

<b>BSE Limited</b> 1 <sup>st</sup> Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
<b>Date:</b> January 4, 2019	
<b>Re.:</b> Proceedings of the Extra Ordinary General Meeting of the Company	

Dear Sir / Madam,

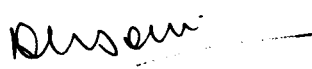
Please find enclosed the proceedings of the Extra Ordinary General Meeting of the Company held today i.e. January 4, 2019, pursuant to regulation 30 read with Schedule III of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

The fact that the Issuer not being a willful defaulter, which did not form a part of explanatory statement to the draft special resolutions and the corrigendum dated December 31, 2018, was placed before the Extra-ordinary General Meeting and a noting appears in the proceedings being submitted.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,  
For, ZYDUS WELLNESS LIMITED

  
DHAVAL N.SONI  
COMPANY SECRETARY



Encl.: As above

## Zydus Wellness Limited

**Proceedings of the First Extra Ordinary General Meeting of the financial year 2018-2019 of the members of Zydus Wellness Limited held on Friday, January 4, 2019 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, which commenced at 10:00 a.m. and concluded at 10:30 a.m.**

### **Sitting on the dais:**

- |    |                           |   |                         |
|----|---------------------------|---|-------------------------|
| 1. | Dr. Sharvil P. Patel      | - | Chairman                |
| 2. | Mr. Ganesh N. Nayak       | - | Director                |
| 3. | Mr. Savyasachi Sengupta   | - | Director                |
| 4. | Prof. Indiraben J. Parikh | - | Director                |
| 5. | Mr. Tarun G. Arora        | - | Whole Time Director     |
| 6. | Mr. Umesh V. Parikh       | - | Chief Financial Officer |
| 7. | Mr. Dhaval N. Soni        | - | Company Secretary       |

### **Members Attendance**

Representations under section 113 of the Companies Act, 2013, [Companies Act] for a total of 2,83,38,890 shares aggregating to 72.53 % of the total Share Capital were received. Proxies for a total of 5,512 shares aggregating to 0.01% of the total Share Capital were received.

85 members attended the meeting in person, including bodies corporate through their representatives.

Dr. Sharvil P. Patel, the Chairman of the Board, took the Chair and welcomed the members to the Extra Ordinary General Meeting [EOGM] of the Company.

After ascertaining the requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman acknowledged the presence of Mr. Yash Shah, Partner of M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company.

The Register of Directors' Shareholding, Register of Contracts, Register of Members, Register of Proxy along with the proxies and Minutes of the General Meetings were available for inspection during the Meeting of the Members. All material documents referred to in Explanatory Statement to the Notice convening EOGM dated December 6, 2018 were also available for inspection by the members.

With the permission of the members present at the meeting, the Notice convening the EOGM as circulated to the members of the Company and the corrigendum to the Notice convening EOGM as published in Financial Express English, all India edition and Gujarati, Ahmedabad edition and made available on the website of the Company, websites of BSE and NSE and CDSL, were taken as read.



- b. Up to Rs. 400 Crore is for a short-term borrowing, for a period of maximum 15 days, which will be utilized to pay for cash balance with Heinz India Private Limited ("Target") as on the date of closing, in terms of the Share Purchase Agreement. This borrowing will be repaid immediately after acquisition and
- c. Balance of Rs. 1,100 Crore is not an immediate requirement for borrowing, however, kept as future contingency subject to financial position being able to sustain the additional debt.

He also informed the members that the Company is not a wilful defaulter in accordance with the guidelines issued by the Reserve Bank of India.

The Chairman informed that as per section 108 of the Companies Act read with Rule 20 [Voting through electronic means] of the Companies [Management and Administration] Rules, 2014 [the Rules] and Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Company provided e-voting platform of Central Depository Services [India] Limited [CDSL] to the members for exercising their voting rights in electronic form.

The Chairman further informed that the resolutions prescribed in the Notice convening the EOGM of the members of the Company will be passed through e-voting process by the members / representatives and proxy holders present at the meeting.

