

July 14, 2021

Listing Department Code: 531335

**BSE LIMITED** 

P J Towers, Dalal Street, Fort, Mumbai–400 001

Listing Department Code: ZYDUSWELL

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, Bandra Kurla Complex, Bandra (E), <u>Mumbai–400 051</u>

Re.: <u>Newspaper publication of Corrigendum to the Notice of 27<sup>th</sup> Annual General Meeting of the Company.</u>

Dear Sirs,

Please find attached the newspaper cutting dated July 14, 2021 with regard Publications of Corrigendum to the Notice of 27<sup>th</sup> Annual General Meeting of the Company, published in the Financial Express English and Gujarati Edition.

Please receive the same in order.

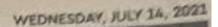
Thanking you,

Yours faithfully, For, **ZYDUS WELLNESS LIMITED** 

DHANRAJ P. DAGAR COMPANY SECRETARY

Encl.: As above

# FINANCIAL EXPRESS



### Zydus ZYDUS WELLNESS LIMIT WEllness CON-LISZOTOLITOMPLCOZZANO ZYDUS WELLNESS LIMITED

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Reduction news systematicans. Service D. Science Systematic Systematics. Plane No. - 47, 17 48000001, vol. 79, 71,000000.

Corrigendum to the NOTICE of Twenty Seventh Annual General Meeting of the Company dated May 10, 2021

The Members of Zydus Wellness Limited

Dear Members

Dear Memoria.
In confirmation to the Notice dated May 10, 2021 convening the Twenty Seventh Annual General Meeting of the members of Zydus Wellness Limited ("the Company") for the Financial Year 2020–2021, scheduled to be held on Finday, July 30, 2021 at 10:00 a.m. (IST) through Video Confirmation / Chief Audio Visual Means, please consider the below modifications / clarifications in Resolution No. 6 and the corresponding explanatory statement contained in the Notice.

On and from the date hereof, the Notice shall always be read in conjunction with this configuration statement contained in the Notice.

www.zycuwwitness.com and on the website of Central Depository Services (India) Limited at www.neuron. Stock Exchanges the BSE Limited at www.neuron.

com and the National Stock Exchange of India Limited at www.neuron.

