

**Notice**

**NOTICE** is hereby given that **19<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **Zydus Wellness Limited** will be held on Wednesday, the 7<sup>th</sup> day of August, 2013 at 10:00 a.m. at J. B. Auditorium, Ground Floor, Ahmedabad Management Association [AMA], ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividend paid on equity shares.
3. To appoint a Director in place of Prof. Indiraben J. Parikh, who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a Director in place of Mr. Mukesh M. Patel, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Dr. Sharvil P. Patel, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint M/s. Dhirubhai Shah & Co., [Firm Registration No. 102511W] Chartered Accountants, as Statutory Auditors in place of M/s. Manubhai & Co., Chartered Accountants, who have expressed their unwillingness for re-appointment, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

**By Order of the Board of Directors**

Place : Ahmedabad.  
Date : 31<sup>st</sup> May, 2013.

**Dhaval N. Soni**  
Company Secretary

**Registered Office:**

“Zydus Tower”,  
Satellite Cross Roads,  
Sarkhej-Gandhinagar Highway,  
Ahmedabad-380 015.

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING [“THE MEETING”] IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, should however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. Brief resume of the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, name of the companies in which they hold directorships and memberships / Chairmanships of Board Committees as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the annexure of this Notice.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> July, 2013 [Wednesday] to 31<sup>st</sup> July, 2013 [Wednesday] [both days inclusive] as required under the provisions of the Companies Act, 1956.

## Notice

5. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address to the Company / Registrar and Transfer Agents, M/s Link Intime India Private Limited.
6. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to Investor Education and Protection Fund [IEPF], pursuant to section 205A [5] of the Companies Act, 1956 on respective due dates mentioned there against. Kindly note that after such date, the members will lose their rights to claim such dividend.

| Financial Year ended on      | Date of declaration of dividend  | Dividend payment % | Expected date of transfer of unclaimed dividend to IEPF |
|------------------------------|----------------------------------|--------------------|---|
| 31 <sup>st</sup> March, 2006 | 29 <sup>th</sup> September, 2006 | 10                 | 28 <sup>th</sup> September, 2013                        |
| 31 <sup>st</sup> March, 2007 | 23 <sup>rd</sup> July, 2007      | 10                 | 22 <sup>nd</sup> July, 2014                             |
| 31 <sup>st</sup> March, 2008 | 10 <sup>th</sup> July, 2008      | 10                 | 9 <sup>th</sup> July, 2015                              |
| 31 <sup>st</sup> March, 2009 | 28 <sup>th</sup> July, 2009      | 15                 | 27 <sup>th</sup> July, 2016                             |
| 31 <sup>st</sup> March, 2010 | 16 <sup>th</sup> July, 2010      | 30                 | 15 <sup>th</sup> July, 2017                             |
| 31 <sup>st</sup> March, 2011 | 30 <sup>th</sup> June, 2011      | 40                 | 29 <sup>th</sup> June, 2018                             |
| 31 <sup>st</sup> March, 2012 | 27 <sup>th</sup> July, 2012      | 50                 | 26 <sup>th</sup> July, 2019                             |

### REQUEST TO THE MEMBERS:

Members desiring to have any relevant information on the accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.

## Annexure to the Notice dated 31<sup>st</sup> May, 2013

Details of Directors seeking re-appointment at the 19<sup>th</sup> Annual General Meeting  
[Pursuant to clause 49 of the Listing Agreement]

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| <b>Name of the Director</b>  | <b>Prof. Indiraben J. Parikh</b>  |
| Age  | 69 Years  |
| Date of Appointment on the Board   | 29 <sup>th</sup> July, 2009   |
| Brief Resume and nature of expertise in functional areas   | <p>Prof. Indiraben J. Parikh is M. Ed. from Rochester, New York, USA and Ph.D. from Gujarat University, Ahmedabad. She was a faculty member at Indian Institute of Management [IIM], Ahmedabad for over 30 years and Dean from 2002 to 2005. She has also taught at INSEAD, Fontainebleau, France and Texas A&amp;M University. Prof. Parikh has been consultant to various national and international organizations. She is the Founder President of Foundation for Liberal and Management Education [FLAME], Pune. She has held the positions of the Chairperson of Organizational Behaviour Area, Fellow Program in Management [FPM] and more. Prof. Parikh is the Founder Member of Sumedhas, the Academy for Human Context. She is on the Board of several other organizational and academic boards. Prof. Parikh has published books on Profiles in Identity [Co-author], Indian Women–An Inner Dialogue, Young Managers at Cross-Roads [Co-author], Corporate Culture in India [Co-author], Cross Roads of Culture [Co-author] and numerous papers in national and international journals. Prof. Parikh has been awarded many awards, few of which are :</p> <ol style="list-style-type: none"> <li>1. Bloomberg UTV B-School Excellence Awards–Hall of Fame award,</li> <li>2. Learning Luminary Award by Organisation of Asia Seminar and awards,</li> <li>3. FICCI Ladies Organisation “Woman of Excellence” award,</li> <li>4. Discovery Education Media “Exemplary Leader” award and</li> <li>5. “National Education Leadership” Hall of Fame award.</li> </ol> |
| Directorships held in other public Companies [excluding foreign and private Companies]   | <ol style="list-style-type: none"> <li>1. Anil Limited</li> <li>2. Sintex Industries Limited</li> <li>3. Marck Biosciences Limited</li> <li>4. Shashun Pharmaceuticals Limited</li> </ol>   |
| Memberships/Chairmanships of Committees of other Public Companies [includes only Audit Committee and Shareholders’/Investors’ Grievance Committee] | Nil   |
| Number of shares held in the Company   | Nil   |