The Company Secretary explained the procedure for exercising the e-votes by the members through e-voting process.

The Chairman, thereafter, ordered the e-voting on all Resolutions as set out in Item Nos. 1 to 13 of the Notice of the EOGM and requested all the members and proxy holders present and entitled to vote, immediately after the closure of the EOGM, which will remain open till the members and proxy holders have completed their voting rights.

The Chairman stated that pursuant to the provisions of section 109 of the Companies Act, Mr. Hitesh D. Buch, of Hitesh Buch & Associates, Practising Company Secretary [Membership No. 3145] is appointed as Scrutinizer to conduct the e-voting process in a fair and transparent manner, scrutinize the e-voting done and to submit his report. Company also appointed Mr. Hitesh D Buch as a scrutinizer for remote e-voting. Company also appointed Mr. Hitesh D Buch as a scrutinizer for remote e-voting.

The Chairman informed that the results of voting shall be declared on receipt of Scrutinizer's Report on the remote e-voting and e-voting at EOGM within statutory time limit. The results to be declared for each resolution shall indicate separately the remote e-voting and e-voting at EOGM and would be immediately intimated to the Stock Exchanges.

He further stated that the results shall also be uploaded on the Company's website [www.zyduswellness.in](http://www.zyduswellness.in) and the consolidated report of Scrutinizer shall be available at the Registered Office of the Company.



The Chairman requested Mr. Hitesh D. Buch, Scrutinizer appointed for the e-voting, after closure of the meeting, to take over the e-voting proceedings and requested him to submit his Report on e-voting Process.

Thanking the members for their participation and suggestions, the Chairman announced formal closure of the EOGM of the Company.

**Conduct of e-voting at EOGM**

Mr. Hitesh D. Buch, Scrutinizer and CDSL officials conducted the e-voting process at EOGM, which included facilitating members and proxy holders with the electronic devices, login ID and passwords as per their registered folio numbers and DP ID and Client ID and explained to them about the e-voting process. After ensuring that all members and proxy holders have participated in the e-voting process and have cast their votes, the Scrutinizer closed the e-voting at around 11:00.

**Consolidated Results of the voting on the Special Businesses at the Extra Ordinary General Meeting of the Company held on Friday, January 4, 2019**

On the basis of the Scrutinizer's Consolidated Report voting (including remote e-voting and e-voting at the venue of EOGM) dated January 4, 2019, the summary of which is mentioned hereunder, the Chairman announced the results of voting on January 4, 2019 that all the Resolutions for the Special businesses as set out in Item Nos. 1 to 13 in the Notice of the EOGM read with the Corrigendum issued by the Company have been duly passed by overwhelming majority.

The Resolutions for the special businesses as set out in Item Nos. 1 to 13 in the Notice of the EOGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of EOGM held on January 4, 2019.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		Nos.	%	Nos.	%	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0
	E-voting at venue of EOGM	1833	0.0052	0	0.00	0
	<b>Total</b>	<b>35556867</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>
Item No. 2 of the Notice (As a Special Resolution)	Remote e-voting	35436007	99.6600	119028	0.3348	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35437840</b>	<b>99.6652</b>	<b>119028</b>	<b>0.3348</b>	<b>0</b>



Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		Nos.	%	Nos.	%	Nos.
Item No. 3 of the Notice (As a Special Resolution)	Remote e-voting	33841891	95.1768	1713144	4.8181	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33843724</b>	<b>95.1819</b>	<b>1713144</b>	<b>4.8181</b>	<b>0</b>
Item No. 4 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0588	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>
Item No. 5 of the Notice (As a Special Resolution)	Remote e-voting	33841887	95.1768	1713148	4.8181	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33843720</b>	<b>95.1819</b>	<b>1713148</b>	<b>4.8181</b>	<b>0</b>
Item No. 6 of the Notice (As a Special Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0
	E-voting at venue of EOGM	1833	0.0052	0	0.00	0
	<b>Total</b>	<b>35556867</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>
Item No. 7 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0587	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>
Item No. 8 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 9 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 10 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 11 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 12 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 13 of the Notice (As a Special Resolution)	Remote e-voting	33834897	95.1571	1720138	4.8377	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33836730</b>	<b>95.1623</b>	<b>1720138</b>	<b>4.8377</b>	<b>0</b>

\* promoters and promoter group abstained from voting as interested in the resolutions.



