness.in.

6. **E-Voting (voting through electronic means):**

The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Standard 8 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 EOGM (remote e-voting). The facility for voting shall be made available at the venue of the EOGM through electronic voting 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.

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 venue of the EOGM. 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 www.cdslindia.com.

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

The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 28, 2018 are entitled to vote on Resolutions set forth in the Notice of EOGM. Eligible members who have acquired shares after the dispatch of the Notice of EOGM 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 commences at 9:00 a.m. on Tuesday, January 1, 2019 and ends at 5:00 p.m. on Thursday, January 3, 2019. 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. December 28, 2018, 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.
- (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 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 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 also to be used by the demat holders for voting on resolutions of any other company in which they are eligible to vote, provided that 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 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 use mobile app—“m-voting” for e-voting. M-voting app is available on Apple, Android and Windows based mobiles. Members may login to m-voting using their e-voting credentials to vote for the company resolutions.
- (xix) Note for Non-Individual Members and Custodians
- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians 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:

Name: Mr. Rakesh Dalvi

Designation: Deputy Manager, CDSL

Address: Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001

Email id: helpdesk.evoting@cdslindia.com

Tel: 18002005533

A member can opt for only one mode of voting i.e. either through remote e-voting or 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. Hitesh D. Buch, Practicing Company Secretary (Membership No. 3145), to act as the Scrutinizer for conducting the voting at the venue of EOGM 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 shall be announced by the Chairman or any other person authorised by him immediately after the receipt of the report of the Scrutinizer.

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 the CDSL www.cdslindia.com 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 1:**

As per item Nos. 6, 7, 8 and 9 of the Notice, the Company proposes to issue equity shares on preferential basis. To enable the Company to issue shares, it is proposed to increase the existing Authorized Share Capital of the Company from ₹ 45,00,00,000/- (Rupees Forty Five Crore only) to ₹ 1,00,00,00,000/- (Rupees One Hundred Crore only) as per the resolution.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company. Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2:

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

The Company has entered into definitive agreements to acquire 100% shareholding of Heinz India Private Limited from its shareholders for a transaction value of ₹ 45,95,00,00,000/- (Rupees Four Thousand Five Hundred and Ninety Five Crore only). The proposed acquisition may be made either by the Company or any of its associate company. If the acquisition either made jointly with an associate Company, the Company will provide loan / debt or invest in the respective associate Company to enable it to acquire the part of the shares as may be decided by the Board. The proposed transaction of acquisition of shares and providing loan or making an investment in associate Company will exceed the limits prescribed under provisions of section 186 of the Companies Act, 2013 and the Rules made thereunder. Therefore, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding ₹ 55,00,00,00,000/- (Rupees Five Thousand Five Hundred Crore only) in addition to the limits prescribed under section 186 of the Companies Act, 2013.

Such loan(s) shall be given and investment(s) shall be made or guarantee(s) shall be given by the Board of Directors of the Company or Committees thereof in other body corporate(s) or other person(s) including subsidiary(ies)/ step subsidiary(ies) in India and abroad from time to time.

Your directors recommend the resolution for approval of the shareholders by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this Special Resolution.

Item Nos. 3, 4 and 5:

Keeping in view your Company's proposal to acquire 100% shares of Heinz India Private Limited, the Company will require to borrow funds for payment of consideration towards cost of acquisition. The Company will require borrowing funds by way of issuing Secured Redeemable Non-Convertible Bonds / Debentures as well.

It is proposed to borrow funds from any one or more Banks, Financial Institutions, Insurance Companies, Mutual Funds and other Persons, Firms, Bodies Corporate for an aggregate amount of ₹ 30,00,00,00,000/- (Rupees Three Thousand Crore Only) in excess of the borrowing limits under the provisions of section 180(1)(c) of the Companies Act, 2013 (the "Act").

