

**Announcement of the Consolidated Results of remote e-voting and e-voting done at the Twenty Seventh 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 [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 Seventh 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 Seventh 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 Seventh AGM as passed with the requisite majority and all these resolutions are deemed to be passed on July 30, 2021 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	57148831	99.9999	24	00.0000
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148884</b>	<b>100.0000</b>	<b>25</b>	<b>00.0000</b>
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57153064	99.9998	32	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57153117</b>	<b>99.9999</b>	<b>33</b>	<b>00.0001</b>
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57148638	99.9998	52	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148691</b>	<b>99.9999</b>	<b>53</b>	<b>00.0001</b>
Item No. 4 of the Notice (As a Special Business)	Remote e-voting	56993943	99.9063	53400	00.0936
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>56993996</b>	<b>99.9064</b>	<b>53401</b>	<b>00.0936</b>

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57148791	99.9998	64	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148844</b>	<b>99.9999</b>	<b>65</b>	<b>00.0001</b>
Item No. 6 of the Notice (As a Special Business)	Remote e-voting	56972557	99.8707	73725	00.1292
	E-voting during AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>56972610</b>	<b>99.8708</b>	<b>73726</b>	<b>00.1292</b>

For, ZYDUS WELLNESS LIMITED

**SHARVIL P. PATEL**  
**CHAIRMAN OF TWENTY SEVENTH ANNUAL GENERAL MEETING**

Place: Ahmedabad.  
Date: July 30, 2021.

**Scrutinizer's Report**

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

To,

**The Chairman**

27<sup>th</sup> Annual General Meeting of members of Zydus Wellness Limited ("**the Company**") held on Friday, July 30, 2021 at 10.00 a.m.

Dear Sir,

**Sub: Combined report on remote e-voting and e-voting conducted at the 27<sup>th</sup> Annual General Meeting of the Company:**

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting at the 27<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 at the AGM of the members of the Company held on Friday, July 30, 2021 at 10.00 a.m. through Video Conference ("**VC**") / Other Audio Visual Means ("**OAVM**").
- B. The AGM was held through VC/OAVM in compliance with Circular dated January 13, 2021 read with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circulars dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India ("**SEBI Circulars**"). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.
- C. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, MCA Circulars, SEBI Circulars and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at AGM on the resolutions contained in the Notice of the AGM dated May 10, 2021. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting and e-voting at AGM is done in a fair and transparent manner.
- D. The remote e-Voting period remained open from 9.00 a.m. (09.00 hours) Tuesday, July 27, 2021 up to 5.00 p.m. (17.00 hours) Thursday, July 29, 2021.
- E. The voting rights were reckoned as on Friday, July 23, 2021, 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.
- F. The remote e-voting and e-voting at the AGM was facilitated by Central Depository Services (India) Limited.
- G. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me at 10.51 a.m on July 30, 2021.
- H. I am submitting this report on the voting by shareholders through remote e-voting and e-voting at the AGM. The combined results in respect of voting on each of the resolution is as under:

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: <b>Adoption of Audited Financial Statements for the financial year ended March 31, 2021</b>	Remote e-voting	57148831	99.9999	24	00.0000
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148884</b>	<b>100.0000</b>	<b>25</b>	<b>00.0000</b>
<b>Item No. 2</b> Ordinary Resolution: <b>To declare Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2021</b>	Remote e-voting	57153064	99.9998	32	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57153117</b>	<b>99.9999</b>	<b>33</b>	<b>00.0001</b>
<b>Item No. 3</b> Ordinary Resolution: <b>To re-appoint Mr. Tarun G. Arora, as a CEO &amp; Whole Time Director liable to retire by rotation</b>	Remote e-voting	57148638	99.9998	52	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148691</b>	<b>99.9999</b>	<b>53</b>	<b>00.0001</b>
<b>Item No. 4</b> Special Resolution: <b>To re-appoint Mr. Kulin S. Lalbhai as an Independent Director for the second term of five consecutive years</b>	Remote e-voting	56993943	99.9063	53400	00.0936
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>56993996</b>	<b>99.9064</b>	<b>53401</b>	<b>00.0936</b>
<b>Item No. 5</b> Ordinary Resolution: <b>To ratify remuneration to Cost Auditors</b>	Remote e-voting	57148791	99.9998	64	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>57148844</b>	<b>99.9999</b>	<b>65</b>	<b>00.0001</b>
<b>Item No. 6</b> Ordinary Resolution: <b>Remuneration to Non-Executive Directors</b>	Remote e-voting	56972557	99.8707	73725	00.1292
	e-voting at the AGM	53	00.0001	1	00.0000
	<b>Total</b>	<b>56972610</b>	<b>99.8708</b>	<b>73726</b>	<b>00.1292</b>

**Note:** The abstained votes in respect of each of the above resolutions are not considered.

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

Thanks and regards,



CS Hitesh Buch

CP No. 8195; FCS 3145

For Hitesh Buch & Associates

Company Secretaries

UDIN: F003145C000713998



Ahmedabad, July 30, 2021

Submitted to the Chairman of the Company through  
CS Dhanraj Dagar, Company Secretary