**Special Businesses:**

**Item No. 1: Ordinary Resolution for Increase in Authorized Share Capital and amendment in Capital Clause of the Memorandum of Association.**

“RESOLVED THAT pursuant to the provisions of sections 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-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the members, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 45,00,00,000 (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating additional 5,50,00,000 (Five Crores Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequently first paragraph of the 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 Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 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 Memorandum of Association of the Company as they may think fit.”

**Item No. 2: Special Resolution to 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.**

“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 Rs. 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 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-delegates in order to give effect to the aforesaid resolution.”

**Item No. 3: Special Resolution for Borrowing of funds in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013.**

“**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 Rs. 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.”

**Item No. 4: Special Resolution for Borrowing of funds by way of issuance of Non-Convertible Debentures.**

“**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 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 Rs. 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 Rs. 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."

**Item No. 5: Special Resolution for Creation of charge on the assets of the Company as prescribed under section 180(1)(a) of the Companies Act, 2013.**

**"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."

**Item No. 6: Special Resolution for Issue of shares on Private Placement Basis to True North.**

**"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, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 72,20,216 (Seventy Two Lakh Twenty Thousand Two Hundred Sixteen) equity shares having face value of Rs. 10/- (Rupees Ten only) each, at the issue price of Rs. 1,385/- (Rupees One Thousand Three Hundred Eighty Five only) per share including a premium of Rs. 1,375/- (Rupees One Thousand Three Hundred Seventy Five only) per share aggregating to an amount of Rs. 9,99,99,99,160 (Rupees Nine Hundred Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand One Hundred Sixty only) to Threpsi Care LLP, having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai-400055, ("**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 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 this 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.

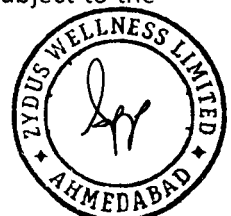
**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental 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.”



**Item No. 7: Special Resolution for Issue of shares on Private Placement Basis to Pioneer Investment Fund.**

**“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, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 7,22,021 (Seven Lakh Twenty Two Thousand Twenty One) equity shares having face value of Rs. 10/- (Rupees Ten only) each, at the issue price of Rs. 1,385/- (Rupees One Thousand Three Hundred Eighty Five only) per share including a premium of Rs. 1,375/- (Rupees One Thousand Three Hundred Seventy Five only) per share aggregating to an amount of Rs. 99,99,99,085/- (Rupees Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eighty Five only) to Pioneer Investment Fund, having its office at Premji invest,# 134, next to Wipro corporate office, Doddakannelli, Sarjpur 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 this 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 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.”

**Item No. 8: Special Resolution for Issue of shares on Private Placement Basis to Cadila Healthcare Limited.**

“**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 84,83,754 (Eighty Four Lakh Eighty Three Thousand Seven Hundred Fifty Four) equity shares having face value of Rs. 10/- (Rupees Ten only) each at the issue price of Rs. 1,385/- (Rupees One Thousand Three Hundred Eighty Five only) per share including a premium of Rs. 1,375/- (Rupees One Thousand Three Hundred Seventy Five only) per share aggregating to an amount of Rs. 11,74,99,99,290/- (One Thousand One Hundred Seventy Four Crore Ninety Nine Lakh Ninety Nine Thousand Two Hundred Ninety 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 cash 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 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 this 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."