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable or intangible properties of the Company, its holding, subsidiary or associate company, such form, manner and

ranking as may be determined by the Board from time to time, in consultation with the lender(s) for a sum not exceeding ₹ 30,00,00,00,000/- (Rupees Three Thousand Crore Only).

The consent of the members is required under the provisions of sections 180(1)(c) and 180(1)(a) of the Act, to borrow funds in excess of the limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

The Company also proposes to issue Secured Non-Convertible Debentures (NCDs) to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors. The amount to be raised by way of issue of NCDs on a private placement basis however shall not exceed ₹ 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crore only) in aggregate. The aforesaid borrowings by way of issue of NCDs shall be within the overall borrowing limits authorized by Members.

It may be noted that pursuant to rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with section 42 of the Companies Act, 2013, a Company shall obtain previous approval of members by a special resolution for all the offer or invitation for NCDs to be made through a private placement basis in one or more tranches and validity of such approvals would be one year from the date of passing of such resolution. Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) for issue of NCDs on private placement basis upto ₹ 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crore only) as stipulated above, in one or more tranches, anytime within one year from the date of passing the Resolution.

Accordingly, the proposed Resolutions at Item Nos. 3, 4 and 5 of the Notice is placed for your approval by way of Special Resolutions to enable the Company to exercise the aforesaid powers as and when required.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolutions.

Item Nos. 6, 7, 8 and 9:

The following terms used in the explanatory statement have the meaning set forth herein below:

- **Allotment Shares**—Upto 1,86,32,416 (One Crore Eighty Six Lakh Thirty Two Thousand Four Hundred and Sixteen) equity shares of the Company proposed to be issued and allotted to the Proposed Allottees on preferential allotment basis for cash aggregating to ₹ 25,74,99,98,912/- (Rupees Two Thousand Five Hundred and Seventy Four Crore Ninety Nine Lakh Ninety Eight Thousand Nine Hundred and Twelve only), in the manner set forth in the SEBI (ICDR) Regulations.
- **Board**—Board of Directors of the Company (which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution).
- **Company**—Zydus Wellness Limited.
- **Listing Regulations**—Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- **Proposed Allottees**—(in context of issue and allotment of the Allotment Shares) (a) True North Fund V LLP, a SEBI registered Category II Alternative Investment Fund incorporated under the laws of India (and having its Registered Office at Rocklines House, Ground Floor, 9/2 Museum Road, Bengaluru—560001), and True North Fund VI LLP, (a SEBI-registered Category II Alternative Investment Fund incorporated under the laws of India (and having its Registered Office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055), Oakenshield Private Limited (a company, having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055) and/ or another entity that will be legally and beneficially owned by True North Fund V LLP and/ or True North Fund VI LLP (“**True North**”); (b) Pioneer Investment Fund; (c) Cadila Healthcare Limited; and (d) Zydus Family Trust.
- **SEBI (ICDR) Regulations**—Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- **Stock Exchanges**—collectively the BSE Limited and the National Stock Exchange of India Limited.

Pursuant to the applicable provisions of section 62 of the Companies Act, 2013 and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by the way of a further issue shares, such shares need to be offered to persons who, at the date of the offer, are the holders of equity shares of the company in the manner prescribed in the said section unless the Shareholders decide otherwise in a General Meeting by way of a Special Resolution.

Post allotment of the Allotment Shares, (a) True North will hold 72,35,890 (Seventy Two Lakhs Thirty Five Thousand Eight Hundred and Ninety) Equity Shares of ₹ 10/- (Rupees Ten only) each, (b) Pioneer Investment Fund, will hold 7,23,589 (Seven Lakhs Twenty Three Thousand Five Hundred and Eighty Nine) Equity Shares of ₹ 10/- (Rupees Ten only) each, (c) Cadila Healthcare Limited will hold 3,66,65,925 (Three Crore Sixty Six Lakhs Sixty Five Thousand Nine Hundred Twenty Five) Equity Shares of ₹ 10/- (Rupees Ten only) each and (d) Zydus Family Trust will hold 23,45,262 (Twenty Three Lakhs Forty Five Thousand Two Hundred Sixty Two) Equity Shares of ₹ 10/- (Rupees Ten only) each, collectively 4,69,70,666 (Four Crore Sixty Nine Lakhs Seventy Thousand Six Hundred and Sixty Six) Equity Shares of ₹ 10/- (Rupees Ten only) each.

