

Zydus Wellness

January 2, 2019

Listing Department
BSE LIMITED
P J Towers, Dalal Street, Fort,
Mumbai-400 001

Code: **531335**

Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Code: **ZYDUSWELL**

Re.: **Newspaper Advertisement**

Ref.: **Corrigendum to the Notice convening the EOGM**

Dear Sirs,

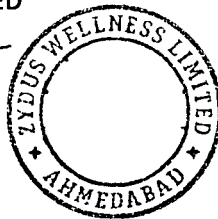
Please find enclosed the advertisement published in Financial Express in today's edition, with regard to corrigendum to the Extra Ordinary General Meeting of the members of Zydus Wellness Limited.

Please find the same in order and bring the same to the notice of the members of the exchange and the investors' at large.

Thank you,

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


DHAVAL N. SONI
COMPANY SECRETARY



Encl.: As above

7 Explanatory Statement Item Nos. 6, 7, 8 and 9:
Allotment of Shares: Upto 1,86,32,416 (One Crore Eighty Six Lakh Thirty Two Thousand Four Hundred and Sixteen) equity shares of the Company proposed to be issued and allotted to the Proposed Allottees on preferential allotment basis for cash aggregating to Rs. 25,74,99,98,912/- (Rupees Two Thousand Five Hundred and Seventy Four Crore Ninety Nine Lakh Ninety Eight Thousand Nine Hundred and Twelve only), in the manner set forth in the SEBI (ICDR) Regulations.

8 Explanatory Statement Item Nos. 6, 7, 8 and 9:
Proposed Allottees-(in context of issue and allotment of the Allotment Shares)(a) True North Fund V LLP, a SEBI registered Category II Alternative Investment Fund incorporated under the laws of India (and having its registered office at Rocklines House, Ground Floor, 9/2 Museum Road, Bengaluru-560001), and True North VI LLP, (a SEBI-registered Category II Alternative Investment Fund incorporated under the laws of India (and having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai-400055), Oakenshield Private Limited (a Company having its registered office at Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai-400055) and / or another entity that will be legally and beneficially owned by True North Fund V LLP and / or True North Fund VI LLP ("True North"); (b) Pioneer Investment Fund, (c) Cadila Healthcare Limited and (d) Zyclus Family Trust.

9 Explanatory Statement Item Nos. 6, 7, 8 and 9:
Post allotment of the Allotment Shares, (a) True North will hold 72,35,890 (Seventy Two Lakh Thirty Five Thousand Eight Hundred and Ninety) Equity Shares of Rs. 10/- (Rupees Ten only) each, (b) Pioneer Investment Fund will hold 7,23,589 (Seven Lakh Twenty Three Thousand Five Hundred and Eighty Nine) equity shares of Rs. 10/- (Rupees Ten only) each (c) Cadila Healthcare Limited will hold 3,66,65,925 (Three Crore Sixty Six Lakh Sixty Five Thousand Nine Hundred and Twenty Five) Equity Shares of Rs. 10/- (Rupees Ten only) each and (d) Zyclus Family Trust will hold 23,45,262 (Twenty Three Lakh Forty Five Thousand Two Hundred and Sixty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each, collectively 4,69,70,866 (Four Crore Sixty Nine Lakh Seventy Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- (Rupees Ten only) each.

10 Explanatory Statement Item Nos. 6, 7, 8 and 9:
Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations are as under:
2. Number of shares and Pricing of Preferential Issue:
It is proposed to issue and allot in aggregate 1,86,32,416 (One Crore Eighty Six Lakh Thirty Two Thousand Four Hundred and Sixteen) Equity Shares of Rs. 10/- (Rupees Ten only) each. The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI (ICDR) Regulations is fixed at Rs. 1,382/- (Rupees One Thousand Three Hundred and Eighty Two only) (including premium of Rs. 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only)) per equity share.

11 Explanatory Statement Item Nos. 6, 7, 8 and 9:
Accordingly, based on the pricing formula prescribed under Chapter V of SEBI (ICDR) Regulations has been worked out at Rs. 1,381.98 (Rupees One Thousand Three Hundred Eighty One and Ninety Eight Paise) per equity share. The issue price per equity share is Rs. 1,382/- (Rupees One Thousand Three Hundred and Eighty Two only).

