

Announcement of the Consolidated Results of remote e-voting and e-voting done at the Twenty Eighth 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 Eighth 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 Eighth 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 Eighth AGM as passed with the requisite majority and all these resolutions are deemed to be passed on July 29, 2022 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	57712796	99.9998	34	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712889	100.0000	34	0.0000
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57712805	99.9998	25	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712898	100.0000	25	0.0000
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57715756	99.9998	17	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715849	100.0000	17	0.0000

Zydus Wellness Limited

(a subsidiary of Zydus Lifesciences 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

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	57654605	99.8938	61168	0.1060
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57654698	99.8940	61168	0.1060
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57715315	99.9990	458	0.0008
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715408	99.9992	458	0.0008

For, ZYDUS WELLNESS LIMITED

SHARVIL P. PATEL

CHAIRMAN OF TWENTY EIGHTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: July 29, 2022

Zydus Wellness Limited

(a subsidiary of Zydus Lifesciences Limited)

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Phone No.: +91-79-71800000; **Website:** www.zyduswellness.com

CIN: L15201GJ1994PLC023490

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

To,
The Chairman
28th Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Friday, July 29, 2022 at 10.00 a.m. (IST)

Dear Sir,

Sub: Combined report on remote e-voting and e-voting conducted at the 28th 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 28th 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 and circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and May 5, 2022 issued by the Ministry of Corporate Affairs (the "MCA") and SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 ("MCA and SEBI Circulars") in respect of the resolutions contained in the Notice dated May 17, 2022 ("Notice"). 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. Voting:

- 2.1 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. The votes were cast through remote e-voting and e-voting at the AGM.
- 2.2 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, and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Voting Rights:

- 3.1 The Company sent Notices to all the members by email, whose names appeared in the Register of Members/list of Beneficial Owners as received from the Depositories as on Friday, July 1, 2022 and whose email addresses were registered with the Company.
- 3.2 The voting rights were reckoned as on Friday, July 22, 2022, being the Cut-off Date for the purpose of deciding the entitlements 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. Tuesday, July 26, 2022 up to 5.00 p.m. Thursday, July 28, 2022.
- 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 10.45 a.m. on July 29, 2022 in the presence of Mr. Sudhir Dave and Mr. Tejpal Sheth.

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
Item No. 1 Ordinary Resolution: Adoption of Standalone Audited Financial Statements for the financial year ended March 31, 2022	Remote e-voting	57712796	99.9998	34	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57712889	100.0000	34	0.0000
Item No. 2 Ordinary Resolution: Adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2022	Remote e-voting	57712805	99.9998	25	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57712898	100.0000	25	0.0000
Item No. 3 Ordinary Resolution: To declare Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2022	Remote e-voting	57715756	99.9998	17	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57715849	100.0000	17	0.0000

Item No. 4 Ordinary Resolution: Re-appointment of Mr. Ganesh N. Nayak (DIN: 00017481), as a Non-Executive Director, who retires by rotation in the AGM and being eligible, offers himself for re-appointment.	Remote e-voting	57654605	99.8938	61168	0.1060
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57654698	99.8940	61168	0.1060
Item No. 5 Ordinary Resolution: To ratify remuneration to Cost Auditors	Remote e-voting	57715315	99.9990	458	0.0008
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57715408	99.9992	458	0.0008
<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
DN: c=IN, o=Personal,
2.5.4.20=36209970200ca761230662778581f1
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280681ef29d5d4c8b96055d6ba212ab0a4300,
cn=Hitesh Diwakerbhai Buch
Date: 2022.07.29 16:15:43 +05'30'

CS Hitesh Buch
CP No. 8195; FCS 3145
Proprietor
For Hitesh Buch & Associates
Company Secretaries
UDIN: F003145D000709499

Ahmedabad, July 29, 2022

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