The allotment of the Allotment Shares does not in any manner whatsoever, amount to any transfer of ownership and / or control of the Company to the Proposed Allottees under Item Nos. 6 and 7 of the Notice, whereas the allotment of shares to Cadila Healthcare Limited, the holding company and Zydus Family Trust, one of the promoters / promoter group are concerned, they are already in the control of the management of the Company.

Cadila Healthcare Limited is the holding company and a Promoter of the Company. Further, upon completion of the proposed allotment of equity shares, True North will have a right to appoint one Director on the Board of the Company, as a nominee director. If True North does not nominate such director, True North will have the right to nominate an individual as an observer.

Further, the approval of the members by way of a resolution is required, *inter alia*, pursuant to the provisions of Regulation 23(4) of the Listing Regulations, for approval of all “material related party transactions”, as defined under Regulation 23(1) of the Listing Regulations.

Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations are as under:

1. The objects of the Preferential Issue:

The Company has entered into Share Purchase Agreement dated October 24, 2018 (“SPA”) with, inter alia, Cadila Healthcare Limited and Heinz India Private Limited to acquire 100% shareholding of Heinz India Private Limited (“Target”) and the Company is required to pay to the Sellers under such SPA, consideration towards the said acquisition and to meet the funding requirements of the Company to pay such consideration, the proposed issue and allotment of the Allotment Shares is to be made to the Proposed Allottees. The proposed acquisition may be made either by the Company or any of the associate company.

2. Number of shares and Pricing of Preferential Issue:

It is proposed to issue and allot in aggregate 1,86,32,416 (One Crore Eighty Six Lakh Thirty Two Thousand Four Hundred and Sixteen) Equity Shares of ₹ 10/- (Rupees Ten only) each. The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI (ICDR) Regulations is fixed at ₹ 1,382/- (Rupees One Thousand Three Hundred and Eighty Two only) (including premium of ₹ 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only)) per equity share.

The equity shares of Company are listed on Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with SEBI (ICDR) Regulations. For the purpose of computation of the price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and accordingly has been considered. In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, based on the pricing formula prescribed under Chapter V of SEBI (ICDR) Regulations has been worked out at ₹ 1,381.98 (Rupees One Thousand, Three Hundred and Eighty One and Ninety Eight paise) per equity share. The issue price per equity share is ₹ 1,382/- (Rupees One Thousand Three Hundred and Eighty Two only).

3. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Directors, Key Managerial Personnel or Promoters of the Company except Cadila Healthcare Limited and Zydus Family Trust, one of the promoters and promoter group of the Company intend to subscribe to the Allotment Shares as per Item Nos. 6 and 7 of the Notice.

4. **The shareholding pattern of the Company before and after the proposed issue of shares:**

