



August 11, 2017

To
The Chairman of
Zydus Wellness Limited
House No. 6 & 7, Sigma Commerce Zone,
Nr. Iscon Temple,
Sarkhej–Gandhinagar Highway
Ahmedabad – 380 015.

Re.: Scrutinizer’s Consolidated Report on remote e-Voting conducted pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting on Poll at the Twenty Third Annual General Meeting (AGM) of Zydus Wellness Limited (the Company) held on Friday, August 11, 2017.

Dear Sir,

I Dilip P. Shah, Practicing Chartered Accountant, was appointed as the Scrutinizer by the Board of Directors of the Company pursuant to section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the remote e-voting process in respect of the below mentioned resolutions passed at the AGM of the Company held on Friday, August 11, 2017 at 12.00 noon. I was also appointed as Scrutinizer to conduct the poll process in respect of the poll taken at the said venue of the AGM.

The Notice dated May 27, 2017 along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company. The AGM had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the “cut-off” date August 3, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.



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The voting period for remote e-voting commenced on Tuesday, August 8, 2017 [9.00 a.m.] and ended on Thursday, August 10, 2017 [5.00 p.m.] and the e-voting platform was disabled thereafter.

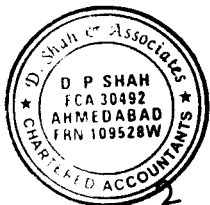
After the closure of the voting at the AGM, the report on poll taken at the meeting was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM, the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting through poll in respect of the said resolutions.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
		Nos.	%	Nos.	%	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	e-voting	32709506	99.9845	52	0.0002	12444
	Poll	5020	0.0153	0	0.00	106
	Total	32714526	99.9998	52	0.0002	12550
Item No. 2 of the Notice (As an Ordinary Resolution)	e-voting	32721933	99.9845	69	0.0002	0
	Poll	5020	0.0153	0	0.00	106
	Total	32726953	99.9998	69	0.0002	106
Item No. 3 of the Notice (As an Ordinary Resolution)	e-voting	32714516	99.9732	3755	0.0115	3731
	Poll	5019	0.0153	1	0.00	106
	Total	32719535	99.9885	3756	0.0115	3837
Item No. 4 of the Notice (As an Ordinary Resolution)	e-voting	32721350	99.9827	652	0.0020	0
	Poll	5019	0.0153	1	0.00	106
	Total	32726369	99.9980	653	0.0020	106
Item No. 5 of the Notice (As an Ordinary Resolution)	e-voting	32721950	99.9845	52	0.0002	0
	Poll	5020	0.0153	0	0.00	106
	Total	32726970	99.9998	52	0.0002	106
Item No. 6 of the Notice (As an Ordinary Resolution)	e-voting	32721350	99.9827	652	0.0020	0
	Poll	5020	0.0153	0	0.00	106
	Total	32726370	99.9980	652	0.0020	106
Item No. 7 of the Notice (As a Special Resolution)	e-voting	32721350	99.9827	652	0.0020	0
	Poll	5020	0.0153	0	0.00	106
	Total	32726370	99.9980	652	0.0020	106

All the resolutions stand passed under e-voting and poll with requisite majority.



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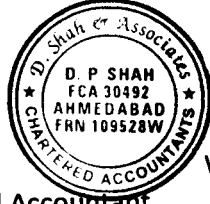


The Register, all other papers and relevant records relating to remote e-voting and poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours faithfully,

Dilip P. Shah
Practicing Chartered Accountant
Membership No. 030492



Witness:

1. Dhaval Shah
2. Ami Kankaria

Place : Ahmedabad
Date : August 11, 2017