Modifications:
Allotment of Shares: Upto 1,85,92,055 (One Crore Eighty Five Lakh Ninety Two Thousand Five) equity shares of the Company proposed to be issued and allotted to the Proposed Allottees on preferential allotment basis for cash aggregating to Rs. 25,74,99,98,912/- (Rupees Two Thousand Five Hundred and Seventy Four Crore Ninety Nine Lakh Ninety Eight Thousand Nine Hundred and Twelve only) in the manner set forth in the SEBI (ICDR) Regulations.

Modification:
Proposed Allottees-(in context of issue and allotment of the Shares) Mumbai-400 055 ("True North"); (b) Pioneer Investment Fund; (c) Cadila Healthcare Limited and (d) Zyclus Family Trust.

Modification:
Post allotment of the Shares, (a) True North will hold 72,20,216 (Seventy Two Lakh Twenty Thousand Two Hundred and Sixteen) Equity Shares of Rs. 10/- (Rupees Ten only) each, (b) Pioneer Investment Fund will hold 7,22,021 (Seven Lakh Twenty Two Thousand and Twenty One) equity shares of Rs. 10/- (Rupees Ten only) each (c) Cadila Healthcare Limited will hold 3,66,47,509 (Three Crore Sixty Six Lakh Forty Seven Thousand Five Hundred and Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each and (d) Zyclus Family Trust will hold 23,40,559 (Twenty Three Lakh Forty Thousand Five Hundred Fifty Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each, collectively 4,69,10,305 (Four Crore Sixty Nine Lakh Ten Thousand Three Hundred and Five) equity shares of Rs. 10/- (Rupees Ten only) each.

Modification:
Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations are as under:
2. Number of shares and Pricing of Preferential Issue:
It is proposed to issue and allot in aggregate 1,85,92,055 (One Crore Eighty Five Lakh Ninety Two Thousand Five) Equity Shares of Rs. 10/- (Rupees Ten only) each. The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI (ICDR) Regulations is fixed at Rs. 1,382/- (Rupees One Thousand Three Hundred and Eighty Two only) (including premium of Rs. 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only)) per equity share.

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Explanatory Statement Item Nos. 6, 7, 8 and 9:
4. The shareholding pattern of the Company before and after the proposed issue of shares:
The entire table of shareholding pattern of the Company before and after the proposed issue of shares to be substituted as under:

Sr. No.	Category	Pre-issue Shareholding		Shareholding Pattern on the date of issue of shares pursuant to proposed issue of shares
		No. of shares held	% holding	
A.	Promoters and Promoter Group Holding			
1	Indian Promoters / Promoter Group:			
	Individuals / HUF	4797	0.01	4797
	Trust	174495	0.45	2340
	Bodies Corporate	28164395	72.08	36648
	Sub Total	28343687	72.54	36993
2	Foreign Promoters / Promoter Group:			
	Individuals / HUF	0	0	
	Bodies Corporate	0	0	
	Sub Total	0	0	0
	Sub Total (A)	28343687	72.54	36993
B1.	Non - Promoters' holding:			
	Institutions:			
	Mutual Funds	1769347	4.53	1769347
	Alternate Investment Funds	0	0	723
	Foreign Portfolio Investor (Corporate)	1943012	4.97	1943012
	Financial Institutions / Banks	1518493	3.89	1518493
	Insurance Companies	0	0	
	Sub Total (B1)	5230852	13.39	5952
B2.	Others			
	Individuals	3116660	7.99	3116660
	Bodies Corporate	1954133	5.01	9174
	Non-Resident Indians (Repatriable)	145894	0.37	145894
	Non-Resident Indians (Non-Repatriable)	94496	0.24	94496
	Clearing Member	31368	0.08	31368
	Directors and relatives	7323	0.01	7323
	Trust	573	0	573
	Hindu Undivided Family	79103	0.2	79103
	Foreign Portfolio Investor (Individual)	0	0	
	Others (IEPF and NBFCs)	63000	0.17	63000
	Sub Total (B2)	5497550	14.07	12717
	Grand Total (A + B1 + B2)	39072089	100	57664