Sr. No.	Category	Pre-issue Shareholding*		Shareholding Pattern on the date of listing of Equity Shares issued pursuant to proposed preferential allotment	
		No. of shares held	% holding	No. of shares held	% holding
A.	Promoters and Promoter Group Holding				
1.	Indian Promoters / Promoter Group:				
	Individuals / HUF	4797	0.01	4797	0.01
	Trust	174495	0.45	2345262	4.06
	Bodies Corporate	28164395	72.08	36666565	63.54
	Sub Total	28343687	72.54	39016624	67.61
2.	Foreign Promoters / Promoter Group:				
	Individuals / HUF	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub Total	0	0	0	0
	Sub Total (A)	28343687	72.54	39016624	67.61
B1.	Non – Promoters’ holding:				
	Institutions:				
	Mutual Funds	1769347	4.53	1769347	3.08
	Alternative Investment Funds	0	0	7959479	13.79
	Foreign Portfolio Investor (Corporate)	1943012	4.97	1943012	3.36
	Financial Institutions / Banks	1518493	3.89	1518493	2.63
	Insurance Companies	0	0	0	0
	Sub Total (B1)	5230852	13.39	13190331	22.86
B2.	Others				
	Individuals	3116660	7.99	3116660	5.41
	Bodies Corporate	1954133	5.01	1954133	3.39
	Non-Resident Indians (Repatriable)	145894	0.37	145894	0.25
	Non-Resident Indians (Non-Repatriable)	94496	0.24	94496	0.16
	Clearing Member	31368	0.08	31368	0.05
	Directors and relatives	7323	0.01	7323	0.01
	Trust	573	0.00	573	0.00
	Hindu Undivided Family	79103	0.20	79103	0.14
	Foreign Portfolio Investor (Individual)	0	0	0	0.00
	Others (IEPF and NBFCs)	68000	0.17	68000	0.12
	Sub Total (B2)	5497550	14.07	5497550	9.53
	Grand Total (A + B1 + B2)	39072089	100.00	57704505	100.00

* As on November 30, 2018.

Cadila Healthcare Limited and Zydus Family Trust, mentioned in the resolutions are a part of the Promoter Group of the Company.

5. **The proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Allotment Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Allotment Shares, and in the event the allotment of the Allotment Shares requires any approval(s) from any regulatory authority including Competition Commission of India or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities, as the case may be.

6. **Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:**

Name and Address of the proposed Allottees	Category	Pre Issue Holding		No. of Equity Shares to be allotted *	Post Issue Holding		Name of the natural persons, who are the ultimate beneficial owners
		No. of Equity Shares held	% of Holding		No. of Equity Shares held	% of Holding	
<p>True North Fund V LLP, Registered Office: Rocklines House, Ground Floor, 9/2 Museum Road, Bengaluru-560001),</p> <p>True North Fund VI LLP, Registered Office: Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055,</p> <p>Oakenshield Private Limited Registered office: Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai – 400055,</p> <p>and/ or another entity that will be legally and beneficially owned by True North Fund V LLP and/ or True North Fund VI LLP</p>	An Alternative Investment Fund	0	0	7235890	7235890	12.54	True North Fund V LLP and True North Fund VI LLP (each, a TN Fund) are registered with SEBI as Category II Alternative Investment Funds. No natural person (acting alone or together with others) owns / is entitled to more than 15% of the capital or profits of either TN Fund. The designated partners of each TN Fund i.e. Mr. Surendra Ambalal Dave, as nominee of True North Enterprise Private Limited (the manager of both TN Funds as per the SEBI AIF Regulations) and Mr. Suresh Narsappa Talwar, as nominee of True North Managers LLP (the sponsor of both TN Funds as per SEBI AIF Regulations) exercise ultimate effective control of such TN Fund in accordance with the LLP agreement of each TN Fund.
<p>Pioneer Investment Fund Registered Office: Premji Invest, # 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore-560035</p>	An Alternative Investment Fund	0	0	723589	723589	1.25	Mr. Azim Hasham Premji
<p>Cadila Healthcare Limited Registered Office: Zydus Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380015</p>	Promoter	28163755	72.08	8502170	36665925	63.54	Allottee is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited. The beneficial owners are all shareholders of the Allottee.
<p>Zydus Family Trust Administrative Office: 16, Azad Society, Ambawadi, Ahmedabad-380015</p>	Promoter Group	174495	0.45	2170767	2345262	4.06	A Discretionary Trust. Mr. Pankaj R. Patel, Dr. Sharvil P. Patel and Mrs. Pritiben P. Patel are the trustees of the Trust and Mr. Pankaj R. Patel and family members are the beneficiaries.

* Each of the Proposed Allottees specified above, shall be issued and allotted maximum upto the number of equity shares stated against their respective name.

