

**Announcement of the Consolidated Results of remote e-voting and e-voting done at the Twenty Ninth Annual General Meeting of Zydus Wellness Limited**

Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Company had provided remote e-voting facility to the members for exercising the voting rights and e-voting facility was provided to the members to cast their votes at the Twenty Ninth Annual General Meeting (“AGM”) of Zydus Wellness Limited (“the Company”).

The members attending the AGM and who had not cast their vote through Remote e-voting were also provided with the facility to cast their vote on the resolutions, through e-voting at the Twenty Ninth AGM.

Based on the Scrutinizer’s Consolidated Report, on remote e-voting and e-voting at AGM, I declare the resolutions contained in the Notice of the Twenty Ninth AGM as passed with the requisite majority and all these resolutions are deemed to be passed on August 3, 2023 i.e. the date of AGM.

The Summary of the results is as under:

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Business)	Remote e-voting	57670040	99.9353	34	0.0001
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57707314</b>	<b>99.9999</b>	<b>34</b>	<b>0.0001</b>
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57670028	99.9353	46	0.0001
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57707302</b>	<b>99.9999</b>	<b>46</b>	<b>0.0001</b>
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57675690	99.9353	34	0.0001
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57712964</b>	<b>99.9999</b>	<b>34</b>	<b>0.0001</b>

**Zydus Wellness Limited**

**Regd. Office:** ‘Zydus Corporate Park’, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481, India.

**Phone No.:** +91-79-71800000; **Website:** [www.zyduswellness.com](http://www.zyduswellness.com)

**CIN:** L15201GJ1994PLC023490

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 4 of the Notice (As an Ordinary Business)	Remote e-voting	57671968	99.9336	1016	0.0018
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57709242</b>	<b>99.9982</b>	<b>1016</b>	<b>0.0018</b>
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	54444138	94.3361	3231511	5.5993
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>54481412</b>	<b>94.4007</b>	<b>3231511</b>	<b>5.5993</b>
Item No. 6 of the Notice (As a Special Business)	Remote e-voting	57638156	99.8704	37493	0.0650
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57675430</b>	<b>99.9350</b>	<b>37493</b>	<b>0.0650</b>
Item No. 7 of the Notice (As a Special Business)	Remote e-voting	57673992	99.9325	1657	0.0029
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57711266</b>	<b>99.9971</b>	<b>1657</b>	<b>0.0029</b>
Item No. 8 of the Notice (As a Special Business)	Remote e-voting	57675421	99.9349	303	0.0005
	E-voting during AGM	37274	0.0646	0	0.0000
	<b>Total</b>	<b>57712695</b>	<b>99.9995</b>	<b>303</b>	<b>0.0005</b>

For, **ZYDUS WELLNESS LIMITED**

**SHARVIL P. PATEL**

**CHAIRMAN OF TWENTY NINTH ANNUAL GENERAL MEETING**

Place: Ahmedabad

Date: August 4, 2023

**Zydus Wellness Limited**

**Regd. Office:** 'Zydus Corporate Park', Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481, India.

**Phone No.:** +91-79-71800000; **Website:** [www.zyduswellness.com](http://www.zyduswellness.com)

**CIN:** L15201GJ1994PLC023490

**Scrutinizer's Report**  
(Combined Report for remote e-voting and e-voting at the AGM)

To,

**The Chairman**

29<sup>th</sup> Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Thursday, August 3, 2023 at 10.00 a.m. (IST)

Dear Sir,

**Sub: Combined report on remote e-voting and e-voting conducted at the 29<sup>th</sup> Annual General Meeting of the Company:**

**1. Appointment as Scrutinizer:**

The undersigned have been appointed as Scrutinizer to scrutinize the remote e-voting and e-voting at the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014. Our responsibility as Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to submit our report on the basis of the electronic data generated from the e-voting system.

**2. AGM and Voting:**

- 2.1 The Ministry of Corporate Affairs ("MCA") vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 and Securities and Exchange Board of India ("SEBI") vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (Collectively referred to as "MCA and SEBI Circulars for General Meetings"), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue.
- 2.2 The AGM of the members of the Company was held on Friday, July 29, 2022 at 10.00 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") in accordance with MCA and SEBI Circulars for General Meetings vide Notice dated May 17, 2023. The votes were cast through remote e-voting and e-voting at the AGM.
- 2.3 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, the MCA and SEBI Circulars for General Meetings, and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to convening and holding the AGM.