Sr. No.	Content of Resolutions / Explanatory Statement In the Notice	Modifications / Clarifications made	Page Nos. of the AGM Notice
to	Resolution No. 6: To approve remuneration to Non-Executive Directors:	The same of the approve terminal and the most control of	Page No. 187
	To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:	To consider and if thought fit, to pass with or without modification(s).	SHOWN SH
	RESOLVED THAT pursuant to the provisions of sections 197		A TON
	196 Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the	198. Schedule V and all other applicable provisions. If any of	No control of
	ACTURE OF ASSOCIATION OF THE COMMON ASSOCIATION OF the manner of the manner	The Companies Act, 2013 and Rules made thereunder and the	
	Of the Company on and is hereby accounted for the account	The state of the s	15
	fortunetation, in case of introduction results or no confin. for	The state of the s	DESCRIPTION OF
	period of five years commencing from the financial year 2020-21 to the Non-Executive Directors of the Company as may be decided	period of three years commencing from the financial year 2020-21	
	by the Board of Directors from time to time provided that the teach	and the second s	
	INTELLIBERATION DRIVEDIE TO THE NOVE-PRESSURE Dispersor was assessed		
	shall not exceed the maximum permissible limit under Schedule V of the Act, with an authority to the Board of Directors to determine	shall not exceed the maximum permissible limit under Schedule V	
	the marrier and proportion in which the amount he distributed		
	among rion-Executive Directors.	the manner and proportion in which the amount be distributed among Non-Executive Directors.	
	RESOLVED FURTHER THAT the above remuneration shall be	RESOLVED FURTHER THAT the above remuneration shall be	
	in addition to the fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or any Committee	in addition to the fees payable to the Non-Executive Directors for	
46	thereof or for any other purpose whatshever as may be decided by	attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by	may be only
	the board and reimbursement of expenses for participation in the	the Board and reimbursement of expenses for participation in the	DE SELECTION
	Board and other meetings *	Board and other meetings."	AND THE RES
4	Explanatory Statement to Item No. 6:	Explanatory Statement to Hern No. 6:	Page No. 197
	Approval for Payment of remuneration to Non-Executive Directors:	Approval for Payment of remuneration to Non-Executive Directors:	Seedle on the
	Looking to the competitive business environment, stringent	Looking to the competitive business environment, stringent	-
11/3	accounting standards, corporate governance norms and consequent increase in the responsibilities of the Non-Executive	accounting standards, corporate governance norms and	1 10
1	Directors ("NEDs"), it is considered orugent and appropriate to	consequent increase in the responsibilities of the Non-Executive Directors ("NEDs"), it is considered prudent and appropriate to	A STATE OF THE PARTY OF THE PAR
1	remunerate the NEDs of the Company, However, the Act, restricted	remunerate the NEDs of the Company, However, the Act, restricted	
	payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year.	payment of any remuneration to NEDs in case of loss or inadequate	rain of the
	in order to address this situation, Ministry of Corporate Affairs vide	profits in any financial year. In order to address this situation, Ministry of Corporate Affairs vide	TO SELLE
- 15	notification dated March 18, 2021 made necessary amendments	notification dated March 18, 2021 made necessary amendments	
10	in the Act and Schedule V of the Act, which now enables the companies to pay remuneration to NEDs in case of loss or	in the Act and Schedule V of the Act, which now enables the	
le le		Companies to pay remuneration to NEDs in case of loss or Inadequate profits, within the limits of Schedule V of the Act.	
1.8	lowever, the same is subject to approval of shareholders by way	However, the same is subject to approval of shareholders by way	-
	an Uromary Resolution.	of an Ordinary Resolution.	
1	he Company believes in the philosophy to remunerate adequately ne NEDs for giving their time to the Company and their inputs in	The Company believes in the philosophy to remunerate adequately the NEDs for giving their time to the Company and their inputs in	Water Tolland
12	he strategic decisions of the Company. As the Company is in the	the strategic decisions of the Company. As the Company is in the	1000
- 9	rowth trajectory, the Company may or may not have adequate	growth trajectory, the Company may or may not have adequate	THE WA
1	contactor many victor ices. As an enabling action, it is proposed to	profits or may incur loss. As an enabling action, it is proposed to	CONTRACTOR FOR
b		take approval of shareholders by way of an Ordinary resolution in terms of section 197 and Schedule V of the Act read with Rules	and the second
1	nade thereunder, for payment of remuneration to the NEDs, for	made thereunder, for payment of remuneration to the NEDs, five	Street Street
0	erry or sie TTX susucial years commercing from the briancial	each of the three financial years commencing from the financial	
0		year 2020 - 21, not exceeding limit prescribed under Schedule V of the Act. The Board of Directors will determine each year, the	-20
- 51	pecific amount to be paid as remuneration to the NEDs, in case	specific amount to be paid as remuneration to the NEDs, in case	302109
0	inacequate profits or loss. The members of the Company has	of madequate profits or loss. The members of the Company has	N
N N	ready passed necessary resolution for payment of commission to EDs in case of profits for a period of five years w.e.f. April 1, 2020.	arready passed necessary resolution for payment of commission to	40000
C	onsent of the members is sought for passing an Ordinary	NEDs in case of profits for a period of five years w.e.f. April 1, 2020. Consent of the members is abught for passing an Ordinary	The same of the sa
R	ssolution as set out at Item No. 6 of the Notice for payment of 1	Resolution as set out at item No. 6 of the Notice for payment of	PER INVEST
re	muneration to the NEDs of the Company.	emuneration to the NEDs of the Company.	THE REAL PROPERTY.
Al	the NEDs are interested in the proposed resolution. None of	Withe NEDs are interested in the orgonal resolution. None of	W. Salar
186		no Kou Managaral Damonnel and their sales, as to	
	Key Managerial Personnel and their relatives is, in any way, it	he Key Managerial Personnel and their relatives is, in any way,	
001	noemed or interested, financially or otherwise, in the proposed of	oncerned or interested, financially or otherwise, in the proposed esolution. Your Directors recommend the passing of resolution as	THOUSAND WA

Place: Atmedated Date: July 13, 2021

For ZYDUS WELLNESS LIMITED Sd-DHANRAJ P. DAGAR, COMPANY SECRETARY

## Zydus ZYDUS WELLNESS LIMIT (CO)+L15201 (C.)11964PLC0224900 ZYDUS WELLNESS LIMITED

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Corrigendum to the NOTICE of Twenty Seventh Annual General Meeting of the Company dated May 10, 2021

The Members of

Zydus Wellness Limited

Dear Members

Dear Memoria.
In confirmation to the Notice dated May 10, 2021 convening the Twenty Seventh Annual General Meeting of the members of Zydus Wellness Limited ("the Company") for the Financial Year 2020–2021, scheduled to be held on Finday, July 30, 2021 at 10:00 a.m. (IST) through Video Conference / Other Audio Visual Means, please consider the below modifications / clarifications in Resolution No. 6 and the corresponding explanatory statement contained in the Notice.

