

<b>BSE Limited</b> <b>Code: 531335</b> P. J. Towers, Dalal Street, <b><u>Mumbai-400 001</u></b>	<b>National Stock Exchange of India Limited</b> <b>Code: ZYDUSWELL</b> Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (E), <b><u>Mumbai-400 051</u></b>
<b>Date:</b> August 2, 2024	
<b>Re.:</b> Proceedings of the Thirtieth Annual General Meeting of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the Thirtieth Annual General Meeting of the Company held today i.e. August 2, 2024, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find the same in order.

Thanking you,

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

**NANDISH P. JOSHI**  
**COMPANY SECRETARY**

**Encl.:** As above.

**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

**Proceedings of the Thirtieth Annual General Meeting ("AGM") of Zydus Wellness Limited held on Friday, August 2, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10:40 a.m.**

**Following Directors / Key Managerial Personnel / Auditors of the Company attended the AGM through VC / OAVM:**

- |     |                            |   |   |
|-----|----------------------------|---|---|
| 1.  | Dr. Sharvil P. Patel       | - | Chairman  |
| 2.  | Ms. Dharmishtaben N. Raval | - | Independent Director and Chairperson of Audit Committee   |
| 3.  | Mr. Srivishnu R. Nandyala  | - | Independent Director  |
| 4.  | Mr. Akhil A. Monappa       | - | Independent Director  |
| 5.  | Mr. Kulin S. Lalbhai       | - | Independent Director and Chairman of Nomination and Remuneration Committee  |
| 6.  | Mr. Ganesh N. Nayak        | - | Non-Executive Director and Chairman of Stakeholders' / Investors' Relationship Committee                                |
| 7.  | Mr. Ashish P. Bhargava     | - | Nominee Director  |
| 8.  | Mr. Tarun Arora            | - | CEO and Whole Time Director   |
| 9.  | Mr. Umesh V. Parikh        | - | Chief Financial Officer   |
| 10. | Mr. Nandish P. Joshi       | - | Company Secretary and Compliance Officer  |
| 11. | Mr. Mukesh M. Shah         | - | Partner-Mukesh M. Shah Co., Statutory Auditors  |
| 12. | Mr. Hitesh D. Buch         | - | Secretarial Auditor and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the AGM. |

**Members Attendance**

Representations under section 113 of the Companies Act, 2013, ("the Act") for a total of 4,42,93,841 shares aggregating to 69.6% of the total paid-up equity share capital were received.

Fifty three Members attended the meeting through video conferencing including bodies corporate through their representatives.

Dr. Sharvil P. Patel, the Chairman of the Board of Directors, occupied the position of Chairman and welcomed the members and other invitees to the AGM of the Company.

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

The Chairman informed that this AGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman briefed the members about the financial and business highlights of the Company and other major developments during the financial year ended on March 31, 2024.

The Chairman acknowledged the presence of Ms. Dharmishtaben N. Raval, Chairperson of Audit Committee, Mr. Kulin S. Lalbhai, Chairman of Nomination Remuneration Committee and Mr. Ganesh N. Nayak, Chairman of Stakeholders' / Investors' Relationship Committee and other directors. The Chairman also acknowledged the presence of Mr. Mukesh M. Shah, Partner representing Mukesh M. Shah & Co., Chartered Accountants, Statutory Auditors and Mr. Hitesh D. Buch, Practicing Company Secretary of the Company and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the AGM.

The Notice convening the AGM of the Company dated May 14, 2024, as circulated to the members of the Company, was taken as read. Further, the Chairman informed that there were no qualification(s) or adverse remark(s) in the Statutory Auditor's Report and Secretarial Auditor's Report which are required to be read pursuant to the provisions of the section 145 of the Companies Act, 2013.

Three members asked questions mainly pertaining to the future outlook, business, operations, wholly owned subsidiaries, plans for acquisition, financial performance etc.

The Chairman, CEO & Whole Time Director and the Chief Financial Officer responded to all the questions of the above three members, giving adequate details thereof.

The Company Secretary informed that pursuant to the provisions of regulation 44 of the SEBI (LODR) Regulations, 2015, section 108 of the Companies Act, 2013 and Rules made thereunder, standard 7.2 and 8 of Secretarial Standard-2 on General Meetings issued by ICSI and MCA and SEBI Circulars for General Meetings, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Company Secretary further informed that the resolutions prescribed in the Notice of AGM would be passed through remote e-voting and e-voting during the AGM.

The Company Secretary informed that pursuant to the provisions of section 109 of the Act, Mr. Hitesh Buch, Practicing Company Secretary (Membership No. 3145) was appointed as Scrutinizer for both, remote e-voting and e-voting process during the AGM, to conduct the e-voting process in a fair and transparent manner and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following resolutions as set out at Item Nos. 1 to 8 of the Notice of AGM were open for e-voting during the AGM and 15 minutes post conclusion of the AGM:

**Ordinary business:**

1. Adoption of Standalone Audited Financial Statements of the Company for the year ended on March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon;
2. Adoption of Consolidated Audited Financial Statements of the Company for the year ended on March 31, 2024 and the Report of the Auditors thereon;
3. Declaration of Final Dividend of ₹ 5/- per equity share for the financial year ended on March 31, 2024;
4. Re-appointment of Mr. Tarun Arora, as a Chief Executive Officer & Whole Time Director of the Company, liable to retire by rotation;

**Special business:**

5. Re-appointment of Mr. Tarun Arora, as a Chief Executive Officer & Whole Time Director of the Company for a period of 5 years;
6. Continuation of Mr. Ashish Bhargava as a Nominee Director of the Company;
7. Approval of Commission payable to the Non-Executive Directors; and
8. Ratification of remuneration of Dalwadi & Associates, Cost Auditors for the Financial Year ending on March 31, 2025.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes cast by the members through remote e-voting and e-voting during the AGM.

The Chairman concluded the meeting informing the members that the result would be declared upon receipt of Consolidated Scrutinizer's Report within statutory time period. He further informed that the results would also be uploaded on the website of the Company at [www.zyduswellness.com](http://www.zyduswellness.com) together with the consolidated report of the Scrutinizer and would be available at the Registered Office of the Company.

The Chairman announced formal closure of the Thirtieth Annual General Meeting of the Company.

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**SHARVIL P. PATEL**  
**CHAIRMAN OF THE THIRTIETH ANNUAL GENERAL MEETING**

Date: August 2, 2024  
Place: Ahmedabad