**3. Voting Rights:**

- 3.1 As informed, the Notice of AGM was sent to all the members by email, whose names appeared in the Register of Members/list of Beneficial Owners as received from the Depositories and whose email addresses were registered with the Company.
- 3.2 The voting rights were reckoned as on Thursday, July 28, 2023 being the Cut-off Date for the purpose of deciding the entitlement of members to vote through remote e-voting and e-voting at the AGM.

**4. Voting Process:**

- 4.1 The Company appointed Central Depository Services (India) Limited for providing e-voting facility through remote e-voting and e-voting at the AGM.
- 4.2 The voting through remote e-voting was open from 9.00 a.m. Monday, July 31, 2023 up to 5.00 p.m. Wednesday, August 2, 2023.
- 4.3 The e-voting at the AGM was kept open for 15 (Fifteen) minutes after the conclusion of the AGM to enable the members to exercise their votes.

5. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by the undersigned at 11.20 a.m. on August 3, 2023.

**6. Voting Result:**

We are submitting our combined report on remote e-voting and e-voting at the AGM in respect of following matters:

Item No. of the Notice, type of Resolution and subject matter	Mode of Voting	In favour of the resolution		Against the resolution	
		No. of Shares/ votes	% of total votes cast	No. of Shares/ votes	% of total votes cast
<b>Item No. 1</b> Ordinary Resolution: Adoption of Standalone Audited Financial Statements for the financial year ended March 31, 2023	Remote e-voting	57670040	99.9353	34	0.0001
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57707314</b>	<b>99.9999</b>	<b>34</b>	<b>0.0001</b>
<b>Item No. 2</b> Ordinary Resolution: Adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2023	Remote e-voting	57670028	99.9353	46	0.0001
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57707302</b>	<b>99.9999</b>	<b>46</b>	<b>0.0001</b>
<b>Item No. 3</b> Ordinary Resolution: To declare Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2022	Remote e-voting	57675690	99.9353	34	0.0001
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57712964</b>	<b>99.9999</b>	<b>34</b>	<b>0.0001</b>

<b>Item No. 4</b> Ordinary Resolution: <b>Re-appointment of DR. Sharvil P. Patel (DIN: 00131995), as a Non-Executive Director, who retires by rotation in the AGM and being eligible, offers himself for re-appointment.</b>	Remote e-voting	57671968	99.9336	1016	0.0018
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57709242</b>	<b>99.9982</b>	<b>1016</b>	<b>0.0018</b>
<b>Item No. 5</b> Special Resolution: <b>Re-appointment of Ms. Dharmishtaben N. Raval (DIN: 02792246) as an Independent Director of the Company for the second term of 5 (five) consecutive years</b>	Remote e-voting	54444138	94.3361	3231511	5.5993
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>54481412</b>	<b>94.4007</b>	<b>3231511</b>	<b>5.5993</b>
<b>Item No. 6</b> Special Resolution: <b>Re-appointment of Mr. Srivishnu R. Nandyala (DIN: 00025063) as an Independent Director of the Company for the second term of 5 (five) consecutive years</b>	Remote e-voting	57638156	99.8704	37493	0.0650
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57675430</b>	<b>99.9350</b>	<b>37493</b>	<b>0.0650</b>
<b>Item No. 7</b> Special Resolution: <b>Appointment of Mr. Akhil A. Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of 5 (five) consecutive years</b>	Remote e-voting	57673992	99.9325	1657	0.0029
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57711266</b>	<b>99.9971</b>	<b>1657</b>	<b>0.0029</b>
<b>Item No. 8</b> Ordinary Resolution: <b>To ratify remuneration to Cost Auditors</b>	Remote e-voting	57675421	99.9349	303	0.0005
	e-voting at the AGM	37274	0.0646	0	0
	<b>Total</b>	<b>57712695</b>	<b>99.9995</b>	<b>303</b>	<b>0.0005</b>
<i>Note: The abstained votes in respect of each of the above resolutions are not considered.</i>					

The electronic record / data has been sent to the Company Secretary of the Company for his record.

Thanks and regards,

Hitesh Diwakerbhai Buch  Digitally signed by Hitesh Diwakerbhai Buch  
Date: 2023.08.03 23:46:37 +05'30'

CS Hitesh Buch  
Proprietor  
For Hitesh Buch & Associates  
Company Secretaries  
CP No. 8195; FCS 3145  
UDIN: F003145E000737296  
Peer Review Cert. No. 1265/2021

August 3, 2023

Submitted to the Chairman of the Company through  
Mr. Nandish P. Joshi, Company Secretary