On and from the data hereof, the Notice shall always be read in conjunction with this configendum which is also being uploaded on the website of the Company at www.zyduwwitness.com and on the website of Central Depository Services (India) Limited at www.evofingindia.com, Stock Exchanges the BSE Limited at www.heemidia.com and the Notice, save and except as amended / clarified by this Compendum, shall remain unchanged.

All other contains of the Notice, save and except as amended / clarified by this Compendum, shall remain unchanged.

Sr. No.	Content of Resolutions / Explanatory Statement in the Notice	Modifications / Clarifications made	Page Nos. of th AGM Notice
	Resolution No. 6: To approve remuneration to Non-Executive Directors:  To consider and if thought fit, to pass with or without modification(s) periodoxing resolution as an Ordinary Resolution:  RESOLVED THAT pursuant to the provisions of sections 197 198, Schedule V and all other applicable provisions, if any, or the Companie Act. 2013 and Rules made thereunder and the Articles of Association of the Company, consent of the member of the Company be and its hereby accorded for the payment or remuneration, in case of inadequate profits or no profits, for a period of fitsy years commencing from the financial year 2020-21 to the Non-Executive Directors of the Company as may be decided by the Board of Directors from time to time, provided that the total remuneration payable to the Non-Executive Directors per ansum shall not exceed the maximum permissible limit under Schedule V of the Act, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Non-Executive Directors.  RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Non-Executive Directors for strending the meetings of the Board of Directors or any Committee thereof or for any other purpose whistoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.	Directors:  To consider and if thought fit, to pass with drivide understanding. The following resolution as an Ordinary Resolution.  The following resolution as an Ordinary Resolution.  THESOLVED THAT pursuant to the provisions of sections 197.  198. Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the payment of the neutral payment of the payment of the Company as many be decided by the Board of Directors from the financial year 2020-21 to the Non-Executive Directors of the Company as may be decided by the Board of Directors from time to time, provided that the total numeration payable to the Non-Executive Directors per annum shall not exceed the maximum permissible limit under Schedule V of the Act, with an authority to the Board of Directors to determine the stancer and proportion in which the amount be distributed among Non-Executive Directors.  RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or any committee themed for tor any other purpose whalsoever as may be decided by the Board and remountement of expensive for participation in the	Page No. 187
	Explanatory Statement to Itam No. 6: Approval for Payment of remuneration to Non-Executive	Board and other meetings.*  Explanatory Statement to Hem No. 6:	Page No. 197
Contract of the second	ready passed necessary resolution for payment of company has ready passed necessary resolution for payment of commission to EDs in case of profits for a period of five years w.e.f. April 1, 2020.	Directors:  Looking to the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the Noe-Executive Directors ("NEDs"), it is considered protect and appropriate to remunerate the NEDs of the Company, However, the Act, restricted payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year.  In order to address this shuston, Ministry of Corporate Affairs vide notification dated March 15, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs in case of loss or inadequate profits, within the limits of Schedule V of the Act, However, the same is subject to approval of shareholders by way of an Ordinary Resolution.  The Company belevies in the philosophy to remunerate adequately the NEDs for giving their time to the Company and their inputs in the strategic decisions of the Company, As the Company is in the growth trajectory, the Company may or may not have adequate profits or may thour loss. As an enabling action, it is proposed to take approval of shareholders by way of an Ordinary resolution in terms of section 197 and Schedule V of the Act read with Rules made thereunder, for payment of remuneration to the NEDs, for each of the things financial years commencing from the financial year 2020 - 21, not exceeding limit prescribed under Schedule V of the Act. The Board of Directors will determine each year, the specific amount to be paid as immuneration to the NEDs, in case of inadequate profits or loss. The members of the Company has intready passed necessary resolution for payment of commission to NEDs in case of profits or loss.	
All the cor	reclution as set out at flem No. 6 of the Notice for payment of muneration to the NEDs of the Company.  The NEDs are interested in the proposed resolution. None of Key Managerial Personnel and their relatives is, in any way, incerned or interested, financially or otherwise, in the proposed colution. Your Directors recommend the passing of resolution as a	Consent of the members is abught for passing an Ordinary Resolution as set out at liem No. 6 of the Notice for payment of remuneration to the NEDs of the Company.  Af the NEDs are interested in the proposed resolution. None of the Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, Your Directors recommend the passing of resolution as set out at item No. 6 of the Notice for approval by the Members.	