**Item No. 9: Special Resolution for Issue of shares on Private Placement Basis to Zydu Family Trust:**

"**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 21,66,064 (Twenty One Lakh Sixty Six Thousand Sixty Four) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, at the issue price of Rs.1,385/- (Rupees One Thousand Three Hundred Eighty Five only) per share including a premium of Rs.1,375/- (Rupees One Thousand Three Hundred Seventy Five only) per share aggregating to an amount of Rs. 2,99,99,98,640/- (Rupees Two Hundred and Ninety Nine Crore Ninety Nine Lakh Ninety Eight Thousand Six Hundred and Forty 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;

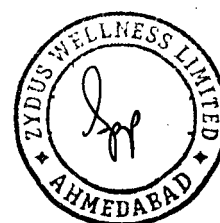


- ii. The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- iii. The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a Preferential Issue, 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 this 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.

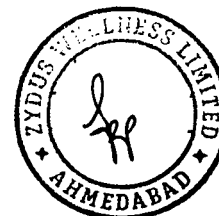
**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental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

**Item No. 10: Ordinary Resolution for Approval for Material Related Party Transaction with Cadila Healthcare Limited.**

“**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 Rs. 1,175,00,00,000/- (Rupees One Thousand One Hundred and Seventy Five Crores 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.”

**Item No. 11: Ordinary Resolution for Approval for Material Related Party Transaction with Zydus Family Trust (Investment).**

“**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 Rs. 300,00,00,000/- (Rupees Three Hundred Crores 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 arm’s length basis.”



**Item No. 12: Ordinary Resolution for Approval for Material Related Party Transaction with Zydus Family Trust (Loan).**

**“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 Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore only), in one or more tranches, from M/s Zydus Family Trust, one of the Promoter Group 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 term(s) 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 Rs. 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.”

**Item No. 13: Special Resolution for Amendment in the Articles of Association of the Company.**

**“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:

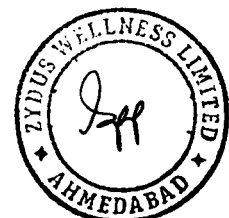
- i. In Article 2, after the definition of **“Act”** and before the definition of **“Annual General Meeting”**, the following definition to be inserted:

**“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 Rs. 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 definitions to be inserted:

**"Target"** means Heinz India Private Limited.

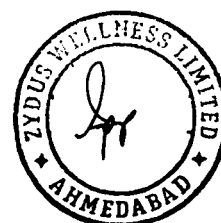
- vii. After existing Article 3, the following new Article 3A to be inserted:

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

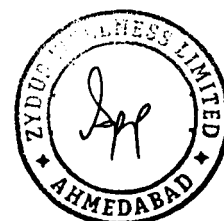


diluted basis. The individual to be so nominated by the Investor and appointed as a nominee director on the Board of the Company is referred as the "Investor Nominee Director".

- (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).

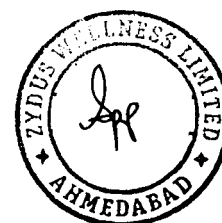
71B.

- (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.

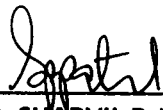
ix. After existing Article 102, the following Article to be inserted:

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."

All the above resolutions were passed with requisite majority through remote e-voting and e-voting at EOGM.



**DR. SHARVIL P. PATEL**  
**CHAIRMAN OF THE EXTRA ORDINARY GENERAL MEETING**

Place: Ahmedabad  
Date: January 4, 2019





**Announcement of the consolidated Results of Remote E-Voting and E-Voting conducted at the Extra Ordinary General Meeting of Zydus Wellness Limited**

Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 [the Act] read with rule 20 of the Companies [Management and Administration] Rules, 2014 [the Rules], the Company had provided remote e-voting facility to the members for exercising the voting rights and e-voting facility was also provided at the venue of the Extra Ordinary General Meeting ["EOGM"] of Zydus Wellness Limited [the Company].

The voting on the 13 resolutions contained in the Notice of EOGM dated December 6, 2018 read with Corrigendum to the Notice of EOGM dated December 31, 2018 were casted through remote e-voting and e-voting at venue of EOGM. Based on the report submitted by Mr. Hitesh Buch, Practicing Company Secretary, the Scrutinizer appointed for both, remote e-voting and e-voting at the venue of EOGM, I declare the resolutions contained in the Notice of EOGM as passed with requisite majority.

