



BSE Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai-400001</u> Code: 532321	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai-400051</u> Symbol: Zydulife
Date: December 30, 2022	
Re.: Proceedings of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members of the Company	
Ref.: Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations ”)	

Dear Sir / Madam,

Please find enclosed the proceedings of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members of the Company held today i.e. December 30, 2022, pursuant to regulation 30 of the Listing Regulations.

We request you to take a note of the above.

Thanking you,

Yours faithfully,

For, **ZYDUS LIFESCIENCES LIMITED**

DHAVAL N. SONI
COMPANY SECRETARY

Encl.: As above



Proceedings of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 ("EOGM") of the members of Zydus Lifesciences Limited held on Friday, December 30, 2022 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), which commenced at 2:00 p.m. (IST) and concluded at 2:20 p.m. (IST)

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

1.	Mr. Pankaj R. Patel	Chairman
2.	Mr. Nitin R. Desai	Independent Director
3.	Mr. Bhadresh K. Shah	Independent Director
4.	Mr. Akhil Monappa	Independent Director
5.	Ms. Upasana Konidela	Independent Director
6.	Mr. Mukesh M. Patel	Non-Executive Director
7.	Dr. Sharvil P. Patel	Managing Director
8.	Mr. Ganesh N. Nayak	Executive Director
9.	Mr. Nitin D. Parekh	Chief Financial Officer
10.	Mr. Dhaval N. Soni	Company Secretary
11.	Mr. Bharat Khombhadia	Sr. Manager-Deloitte Haskins & Sells LLP, Statutory Auditors
12.	Mr. Manoj Hurkat	Secretarial Auditor and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the EOGM

Members Attendance

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 75,88,06,527 shares aggregating to 74.97% of the total paid-up equity share capital were received.

69 members attended the meeting in person including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, occupied the position of Chairman. and welcomed the members and other invitees to the EOGM 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 EOGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Mr. Bharat Khombhadia, Representative of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company.

The Notice convening the EOGM of the Company dated November 29, 2022, as circulated to the members of the Company, was taken as read.

Three shareholders had requested for registering them as speaker shareholders, however, only one shareholder attended the meeting. He congratulated the Board of Directors on the good performance of the Company.

The Chairman informed that as per section 108 of the 2013 Act read with rule 20 (Voting through electronic means) of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulations, 2015, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Chairman further informed that the resolutions prescribed in the Notice of EOGM will be passed through e-voting process by the members / representatives who did not participate in remote e-voting and who participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the EOGM, to conduct in a fair and transparent manner, scrutinize the voting 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 special resolutions as set out at Item Nos. 1 and 2 of the Notice of EOGM were open for e-voting during the EOGM:

Special businesses:

1. Appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of five consecutive years and
2. Appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director of the Company for the first term of five consecutive years.

The Chairman informed that the results of voting on both the resolutions shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of Consolidated Scrutinizer's Report within statutory time period. He further informed that the results shall also be uploaded on the Company's website www.zyduslife.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman then announced formal closure of the EOGM of the Company.

E-voting during the EOGM:

The Company Secretary explained in detail the procedure for e-voting during EOGM.

Result of the remote e-voting and e-voting during EOGM on the Special Businesses transacted at the EOGM of the Company held on Friday, December 30, 2022:

On the basis of the Consolidated Scrutinizer's Reports, the summary of voting is mentioned in the following table. The Chairman announced the results of voting done on December 30, 2022 that both the special resolutions as set out at Item Nos. 1 and 2 of the Notice of EOGM have been duly passed by the requisite majority.

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	Remote e-voting	918243735	100	2137	Negligible
	E-voting during EOGM	9405	100	0	NA
	Total	918253140	100	2137	Negligible
Item No. 2 of the Notice	Remote e-voting	853605425	99.82	1550043	0.18
	E-voting during EOGM	9405	100	0	NA
	Total	853614830	99.82	1550043	0.18

The following special resolutions for the special businesses as set out at Item Nos. 1 and 2 of the Notice of EOGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members held on December 30, 2022:

Item No. 1: Special Resolution for appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of five consecutive years

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013 (“the **Act**”) and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the **Listing Regulations**”) and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors (“the **Board**”), Mr. Akhil Monappa (DIN-09784366), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 2: Special Resolution for appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director of the Company for the first term of five consecutive years:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with

Schedule IV of the Companies Act, 2013 ("the **Act**") and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the **Listing Regulations**") and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors ("the **Board**"), Ms. Upasana Kamineni Konidela (DIN-02781278), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that she meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Both the above resolutions were passed with requisite majority through remote e-voting and e-voting during the EOGM.

PANKAJ R. PATEL

**CHAIRMAN OF THE FIRST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2022-2023 OF THE MEMBERS OF THE COMPANY**

Place : Ahmedabad
Date : December 30, 2022