

Zydus Wellness

CIN-L15201GJ1994PLC023490

Registered Office :

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www.zyduswellness.in

August 3, 2016

Listing Department

Code: 531 335

BOMBAY STOCK EXCHANGE 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),

Mumbai-400 051

Re.: Proceedings of the Twenty Second Annual General Meeting

Dear Sir / Madam,

Please find enclosed the proceedings of the Twenty Second Annual General Meeting of the Company held today i.e. August 3, 2016, duly approved by the Chairman of the said meeting.

Please find the same in order and kindly acknowledge upon receipt.

Thanking you,

Yours faithfully,

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI

COMPANY SECRETARY

Encl.: As above

Proceedings of the Twenty Second Annual General Meeting of Zydus Wellness Limited held on Wednesday, August 3, 2016 at 10.00 a.m. 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:

Dr. Sharvil P. Patel	Chairman
Mr. Humayun Dhanrajgir	Director
Dr. B. M. Hegde	Director
Prof. Indiraben J. Parikh	Director
Mr. Ganesh N. Nayak	Director
Mr. Tarun G. Arora	Whole Time Director
Mr. Nitin D. Parekh	Group Chief Financial Officer
Mr. Amit B. Jain	Chief Financial Officer
Mr. Dhaval N. Soni	Company Secretary

Members Attendance

Representations under section 113 of the Companies Act, 2013, [2013 Act] for a total of 2,83,42,111 shares aggregating to 72.54 % of the total Share Capital was received.

76 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 Twenty Second Annual General Meeting of the Company.

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.

The Chairman acknowledged the presence of Mr. Kaushik D. Shah, Partner of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, the Statutory Auditors of the Company.

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

With the permission of the members present at the meeting, the Notice convening the Twenty Second Annual General Meeting of the Company, as circulated to the shareholders of the Company was taken as read.

Thereafter, Mr. Tarun G. Arora, Whole-Time Director made the presentation highlighting the performance of the Company.

Shareholders asked few questions relating to the performance of the Company and strategic plan for future development of the business of the Company.



The Chairman, Whole-Time Director and the Chief Financial Officer responded to each of the questions of the members.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's Report to the members, which have any adverse effect on the functioning of the Company.

The Chairman informed that as per section 108 of the 2013 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 had provided e-voting platform of Central Depository Services [India] Limited [CDSL] to the shareholders for exercising their voting rights in electronic form.

The Chairman further informed that the resolutions prescribed in the Notice convening the Twenty Second AGM of the Company will be passed through poll process by the members / representatives and proxy holders present at the meeting.

He stated that Poll will be ordered for the voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 5 of the Notice of the Twenty Second Annual General Meeting.

The Company Secretary explained the procedure for exercising the votes by the members through poll process.

The Chairman thereafter, ordered the Poll on all Resolutions for the Ordinary and Special businesses as set out in Items 1 to 5 of the Notice of the Twenty Second Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the Poll taken immediately after the closure of the meeting at the same venue i.e. J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, which remained open till the members and proxy holders participating in the Poll had casted their votes.

The Chairman stated that pursuant to the provisions of section 109 of the 2013 Act, Mr. D. D. Sanghavi, Practising Company Secretary [Membership No. 3229] is appointed as Scrutinizer to conduct the poll process in a fair and transparent manner, scrutinize the poll papers and to submit his report.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes casted by the members. He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared by August 6, 2016. The results to be declared for each resolution shall indicate separately the votes on the Poll and electronic voting 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 and the consolidated report of Scrutinizers shall be available at the Registered Office of the Company.

The Chairman requested Mr. Dhirajjal D. Sanghavi, Scrutinizer appointed for the Poll, after closure of the meeting, to take over the Poll proceedings and requested him to submit his Report on Poll Process not later than 10:00 a.m. on August 6, 2016.



Thanking the members for their participation and suggestions, the Chairman announced formal closure of the Twenty Second Annual General Meeting of the Company.

Conduct of Poll

Mr. Dhirajlal D. Sanghavi, Scrutinizer conducted the Poll, which included distribution of Polling papers, showing empty Polling boxes to the members, locking and sealing of empty Poling boxes in the presence of members and proxy holders. After ensuring that all members and proxy holders participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 11:00 a.m. The Scrutinizer then took the custody of polling boxes.

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Twenty Second Annual General Meeting of the Company held on Wednesday, August 3, 2016.

On the basis of the Scrutinizer's Report for the Electronic Voting dated August 3, 2016 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated August 3, 2016, the summary of which is mentioned hereunder, the Chairman announced the results of voting on August 3, 2016 that all the Resolutions for the Ordinary and Special businesses as set out in Item No. 1 to 5 in the Notice of the Twenty Second Annual General Meeting of the Company have been duly passed by the requisite majority.

The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 5 in the Notice of the Twenty Second Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of Twenty Second Annual General Meeting of the Members held on August 3, 2016.

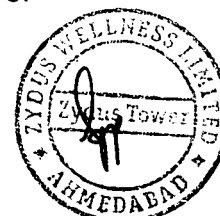
Ordinary Business:

Item No. 1: Ordinary Resolution for adoption of Financial Statements [including Consolidated Financial Statements] for the year ended on March 31, 2016 and the Reports of Board of Directors' and Auditors' thereon.

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2016 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 March 31, 2016 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.”

Item No. 2: Ordinary Resolution for confirmation of interim dividend declared and paid as final dividend for the financial year 2015–2016.

“RESOLVED THAT the interim dividend of Rs. 6.50/- [65%] per equity share of Rs. 10/- each fully paid for the financial year ended on March 31, 2016 declared by the Board of Directors and paid to the members be and is hereby confirmed as a final dividend.”



Item No. 3: Ordinary Resolution for reappointment of Mr. Ganesh N. Nayak, who retires by rotation.

“RESOLVED THAT Mr. Ganesh N. Nayak, Director of the Company, [DIN 00017481] 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.”

Item No. 4: Ordinary Resolution for ratification of appointment of Statutory Auditors and to fix their remuneration.

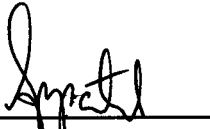
“RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and resolution passed by the members at Twenty First Annual General Meeting held on July 29, 2015, the appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad [Registration No. 102511W], as the Statutory Auditors of the Company to hold the office till the conclusion of Twenty Sixth Annual General Meeting be and is hereby ratified and the Board of Directors of the Company, on the recommendation of the Audit Committee, be and is hereby authorised to fix the remuneration payable to them for the financial year ending on March 31, 2017.”

Special Business:

Item No. 5: Ordinary Resolution for ratification of remuneration to Cost Auditors.

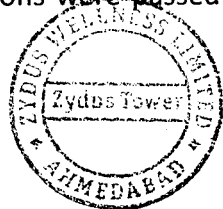
“RESOLVED THAT pursuant to provisions of section 148[3] and other applicable provisions, if any, of the Companies Act, 2013, and the Companies [Cost Records and Audit] Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 2.00 lacs plus applicable service tax and out of pocket expenses at actuals for the financial year ending on March 31, 2017 to M/s. Dalwadi & Associates, Cost Accountants [Firm Registration No. 000338] who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to product ‘Nutralite’ manufactured by the Company for the Financial Year 2016–2017.”

All the above resolutions were passed with requisite majority through e-voting and Poll process.



DR. SHARVIL P. PATEL

CHAIRMAN OF THE TWENTY SECOND ANNUAL GENERAL MEETING



Place: Ahmedabad

Date: August 3, 2016