

**Notice**

**NOTICE** is hereby given that the **21<sup>st</sup>** Annual General Meeting of the members of **Zydus Wellness Limited** will be held on Wednesday, the 29<sup>th</sup> day of July, 2015 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss of the Company [including consolidated Balance Sheet and Statement of Profit and Loss] for the year ended on 31<sup>st</sup> March, 2015 together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Dr. Sharvil P. Patel [DIN 00131995], who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants [Firm Registration No. 102511W] as Statutory Auditor of the Company to hold office from the conclusion of 21<sup>st</sup> Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

5. **To appoint Mr. Tarun Arora as a Director liable to retire by rotation:**

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Tarun Arora [DIN 07185311], who was appointed by the Board of Directors as an Additional Director on the Board of the Company w.e.f. 14<sup>th</sup> May, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 [“the Act”] and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act together with a deposit of Rs. 1,00,000/- in cash proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. **To appoint Mr. Tarun Arora as a Whole-Time Director:**

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [“the Act”] [including any statutory modifications or re-enactments 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 appoint Mr. Tarun Arora as a Whole Time Director of the Company for a period of five years with effect from 14<sup>th</sup> May, 2015 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Act from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of sections 197 and 198 of the Act in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Tarun Arora with an authority to the Board of Directors to finalize and execute it.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as

## Notice

provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Act, whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors.

**RESOLVED FURTHER THAT** in case of no profits or if profits of the company in any financial year is inadequate, in addition to the above, the Whole Time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- (a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- (b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- (c) Encashment of leave at the end of the tenure.

**RESOLVED FURTHER THAT** Mr. Tarun Arora shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into for a period of five years.

**LASTLY RESOLVED THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

### 7. To approve Commission to Non-Executive Directors:

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and Articles of Association of the Company, consent of the Members be and is hereby accorded to the payment of commission for a period of five years commencing from 1<sup>st</sup> April, 2015 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 commission payable to the Non-Executive Directors per annum shall not exceed 1% of the net profits of the Company, subject to maximum of Rs. 100 lacs in aggregate calculated in accordance with the provisions of section 198 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."

### 8. To ratify remuneration to Cost Auditor:

To consider and if thought fit, to pass with or without modification[s], the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of section 148[3] and other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Cost Records and Audit] Amendment Rules, 2014, the consent of the Members be and is hereby accorded to ratify the remuneration decided by the Board of Directors based on the recommendation of the Audit Committee of Rs. 1.80 lacs to M/s. Dalwadi & Associates, Cost Accountants [Firm Registration No. 000338] appointed by the Board of Directors to conduct the audit of cost records pertaining to product 'Nutralite' manufactured by the Company for the financial year ending on 31<sup>st</sup> March, 2016."

**By order of the Board of Directors**

**Place :** Ahmedabad  
**Date :** 14<sup>th</sup> May, 2015

**Dhaval N. Soni**  
**Company Secretary**

## Notice

### NOTES:

1. The Explanatory Statements, pursuant to provisions of section 102 of the Companies Act, 2013 [“the Act”] and rules made thereunder, in respect of business under item Nos. 5 to 8 of the Notice are annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from Monday, 20<sup>th</sup> July, 2015 to Wednesday, 29<sup>th</sup> July, 2015 [both days inclusive] for the purpose of 21<sup>st</sup> Annual General Meeting [the meeting] and payment of dividend, if declared at the meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 10.00 a.m. on Monday, 27<sup>th</sup> July, 2015. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
5. 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 the Investor Education and Protection Fund [IEPF] on the respective dates mentioned there against, pursuant to provisions of section 205[C] of the Companies Act, 1956 and provisions of section 125 of the Act, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such dates, the members will lose their rights to claim such dividend, unless the provisions of section 125 of the Act and rules are notified by the Central Government.

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, 2009	28 <sup>th</sup> July, 2009	15	31 <sup>st</sup> July, 2016
31 <sup>st</sup> March, 2010	16 <sup>th</sup> July, 2010	30	19 <sup>th</sup> July, 2017
31 <sup>st</sup> March, 2011	30 <sup>th</sup> June, 2011	40	3 <sup>rd</sup> July, 2018
31 <sup>st</sup> March, 2012	27 <sup>th</sup> July, 2012	50	31 <sup>st</sup> July, 2019
31 <sup>st</sup> March, 2013	23 <sup>rd</sup> May, 2013	60 @	17 <sup>th</sup> May, 2020
31 <sup>st</sup> March, 2014	14 <sup>th</sup> July, 2014	60	19 <sup>th</sup> July, 2021

@ Interim Dividend

## Notice

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with Companies] Rules, 2012 [IEPF Rules], the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 20<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> July, 2014 on its website—www.zyduswellness.in and also on the website of Ministry of Corporate Affairs—www.mca.gov.in.

6. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited, Registrar and Transfer Agents of the Company.
7. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Meeting is annexed to the Notice as **Annexure–A**.
8. Notice of the Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email ids are registered with the Company and Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting is being sent through permitted mode.
9. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.**

Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.zyduswellness.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id investor.grievance@zyduswellness.in.

### 10. **Voting through electronic means:**

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice as **Annexure–B**.

11. Mr. Dhirajlal D. Sanghavi, Practicing Company Secretary [Membership No. FCS 3229] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

**Notice**

14. The e-voting period commences on Saturday, 25<sup>th</sup> July, 2015 [9:00 a.m.] and ends on Tuesday, 28<sup>th</sup> July, 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 22<sup>nd</sup> July, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
17. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.zyduswellness.in](http://www.zyduswellness.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] and National Stock Exchange of India [NSE], where the equity shares of the Company are listed.

**REQUEST TO THE MEMBERS:**

1. Members desiring any relevant information on the accounts at the Meeting are requested to write to the Company at least seven days in advance of the date of Meeting at its Registered Office, so as to enable the company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

**Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013.**

The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice.

**In respect of item No. 5 and 6:**

Mr. Tarun Arora, 43 years, is a Bachelor of Science and Post Graduate Diploma in Business Management from IMT, Ghaziabad. He has rich experience of over two decades in which he has handled General Management and Leadership Roles with outstanding business growth for large FMCG companies along with playing a pivotal role in Business Transformation and integration projects. He was Chief Executive, India business in Danone Waters, India prior to joining Zydus. He has also worked with various FMCG companies like Wipro, Bharti Walmart and Godrej. Mr. Arora brings with him expertise and thought leadership in the areas of Brand Development, Go-to-Market strategy and Innovation. He has strong emphasis on people development and building consumer centric Organisation.

Mr. Tarun Arora was appointed on the recommendation of Nomination and Remuneration Committee as an Additional Director and also Whole Time Director with effect from 14<sup>th</sup> May, 2015, subject to approval of Members at the ensuing Annual General Meeting.

Mr. Tarun Arora was appointed as a Whole Time Director in accordance with the relevant provisions of the Act read with Schedule V of the Act. Mr. Tarun Arora shall be entitled to remuneration by way of salary, dearness allowance, perquisites, commission and other allowances, as may be determined by the Board of Directors, within the overall limits prescribed under the provisions of the Act.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure as a Whole Time Director, the Company has no profits or has inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the resolution as Minimum Remuneration to the Whole Time Director subject to limits as prescribed under Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time.

The terms of appointment and remuneration given herein may be fixed, altered, varied and increased from time to time by the Board of Directors, at its sole discretion as they deem fit, so as not to exceed the overall limits as prescribed under the provisions of the Act.

The remuneration payable and the other terms and conditions of the appointment of Mr. Tarun Arora as a Whole Time Director is set out in the Agreement proposed to be entered into by the Company with him, which will be available for inspection by the Members at the Registered Office of the Company at any time between 10.00 a.m. to 1.00 p.m. on any working day up to the date of the Meeting.

Consent of the members is sought for passing Ordinary Resolutions as set out at Item No. 5 & 6 of the Notice for appointment of Mr. Tarun Arora as a Director liable to retire by rotation and the Whole Time Director of the Company.

The Company has received a notice from a member under section 160 of the Act proposing the candidature of Mr. Tarun Arora for the office of a Director of the Company. Mr. Tarun Arora is eligible for appointment as a Director of the Company pursuant to provisions of the Act and is not disqualified from being appointed as a Director in terms of section 164 of the Act. Mr. Tarun Arora has given his consent to act as a Director of the Company.

None of the Directors [save and except the appointee] or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions. Your Directors recommend the passing of resolutions as set out at Item No. 5 & 6 of the Notice for approval by the Members.

**Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013.****In respect of item No. 7:**

Looking to the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the Directors, it is proposed that in terms of section 197 of the Act read with Rules made thereunder, the Non-Executive Directors be paid, for each of the five financial years of the Company commencing 1<sup>st</sup> April, 2015, remuneration by way of Commission not exceeding one percent per annum of the net profits of the Company subject to maximum of Rs. 100 lacs in aggregate computed in accordance with the relevant provisions of the Act. The Board of Directors will determine each year, the specific amount to be paid as commission to the Non-Executive Directors.

Consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for payment of commission to the Non-Executive Directors of the Company.

All the Non-Executive Directors are interested in the proposed resolution. None of the Key Managerial Personnel or their relatives are, 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. 7 of the Notice for approval by the Members.

**In respect of item No. 8:**

The Board of Directors on the recommendation of the Audit Committee, appointed M/s. Dalwadi & Associates, Cost Accountants as the Cost Auditors to conduct the audit of cost records of product "Nutralite" for the financial year ending on 31<sup>st</sup> March, 2016 and fixed remuneration of Rs. 1.80 lacs plus service tax and out of pocket expenses.

As per the provisions of section 148[3] of the Act read with Rule 14 of The Companies [Audit and Auditors] Rules, 2014, the remuneration fixed by the Board of Directors is to be ratified by the Members of the Company.

Accordingly, consent of the Members of the Company is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2016.

None of the Directors or Key Managerial Personnel or their relatives are, 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. 8 of the Notice for approval by the Members.

**By order of the Board of Directors**

**Place :** Ahmedabad  
**Date :** 14<sup>th</sup> May, 2015

**Dhaval N. Soni**  
**Company Secretary**

## Annexure-A to the Notice dated 14<sup>th</sup> May, 2015

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting  
[Pursuant to clause 49 of the Listing Agreement]

Name of the Director	Dr. Sharvil P. Patel
Age	37 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, the parent Company, one of the leading global healthcare providers and the 4<sup>th</sup> largest pharmaceutical company in India. With a specialization 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 pharma and research expertise.</p> <p>Young and astute with a natural bias for leading new streams of thoughts and initiatives, Dr. Sharvil Patel is a part of Zydus Executive Board of the parent Company, which oversees the different verticals of the group and spearheads organization-wide initiatives. Combining ‘big picture’ thinking with a fine eye for details, Dr. Sharvil’s leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap.</p> <p>Dr. Sharvil Patel has also brought in a new dimension to the Company by giving it a much larger positioning in the wellness domain. Under his leadership, the Company is creating novel experiences for the health conscious consumers and has a basket of niche products and iconic brands such as Sugar Free, Everyuth and Nutralite.</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. Zydus Technologies Limited</li> <li>3. Dialforhealth India Limited</li> </ol>
Memberships / Chairmanships of Committees of other Public Companies	<p><b><u>Audit Committee:</u></b></p> <p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>1. Dialforhealth India Limited</li> <li>2. Zydus Technologies Limited</li> </ol> <p><b><u>Stakeholders’ Relationship Committee:</u></b></p> <p><b>Member</b></p> <p>Cadila Healthcare Limited</p>
Number of shares held in the Company	533



**Annexure-A to the Notice dated 14<sup>th</sup> May, 2015**

<b>Name of the Director</b>	<b>Mr. Tarun G. Arora</b>
Age	43 years
Date of Appointment on the Board	14 <sup>th</sup> May, 2015
Brief Resume and nature of expertise in functional areas	Mr. Tarun Arora, 43 years, is a Bachelor of Science and Post Graduate Diploma in Business Management from IMT, Ghaziabad. He has rich experience of over two decades in which he has handled General Management and Leadership Roles with outstanding business growth for large FMCG companies along with playing a pivotal role in Business Transformation and integration projects. He was Chief Executive, India business in Danone Waters, India prior to joining Zydus. He has also worked with various FMCG companies like Wipro, Bharti Walmart and Godrej. Mr.Arora brings with him expertise and thought leadership in the areas of Brand Development, Go-to-Market strategy and Innovation. He has strong emphasis on people development and building consumer centric Organisation.
Directorships held in other public Companies [excluding foreign and private Companies]	None
Memberships / Chairmanships of Committees of other Public Companies	None
Number of shares held in the Company	Nil

## Annexure-B to the Notice dated 14<sup>th</sup> May, 2015 - Instructions for e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Saturday, 25<sup>th</sup> July, 2015 from 9:00 a.m. and ends on Tuesday, 28<sup>th</sup> July, 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> July, 2015, being the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form)
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of ZYDUS WELLNESS LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**Annexure-B to the Notice dated 14<sup>th</sup> May, 2015 - Instructions for e-Voting**

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details:****Mr. Wenceslaus Furtado**

Deputy Manager, CDSL

17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001.

Email: [wenceslausf@cdslindia.com](mailto:wenceslausf@cdslindia.com), Tel: 022-22723333/8588