Notes:

- i) The pre-issue shareholding pattern is as on November 30, 2018.
- ii) The aforesaid chart of natural persons is given only for the purpose to know natural persons.

7. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Allotment Shares.

8. Undertaking from the Company:

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under Regulation 163 of the ICDR Regulations.

9. Auditors' Certificate:

The Certificate being issued by Dhirubhai Shah & Co. LLP, Chartered Accountants, Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be placed before the Members at the EOGM and will be kept open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, up to the date of this EOGM.

10. Valuation for consideration other than cash, if any:

The proposed allotment of Allotment Shares is for consideration in cash.

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable since the allotment proposed for consideration in cash.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

13. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price per equity share to be issued is fixed as December 5, 2018, i.e. 30 days prior to the date of the EOGM.

14. Lock-in period:

The proposed allotment of Allotment Shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Allotment Shares. Such Allotment Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend.

16. Other Disclosures:

- i. None of the Promoter or Directors of the Company has been identified as a willful defaulter.
- ii. None of the Promoter or Directors of the Company have been declared as a fugitive economic offender.
- iii. The Proposed Allottees as mentioned in Item No. 6, 7, 8 and 9 have not sold any equity share during the six months preceding the Relevant Date.

As per item nos. 6, 7, 8 and 9 of the Notice, the Company proposes to issue equity shares by way of a private placement to True North, Pioneer Investment Fund, Cadila Healthcare Limited and Zydus Family Trust. The acquisition of equity shares pursuant to this issue requires a merger notification to be filed with the Competition Commission of India (“CCI”) given that the issuance of equity shares to True North, Pioneer Investment Fund, Cadila Healthcare Limited and Zydus Family Trust are being undertaken for the Company to meet the funding requirements for acquiring 100% shareholding in the Target i.e. Heinz India Private Limited. Per regulation 9(4) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, the allotment to True North, Pioneer Investment Fund, Cadila Healthcare Limited and Zydus Family Trust in terms of item nos. 6, 7, 8 and 9 of the Notice shall therefore be subject to the approval of merger notification by the CCI.

As it is proposed to issue equity shares on preferential allotment basis, the approval of the members by way of a Special Resolution is required in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations.

As the item nos. 8 and 9 pertains to issue and allotment of shares to the promoter and promoter group entity, approval of the public shareholders (i.e. shareholders other than those forming part of promoter, promoter group and other related parties) will be required.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolutions for your approval.

None of the Directors and /or the Key Managerial Personnel of the Company and / or their respective relatives is in any way concerned or interested in the aforesaid Special Resolutions, save and except to the extent of their directorship / shareholding, if any.

Item Nos. 10 and 11:

As per item nos. 8 and 9 of this Notice, the Company proposes to issue and allot equity shares on preferential basis to Cadila Healthcare Limited, promoter and the parent company and Zydus Family Trust, promoter group entity.

The total value of equity shares proposed to be issued on preferential basis to the above mentioned allottees is up to an amount of ₹ 14,75,00,00,000/- (Rupees One Thousand Four Hundred and Seventy Crore only) during the Financial Year 2018–2019.

Explanation to regulation 23(1) of the Listing Regulations provides that a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The aggregate value of transaction(s) with Cadila Healthcare Limited and Zydus Family Trust will exceed the said threshold limit and will be upto ₹ 14,75,00,00,000/- (Rupees One Thousand Four Hundred and Seventy Five crore only) during the Financial Year 2018–2019. Hence, approval of the members is being sought for the said Material Related Party Transaction(s) proposed to be entered into by your Company during the Financial Year 2018–2019.