The summary of results is as under:

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes Nos.
		Nos.	%	Nos.	%	
Item No. 1 of the Notice (As an Ordinary Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0
	E-voting at venue of EOGM	1833	0.0052	0	0.00	0
	<b>Total</b>	<b>35556867</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>
Item No. 2 of the Notice (As a Special Resolution)	Remote e-voting	35436007	99.6600	119028	0.3348	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35437840</b>	<b>99.6652</b>	<b>119028</b>	<b>0.3348</b>	<b>0</b>
Item No. 3 of the Notice (As a Special Resolution)	Remote e-voting	33841891	95.1768	1713144	4.8181	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33843724</b>	<b>95.1819</b>	<b>1713144</b>	<b>4.8181</b>	<b>0</b>
Item No. 4 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0587	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>
Item No. 5 of the Notice (As a Special Resolution)	Remote e-voting	33841887	95.1768	1713148	4.8181	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33843720</b>	<b>95.1819</b>	<b>1713148</b>	<b>4.8181</b>	<b>0</b>
Item No. 6 of the Notice (As a Special Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0
	E-voting at venue of EOGM	1833	0.0052	0	0.00	0
	<b>Total</b>	<b>35556867</b>	<b>100.00</b>	<b>1</b>	<b>0.00</b>	<b>0</b>



Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		Nos.	%	Nos.	%	Nos.
Item No. 7 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0587	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>
Item No. 8 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 9 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 10 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 11 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 12 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687*
	E-voting at venue of EOGM	1833	0.0255	0	0	0
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>
Item No. 13 of the Notice (As a Special Resolution)	Remote e-voting	33834897	95.1571	1720138	4.8377	0
	E-voting at venue of EOGM	1833	0.0052	0	0	0
	<b>Total</b>	<b>33836730</b>	<b>95.1623</b>	<b>1720138</b>	<b>4.8377</b>	<b>0</b>

\* Promoter and Promoter Group abstained from voting, as interested in the resolutions.

For, ZYDUS WELLNESS LIMITED

  
SHARVIL P. PATEL

CHAIRMAN OF EXTRA ORDINARY GENERAL MEETING

Place: Ahmedabad

Date: January 4, 2019



**Hitesh Buch & Associates**  
*Company Secretaries*

310, Aditya Plaza, 3<sup>rd</sup> Floor, Near Karnavati Apartments, Jodhpur, Satellite, Ahmedabad – 380015  
Tele: 09825443440; 079-40321260

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January 4, 2019

To  
The Chairman of  
**Zydus Wellness Limited**  
House No. 6 & 7, Sigma Commerce Zone,  
Nr. Iscon Temple,  
Sarkhej–Gandhinagar Highway  
Ahmedabad – 380 015.

**Re.: Consolidated Scrutinizer's Report on remote e-Voting conducted pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the Extra Ordinary General Meeting (EOGM) of Zydus Wellness Limited (the Company) held on Friday, January 4, 2019.**

Dear Sir,

I Hitesh D. Buch, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of the Company pursuant to section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the remote e-voting process in respect of the below mentioned resolutions passed at the EOGM of the Company held on Friday, January 4, 2019 at 10.00 am. I was also appointed as Scrutinizer to conduct the voting process in respect of the e-voting conducted at the said venue of the EOGM.

The Notice dated December 6, 2018 along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company. The EOGM had also provided e-voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date December 28, 2018 were entitled to vote on the resolutions as contained in the Notice of the EOGM.

The voting period for remote e-voting commenced on Tuesday, January 1, 2019 [9.00 a.m.] and ended on Thursday, January 3, 2019 [5.00 p.m.] and the e-voting platform was disabled thereafter.

