

ZYDUS WELLNESS LIMITED

Registered Office: "Zydus Tower", Satellite Cross Roads, Sarkhej–Gandhinagar Highway,
Ahmedabad–380 015.

Proceeding of the Nineteenth Annual General Meeting of the shareholders of the Company held on Wednesday, the 7th day of August, 2013 at 10:00 a.m. at J. B. Auditorium, Ahmedabad Management Association [AMA], ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad–380 015.

DIRECTORS PRESENT AT THE MEETING:

Mr. Pankaj R. Patel	:	Chairman
Mr. H. Dhanrajgir	:	Director
Dr. B. M. Hegde	:	Director
Prof. Indiraben J. Parikh	:	Director
Mr. Mukesh M. Patel	:	Director
Mr. Ganesh N. Nayak	:	Director
Dr. Sharvil P. Patel	:	Director
Mr. Elkana N. Ezekiel	:	Managing Director

STATUTORY AUDITORS PRESENT AT THE MEETING:

Mr. Kaushik C. Patel	:	Partner, M/s. Manubhai & Co., Chartered Accountants, Statutory Auditors [Retiring Auditors]
Mr. Kaushik D. Shah	:	Partner, M/s. Dhirubhai Shah & Co., Chartered Accountants appointed as Statutory Auditors

IN ATTENDANCE:

Mr. Amit B. Jain	:	Chief Financial Officer
Mr. Dhaval N. Soni	:	Company Secretary

Mr. Pankaj R. Patel, Chairman of the Board of Directors of the Company took the Chair. He extended a warm welcome to the shareholders present at the meeting.

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

He announced that:

- a) 105 shareholders holding 3,14,83,745 Equity Shares, including 7 Authorized Representatives were present at the meeting as under:
 - 80 shareholders holding 3,01,08,204 Equity Shares, including 7 Authorized Representatives and
 - 25 proxies holding 13,75,541 Equity Shares



The Chairman informed that the Register of Proxies together with proxies were laid before the meeting and available for inspection to the shareholders till the conclusion of the meeting. The Chairman further informed that the Register of Directors' Shareholding, Register of Members and the minutes of the General Meetings of the shareholders were also available for inspection by the members.

With the permission of the members present at the meeting, the Notice dated 31st May, 2013 convening 19th Annual General Meeting of the Company, as circulated to the shareholders of the Company, was taken as read.

Thereafter, at the direction of the Chairman and as required under section 230 of the Companies Act, 1956, Mr. Dhaval Soni, Company Secretary read the Auditors' Report for the year ended on 31st March, 2013 to the members of the Company.

Mr. Elkana N. Ezekiel, Managing Director then made a power point presentation to the members, including the highlights on the financial performance of the Company during the year.

The Chairman then took up formal agenda items of the Notice convening the 19th Annual General Meeting for the approval of the shareholders.

1. Adoption of Accounts and Reports:

The Chairman informed that Annual Report containing the Statement of Profit and Loss for the year ended on 31st March, 2013, Balance Sheet as on that date along with the Reports of the Directors thereon and the Auditors were posted to all the members and the originals thereof were available and laid before the meeting for inspection by the members.

The Chairman then requested the members to raise any queries while adoption of accounts.

After satisfactory replies to the queries raised by the members, the Chairman proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2013 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Auditors and Directors thereon together with Consolidated Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date and the report of the Auditors thereon as circulated to the shareholders be and the same are hereby approved and adopted."

Seconded by: Mr. Suresh Parekh

The resolution was then put to vote by show of hands and was carried unanimously.



2. **Confirm Interim Dividend paid on Equity Shares:**

Mr. J. C. Modi, a shareholder of the Company, proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT an Interim Dividend of Rs. 6/- [@ 60 %] per equity share, aggregating to Rs. 23,44,32,534 on 3,90,72,089 equity shares of Rs. 10/- each, declared by the Board of Directors at their meeting held on 13th May, 2013 be and is hereby confirmed.”

Seconded by: Mr. Narendra Ambalal

The resolution was then put to vote by show of hands and was carried unanimously.

3. **Reappointment of Prof. Indiraben J. Parikh who retires by rotation and being eligible offers herself for reappointment:**

Mr. Prakash Patel, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Prof. Indiraben J. Parikh, Director of the Company, who retires by rotation at this Annual General Meeting of the Company, being eligible, offered herself for reappointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Seconded by: Mr. J. C. Modi

The resolution was then put to vote by show of hands and was carried unanimously.

4. **Reappointment of Mr. Mukesh M. Patel who retires by rotation and being eligible offers himself for reappointment:**

Mr. Prakash Patel, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Mukesh M. Patel, Director of the Company, who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for reappointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Seconded by: Mr. Narendra Ambalal

The resolution was then put to vote by show of hands and was carried unanimously.

5. **Reappointment of Dr. Sharvil P. Patel who retires by rotation and being eligible offers himself for reappointment:**



Mr. J. C. Modi, a shareholder of the Company proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Sharvil P. Patel, Director of the Company, who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for reappointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Seconded by: Mr. Suresh Parekh

The resolution was then put to vote by show of hands and was carried unanimously.

6. Appointment of Statutory Auditors and to fix their remuneration:

Mr. Suresh Parekh, a shareholder of the Company, proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Dhirubhai Shah & Co., Chartered Accountants, Ahmedabad [Firm Registration No. 102511W] be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration as may be decided by the Board of Directors of the Company.”

Seconded by: Mr. Prakash Patel

The resolution was then put to vote by show of hands and was carried unanimously.

The Chairman then declared the meeting as over and thanked the members for participating in the meeting and their continuous support to the Company.

Date: 7th August, 2013.

Place: Ahmedabad.



**PANKAJ R. PATEL
CHAIRMAN OF THE MEETING**