Pursuant to clause 3(ii)(a)(iii) of rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with Cadila Healthcare Limited and Zydus Family Trust are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Cadila Healthcare Limited, the Parent Company
2.	Name of the Director or Key Managerial Personnel who are interested	Dr. Sharvil P. Patel, Mr. Ganesh N. Nayak and Mr. Humayun Dhanrajgir, Directors of the Company are also the Directors of Cadila Healthcare Limited.
3.	Nature of relationship	The Parent Company holds 72.08% of the pre-issue paid-up share capital
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Monetary value of the proposed issue of equity shares on preferential basis to Cadila Healthcare Limited during the Financial Year 2018–2019 would be around ₹ 11,75,00,00,000/- (Rupees One Thousand One Hundred and Seventy Five Crore only)

Sr. No.	Particulars	Details
1.	Name of the Related Party	Zydus Family Trust
2.	Name of the Director or Key Managerial Personnel who are interested	Dr. Sharvil P. Patel is one of the trustees of Zydus Family Trust.
3.	Nature of relationship	One of the promoters of the Company and also of the Parent Company i.e. Cadila Healthcare Limited.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Monetary value of the proposed issue of equity shares on preferential basis to Zydus Family Trust during the Financial Year 2018–2019 would be around ₹ 3,00,00,00,000/- (Rupees Three Hundred Crore only)

Except as mentioned in the above tables, None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the proposed investment of upto ₹ 3,00,00,00,000/- (Rupees Three Hundred Crore only) by M/s Zydus Family Trust, being one of the Promoters of the Company would be a Related Party Transaction and since the transaction value is expected to exceed materially threshold prescribed under SEBI Listing Regulations applicable to the Company, the same would require approval of the Public Shareholders.

Your Board recommends Ordinary Resolutions set out in Item Nos. 10 and 11 of the Notice convening Extra Ordinary General Meeting for approval of the Public Shareholders (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

The Board of Directors recommends passing of the resolutions as an Ordinary Resolution.

Item No. 12:

The Company has approved acquisition of 100% shares of Heinz India Private Limited. Upon review of options for funding the acquisition, the Board of Directors of the Company at its meeting held on December 6, 2018 had considered and approved in-principle the offer from M/s Zydus Family Trust, one of the Promoters holding 0.45% equity stake in the Company, to provide financial support from its internal resources by way of Secured Loan facility upto ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) to the Company.

The loan proposed to be availed from Zydus Family Trust will be on the following indicative terms:

1. Interest: Rate of interest shall be 0.25% lower than the interest payable to the holders of Secured Non-Convertible Debentures (NCDs) to be issued on private placement basis.
2. Repayment: Principal loan amount along with accrued interest thereon shall be repayable on mutual terms and conditions, as may be decided by the Board of Directors.
3. Tenure of the Loan: Maximum period of five years;
4. Security: Second pari passu charge on the brands of the Heinz India Private Limited to the fullest extent and would be subordinate to the security charge given to the holders of Secured Non-Convertible Debentures (NCDs) to be issued on private placement basis.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the proposed borrowing of upto ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) by the Company from M/s Zydus Family Trust, being one of the Promoters of the Company would be a Related Party Transaction and since the transaction value is expected to exceed materially threshold prescribed under SEBI Listing Regulations applicable to the Company, the same would require approval of the Public Shareholders.

Your Board feels that the terms of the Secured Loan to be availed by the Company from the Promoter Entity would be beneficial to the Company and therefore recommends Ordinary Resolution set out in Item No. 12 of the Notice convening Extra Ordinary General Meeting for approval of the Public Shareholders (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

None of the Directors and / or Key Managerial Personnel, except Dr. Sharvil P. Patel, who is one of the trustees of Zydus Family Trust, of the Company or their relatives is in any way concerned or interested in the Resolution at Item No. 12 of the Notice.

Item No. 13:

The Company has entered into a Share Subscription Agreement dated December 6 2018 (“SSA”) with True North Fund V LLP, a Category II Alternative Investment Fund and True North Fund VI LLP, a Category II Alternative Investment Fund relating to subscription of 72,35,890 (Seventy Two Lakhs Thirty Five Thousands Eight Hundred and Ninety) Equity Shares of ₹ 10/- (Rupees Ten only) each, proposed to be issued on a preferential basis, at a premium of ₹ 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only).