After the closure of the e-voting at the EOGM, the report on e-voting taken at the meeting was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses



# Hitesh Buch & Associates

## Company Secretaries

310, Aditya Plaza, 3<sup>rd</sup> Floor, Near Karnavati Apartments, Jodhpur, Satellite, Ahmedabad – 380015  
 Tele: 09825443440; 079-40321260

who were not in the employment of the Company and after the conclusion of the voting at the EOGM, the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.<

I now submit my consolidated report as under on the result of the remote e-voting and e-voting conducted at the meeting in respect of the said resolutions.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>35556867</b>	<b>100</b>	<b>1</b>	<b>0.00</b>	<b>0</b>	
Item No. 2 of the Notice (As a Special Resolution)	Remote e-voting	35436007	99.6600	119028	0.3348	0	
	e-voting	1833	0.0052	0	0.0000	0	
	<b>Total</b>	<b>35437840</b>	<b>99.6652</b>	<b>119028</b>	<b>0.3348</b>	<b>0</b>	
Item No. 3 of the Notice (As a Special Resolution)	Remote e-voting	33841891	95.1768	1713144	4.8180	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>33843724</b>	<b>95.1819</b>	<b>1713144</b>	<b>4.8180</b>	<b>0</b>	
Item No. 4 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0587	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>	
Item No. 5 of the Notice (As a Special Resolution)	Remote e-voting	33841887	95.1768	1713148	4.8181	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>33843720</b>	<b>95.1819</b>	<b>1713148</b>	<b>4.8181</b>	<b>0</b>	
Item No. 6 of the Notice (As a Special Resolution)	Remote e-voting	35555034	99.9948	1	0.00	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>35556867</b>	<b>100</b>	<b>1</b>	<b>0.00</b>	<b>0</b>	
Item No. 7 of the Notice (As a Special Resolution)	Remote e-voting	35534174	99.9362	20861	0.0587	0	
	e-voting	1833	0.0052	0	0.00	0	
	<b>Total</b>	<b>35536007</b>	<b>99.9413</b>	<b>20861</b>	<b>0.0587</b>	<b>0</b>	
Item No. 8 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687	
	e-voting	1833	0.0254	0	0.00		
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>	
Item No. 9 of the Notice (As a Special Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687	
	e-voting	1833	0.0254	0	0.00		
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>	
Item No. 10 of the Notice (As an Ordinary Resolution)	Remote e-voting	7190487	99.6854	20861	0.2892	28343687	
	e-voting	1833	0.0254	0	0.00		
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>	<b>28343687</b>	



**Hitesh Buch & Associates**  
*Company Secretaries*

310, Aditya Plaza, 3<sup>rd</sup> Floor, Near Karnavati Apartments, Jodhpur, Satellite, Ahmedabad – 380015  
Tele: 09825443440; 079-40321260

Item No. 11 of the Notice (As an Ordinary Resolution)	Remote e-voting e-voting	7190487 1833	99.6854 0.0254	20861 0	0.2892 0.00	28343687	
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>		
Item No. 12 of the Notice (As an Ordinary Resolution)	Remote e-voting e-voting	7190487 1833	99.6854 0.0254	20861 0	0.2892 0.00	28343687	
	<b>Total</b>	<b>7192320</b>	<b>99.7108</b>	<b>20861</b>	<b>0.2892</b>		
Item No. 13 of the Notice (As a Special Resolution)	Remote e-voting e-voting	33834897 1833	95.1571 0.0052	1720138 0	4.8377 0.00	0	
	<b>Total</b>	<b>33836730</b>	<b>95.1626</b>	<b>1720138</b>	<b>4.8377</b>		

The promoters and promoters' group holding 28343687 in aggregate abstained from voting in respect of resolution no. 8 to 12 being interested in the resolutions.

The Register, all other electronic data, papers and relevant records relating to remote e-voting and e-voting at the EOGM shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EOGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,

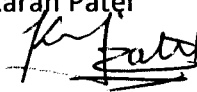

Yours faithfully,

  
**HITESH D. BUCH**

Practicing Company Secretaries  
Membership No. 3145  
COP No. 8195



Witness:

1. Karan Patel  

2. Dhandev Vaghela  


Place : Ahmedabad  
Date : January 4, 2019