

ZYDUS WELLNESS LIMITED
[CIN–L15201GJ1994PLC023490]

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NOTICE OF 21ST ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE DATES

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting [AGM] of the Members of the Company is scheduled on Wednesday, 29th July, 2015 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad–380 015.

The Annual Report, *inter alia*, containing the Notice of AGM, Attendance Slip and Proxy Form has been e-mailed on 1st July, 2015 to the members whose e-mail addresses have been registered with the Company and sent by permitted mode by 3rd July, 2015 to the members who have not registered their e-mail address. The Notice of AGM and this public notice is displayed on the website of the Company–www.zyduswellness.in and of Central Depository Services [India] Limited [CDSL]–www.evotingindia.com.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM [‘remote e-voting’], provided by CDSL and the business may be transacted through such voting.

Members can opt for only one mode of voting, i.e., e-voting or poll paper. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through poll paper shall be treated as invalid.

The remote e-voting period commences on Saturday, 25th July, 2015 [9.00 a.m.] and ends on Tuesday, 28th July, 2015 [5.00 p.m.]. During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 22nd July, 2015 [‘cut-off date’]. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remote e-voting or poll paper.

A person who has acquired shares and become a member of the Company after the dispatch of notice of AGM and holding shares as on cut-off date, may cast vote by following the instructions for e-voting as provided in the Notice convening the AGM, which is available on the website of the Company and CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used for casting vote.

The facility for voting through poll paper shall also be made available at the AGM and Members who have not casted their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

For details relating to remote e-voting, please refer to the Notice of the AGM. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evotingindia.co.in or contact at toll free No. 1800-200-5533. In case of any grievances connected with facility for voting by electronic means, please contact Mr. Wenceslaus Furtado, Deputy Manager, CDSL, 17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001. Email: wenceslausf@cdslindia.com, Tel: 022-22723333/8588.

PERSONS ENTITLED TO ATTEND AND VOTE AT THE MEETING, MAY VOTE IN PERSON OR BY PROXY/ THROUGH AUTHORIZED REPRESENTATIVE, PROVIDED THAT ALL PROXIES IN THE PRESCRIBED FORM/AUTHORIZATION DULY SIGNED BY THE PERSON ENTITLED TO ATTEND AND VOTE AT THE MEETING ARE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE AGM.

The entry at the meeting venue will be regulated by Attendance Slip, which has been sent along with the Annual Report to the Members. Members who have received Attendance Slip by electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. **Please note that duplicate Attendance Slip will not be issued.**

Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 20th July, 2015 to 29th July, 2015 [both days inclusive].

For, **ZYDUS WELLNESS LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY

Date: 3rd July, 2015