As per the said SSA, certain rights to be given to the subscribing shareholder are to be prescribed in the Articles of Association of the Company. In order to incorporate the said rights to be given to the said shareholder, it is proposed to amend the existing Articles of Association, as per the resolution provided at Item No. 13. These rights (to be given to the subscribing shareholder) are proposed to be included as new Articles 71A, 71B and 103 (“**Identified Articles**”) in the existing Articles of Association. It is clarified that while post receipt of the Members’ approval, the existing Articles of Association will be amended to incorporate the approved amendments, the Identified Articles shall become effective only upon completion of the allotment of the abovementioned Equity Shares to the subscribing shareholder (in accordance with the terms of the SSA). In the event such subscription is not completed by May 31 2019, then the Identified Articles shall be deemed to be deleted from the Articles of Association of the Company and shall not form part of these Articles of Association.

The Board of Directors recommends passing of the resolution as a Special Resolution.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the Resolution at item no. 13 of the Notice.

By order of the Board of Directors

Place : Ahmedabad
Date : December 6, 2018

Dhaval N. Soni
Company Secretary

ZYDUS WELLNESS LIMITED

[CIN:L15201GJ1995PLC023490]

Regd. Office: House No. 6 & 7, Sigma Commerce Zone, Near Iscon Temple, Sarkhej–Gandhinagar Highway, Ahmedabad–380015.

Email: investor.grievance@zyduswellness.in Website: www.zyduswellness.in

Phone: +91 79 67775888 Fax: +91 79 67775811

ATTENDANCE SLIP**FIRST EXTRA ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2018–2019**

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at J. B. Auditorium, ATIRA Campus, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad–380015 on January 4, 2019 at 10.00 a.m.

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

Member's/Proxy's name in Block _____

Member's/Proxy's Signature _____

Note:

1. Please fill the details of your 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 Notice of the EOGM along with Attendance Slip and Proxy Form are being sent to all the members whose email addresses are 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 EOGM can print copy of this Attendance Slip.
3. Physical copy of the Notice of the EOGM along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email addresses are not registered or have requested for a hard copy.

ZYDUS WELLNESS LIMITED

[CIN:L15201GJ1995PLC023490]

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PROXY FORM

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 Extra Ordinary General Meeting of the Company, to be held on Friday, January 4, 2019 at 10.00 a.m. at J B Auditorium, ATIRA Campus, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, Ahmedabad–380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolutions	Optional	
		For	Against
	Special Businesses:		
1.	Increase in Authorized Share Capital of the Company and amendment in the Capital Clause in the Memorandum of Association of the Company.		
2.	Make loan(s) or give guarantee(s) or make investment(s) in excess of the limits prescribed under section 186 of the Companies Act, 2013.		
3.	Borrowing of funds in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013.		
4.	Borrowing of funds by way of issuance of Non–Convertible Debentures.		
5.	Creation of charge on the assets of the Company as prescribed under section 180(1)(a) of the Companies Act, 2013.		
6.	Issue of shares on Private Placement Basis to True North.		
7.	Issue of shares on Private Placement Basis to Pioneer Investment Fund.		
8.	Issue of shares on Private Placement Basis to Cadila Healthcare Limited, promoter and the parent company.		
9.	Issue of shares on Private Placement Basis to Zydus Family Trust, promoter of the Company and the parent company.		
10.	Approval for Material Related Party Transaction with Cadila Healthcare Limited.		
11.	Approval for Material Related Party Transaction with Zydus Family Trust (Investment).		
12.	Approval for Material Related Party Transaction with Zydus Family Trust (Loan).		
13.	Amendment in the Articles of Association of the Company.		

Signed this _____ day of _____ 2018 / 2019

Signature of member _____

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 Extra Ordinary General Meeting.
3. It is optional to put '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.

ROUTE MAP OF EOGM VENUE