Explanatory Statement Item Nos. 6, 7, 8 and 9:
6. Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them:
The entire table to be substituted as under:

Name and Address of the proposed Allottees	Category	Pre Issue Holding		No. of Equity Shares to be allotted *	Post Issue Holding		Name of the Allottee
		No. of Equity Shares held	% of Holding		No. of Equity Shares held	% of Holding	
Threpsi Care LLP Registered Office: Suite F9C, Grand Hyatt Plaza, Santacruz East, Mumbai - 400055. Being legally and beneficially owned by True North V LLP and/or True North VI LLP	Public	0	0	7220216	7220216	12.52	True North Fund V LLP and True North Fund VI LLP (acting alone or together with others) owns / is entitled Mr. Surendra Ambalal Davs, as nominee of True North Managers L. Fund in accordance with the LLP agreement of each TN. The Ultimate Beneficial Owners of Threpsi Care LLP are
Pioneer Investment Fund Registered Office: Premji Invest. # 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore-560035	An Alternative Investment Fund	0	0	722021	722021	1.25	Mr. Azim Hasham Premji
Cadila Healthcare Limited Registered Office: Zyclus Tower, Satellite Cross Roads, Sarkhej-Gandhinagar Highway, Ahmedabad-380015	Promoter	28163755	72.08	6483754	36647509	63.55	Allottee is a listed company with its equity shares listed on the Allottee.
Zyclus Family Trust Administrative Office: 16, Azad Society, Ambawadi, Ahmedabad-380015	Promoter Group	174495	0.45	2168064	2340559	4.06	A Discretionary Trust. Mr. Pankaj R. Patel, Dr. Sharvil P. Patel and Mrs. Pritiba

Explanatory Statement Item No. 13
The Company has entered into a Share Subscription Agreement dated December 6, 2018 ("SSA") with True North Fund V LLP, a Category II Alternative Investment Fund and True North Fund VI LLP, a Category II Alternative Investment Fund relating to subscription of 72,35,890 (Seventy Two Lakhs Thirty Five Thousands Eight Hundred and Ninety) Equity Shares of Rs. 10/- (Rupees Ten only) each proposed to be issued on a preferential basis, at a premium of Rs. 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only).

Modification:
The Company has amended the Share Subscription Agreement executed with True North Fund V LLP, a Category II Alternative Investment Fund relating to subscription of 72,35,890 (Seventy Two Lakhs Thirty Five Thousands Eight Hundred and Ninety) Equity Shares of Rs. 10/- (Rupees Ten only) each proposed to be issued on a preferential basis, at a premium of Rs. 1,372/- (Rupees One Thousand Three Hundred and Seventy Two only) change in the floor price of allotment of shares on preferential basis.

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	Bodies Corporate	28164395	72.08	36648
	Sub Total	28343687	72.54	38993
2 Foreign Promoters / Promoter Group:				
	Individuals / HUF	0	0	0
	Bodies Corporate	0	0	0
	Sub Total	0	0	0
	Sub Total (A)	28343687	72.54	38993
B1. Non - Promoters' holding:				
Institutions:				
	Mutual Funds	1769347	4.53	17693
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	Foreign Portfolio Investor (Corporate)	1943012	4.97	1943
	Financial Institutions / Banks	1518493	3.89	1518
	Insurance Companies	0	0	0
	Sub Total (B1)	5230852	13.39	5952
B2. Others				
	Individuals	3116660	7.99	3116
	Bodies Corporate	1954133	5.01	9174
	Non-Resident Indians (Repatriable)	145894	0.37	145
	Non-Resident Indians (Non-Repatriable)	94498	0.24	94
	Clearing Member	31368	0.08	31
	Directors and relatives	7323	0.01	7
	Trust	573	0	5
	Hindu Undivided Family	79103	0.2	79
	Foreign Portfolio Investor (Individual)	0	0	0
	Others (IEPF and NBFCS)	68000	0.17	68
	Sub Total (B2)	5497550	14.07	12717
	Grand Total (A + B1 + B2)	39072089	100	57664

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Pioneer Investment Fund Registered Office: Premji Invest, # 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore-560035	An Alternative Investment Fund	0	0	722021	722021	1.25	Mr. Azim Hasham Premji
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Modification:
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