## Annexure to the Notice dated 31<sup>st</sup> May, 2013

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| <b>Name of the Director</b>  | <b>Mukesh M. Patel</b>   |
| Age  | 59 years   |
| Date of Appointment on the Board   | 27 <sup>th</sup> July, 2006  |
| Brief Resume and nature of expertise in functional areas   | <p>Mr. Mukesh Patel, an eminent Advocate and International Tax Expert has been in legal practice since 1977, with specialization in the fields of Tax Planning, Appellate Matters, International Taxation, Tax and Investment Planning for Non-Resident Indians and Foreign Collaborations. He has been actively involved in Legal Education and Tax Journalism for the past over three decades, as a Visiting Faculty with Gujarat Law Society and Indian Institute of Management, Ahmedabad and as a Columnist through his popular weekly columns on Direct Taxes with 'Sandesh', 'Gujarat Samachar', 'The Times of India' and 'Ahmedabad Mirror'. He has also authored a number of acclaimed books on Personal Tax &amp; Investment Planning and Self Development and anchored TV Serials 'Tax Free' and 'Money Magic.' In recognition of his noteworthy contribution and achievements as an Eloquent Speaker, he received 'Fellowship of the World Academy of Speakers' in 1981 and 'Outstanding Speaker of the 20th Century Award' in 2000. Widely traveled around the world, he is an ardent photographer. He has served as the President of the Ahmedabad Management Association, Gujarat Chamber of Commerce and Industry, All Gujarat Federation of Tax Consultants, Indian Red Cross Society, Ahmedabad and several other bodies. Currently, he is the President of the Indo-Japan Friendship Association, Gujarat. He has been a member of the National Executive Committee of FICCI, ASSOCHAM, ICC and is a Director on the Board of a number of leading public companies.</p> |
| Directorships held in other public Companies [excluding foreign and private Companies]   | <ol style="list-style-type: none"> <li>1. German Remedies Limited</li> <li>2. Hitachi Home &amp; Life Solutions (India) Limited</li> <li>3. Cadila Healthcare Limited</li> <li>4. Zydus Pharmaceuticals Limited</li> <li>5. Sandesh Limited</li> <li>6. Desai Brothers Limited</li> <li>7. Cliantha Research Limited</li> <li>8. BAAP Diagnostics Limited</li> </ol>   |
| Memberships/Chairmanships of Committees of other Public Companies [includes only Audit Committee and Shareholders'/Investors' Grievance Committee] | <p><b><u>Audit Committee:</u></b></p> <p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Cadila Healthcare Limited</li> <li>2. Hitachi Home &amp; Life Solutions (India) Limited</li> <li>3. Desai Brothers Limited</li> <li>4. Sandesh Limited</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Cliantha Research Limited</li> </ol> <p><b><u>Shareholders'/Investors' Grievance Committee</u></b></p> <p><b>Member:</b></p> <ol style="list-style-type: none"> <li>1. Cadila Healthcare Limited</li> <li>2. Hitachi Home &amp; Life Solutions [India] Limited</li> </ol>  |
| Number of shares held in the Company   | 426  |

## Annexure to the Notice dated 31<sup>st</sup> May, 2013

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| <b>Name of the Director</b>  | <b>Sharvil P. Patel</b>  |
| Age  | 34 years   |
| Date of Appointment on the Board   | 27 <sup>th</sup> April, 2009   |
| Brief Resume and nature of expertise in functional areas   | <p>Dr. Sharvil Patel is the Deputy Managing Director of Cadila Healthcare Limited, one of India's leading healthcare companies and a global healthcare provider. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, U.K. and a doctorate also from the same university for his research work in Breast Cancer at John Hopkins, Bayview Medical Centre, USA, Dr. Sharvil Patel combines both pharma and research expertise. This enables him to contribute in aligning the business and research goals of the group. The quest for market leadership is already spurring new initiatives and growth. A case in point is the Consumer Products Company, which is spearheaded by Dr. Sharvil Patel. With brands such as Sugar Free–India's largest selling sweetener, Nutralite–a premium table spread and Everyuth–a premium skin care range of products, the division is posting robust growth under his leadership and is exploring new avenues that will consolidate its presence in the fitness and wellness segment. Dr. Sharvil Patel is closely associated with the Yi (Young Indians), a leadership forum initiated by the Confederation of Indian Industry, which integrates young professionals from various walks of life for the developmental initiatives in the areas of economy, education, healthcare and environment.</p> |
| Directorships held in other public Companies [excluding foreign and private Companies]   | <ol style="list-style-type: none"> <li>1. Cadila Healthcare Limited</li> <li>2. Dialforhealth India Limited</li> <li>3. Zydus Pharmaceuticals Limited</li> <li>4. Zydus Animal Health Limited</li> <li>5. Zydus Technologies Limited</li> </ol>  |
| Memberships / Chairmanships of Committees of other Public Companies [includes only Audit Committee and Shareholders' / Investors' Grievance Committee] | <p><b><u>Audit Committee:</u></b></p> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Dialforhealth India Limited</li> <li>2. Zydus Technologies Limited</li> </ol>   |
| Number of shares held in the Company   | 533  |