

Announcement of the Consolidated Results of remote e-voting and e-voting conducted at the Twenty Fourth 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 Fourth 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 venue of Twenty Fourth 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 Fourth AGM as passed with the requisite majority and all these resolutions are deemed to be passed on August 3, 2018 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		Abstained / Invalid votes
		Nos.	%	Nos.	%	Nos.
Item No. 1 of the Notice (As an Ordinary Business)	Remove e-voting	33222102	99.9941	12	0.00	23384
	E-voting at venue of AGM	1935	0.0058	0	0.00	0
	Total	33224037	99.9999	12	0.00	23384
Item No. 2 of the Notice (As an Ordinary Business)	Remove e-voting	33245486	99.9941	12	0.00	0
	E-voting at venue of AGM	1935	0.0058	0	0.00	0
	Total	33247421	99.9999	12	0.00	0
Item No. 3 of the Notice (As an Ordinary Business)	Remove e-voting	33245460	99.9941	38	0.00	0
	E-voting at venue of AGM	1935	0.0058	0	0.00	0
	Total	33247395	99.9999	38	0.00	0
Item No. 4 of the Notice (As a Special Business)	Remove e-voting	33245486	99.9941	12	0.00	0
	E-voting at venue of AGM	1935	0.0058	0	0.00	0
	Total	33247421	99.9999	12	0.00	0

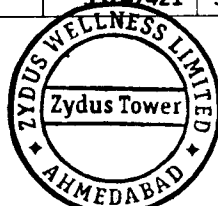
For, ZYDUS WELLNESS LIMITED


SHARVIL P. PATEL

CHAIRMAN OF TWENTY FOURTH ANNUAL GENERAL MEETING

Place: Ahmedabad.

Date: August 3, 2018.



Hitesh Buch & Associates
Company Secretaries

310, Aditya Plaza, Nr. Karnavati Apartments, Jodhpur, Satellite, Ahmedabad -380015
Phone: 79-91-40321260; mail: pcs.buchassociates@gmail.com

Scrutinizer's Report

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

To,

The Chairman of the 24th Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Friday, 3rd day of August, 2018 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad 380015.

Dear Sir,

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the remote e-voting and Tab – based e-voting 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 24th Annual General Meeting (AGM) of the members of the Company held on Friday, 3rd day of August, 2018 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad 380015.
- B. The remote e-Voting period remained open from 9.00 a.m. Tuesday, 31st July, 2018 up to 5.00 p.m. Thursday, 2nd August, 2018.
- C. The voting rights were reckoned as on Thursday, 26th July, 2018, being the cut-off date for the purpose of deciding the entitlements of members to vote through remote e-Voting and at the venue of AGM.
- D. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 3, 2018 after the conclusion of the Annual General Meeting.
- E. Central Depository Services (India) Limited provided the details of voting at the venue of AGM through TAB – based e-Voting.
- F. I am submitting this report on the voting by shareholders through remote electronic voting and TAB – based electronic voting conducted at the venue of AGM. The combined results in respect of voting on each of the resolution is as under:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon:



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i. Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	33222102	99.9941
E-voting at venue of AGM	35	1935	0.0058
Total	104	33224037	99.9999

ii. Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	12	0.00
E-voting at venue of AGM	0	0	0.00
Total	4	12	0.00

iii. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0.00
E-voting at venue of AGM	0	0.00
Total	0	0.00

iv. Abstained from voting :

Particulars	Number of members who abstained	Total number of votes
Remote e-voting	1	23384
E-voting at venue of AGM	0	0
Total	1	23384

Item No. 2: Ordinary Resolution

To declare dividend on equity shares for the Financial Year 2017-18:

i. Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	33245486	99.9941
E-voting at venue of AGM	35	1935	0.0058
Total	105	33247421	99.9999



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ii. Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	12	0.00
E-voting at venue of AGM	0	0	0.00
Total	4	12	0.00

iii. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0.00
E-voting at venue of AGM	0	0.00
Total	0	0.00

iv. Abstained from voting :

Particulars	Number of members who abstained	Total number of votes
Remote e-voting	0	0
E-voting at venue of AGM	0	0
Total	0	0

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Tarun G. Arora [DIN:-07185311]who retires by rotation and being eligible offers himself for re-appointment:

i. Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	33245460	99.9941
E-voting at venue of AGM	35	1935	0.0058
Total	104	33247395	99.9999



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ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	38	0.00
E-voting at venue of AGM	0	0	0.00
Total	5	38	0.00

iii. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0.00
E-voting at venue of AGM	0	0.00
Total	0	0.00

iv. Abstained from voting :

Particulars	Number of members who abstained	Total number of votes
Remote e-voting	0	0
E-voting at venue of AGM	0	0
Total	0	0

Item No. 4: Ordinary Resolution

To ratify remuneration to Cost Auditors:

i. Voted in **favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	33245486	99.9941
E-voting at venue of AGM	35	1935	0.0058
Total	105	33247421	99.9999



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ii. Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	12	0.00
E-voting at venue of AGM	0	0	0.00
Total	4	12	0.00

iii. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0.00
E-voting at venue of AGM	0	0.00
Total	0	0.00

iv. Abstained from voting :

Particulars	Number of members who abstained	Total number of votes
Remote e-voting	0	0
E-voting at venue of AGM	0	0
Total	0	0


CS Hitesh Buch
CP No. 8195; FCS 3145
For Hitesh Buch & Associates
Company Secretaries

Date: 3rd August, 2018
Place: Ahmedabad



Submitted to the Chairman of the Meeting
on 3rd August, 2018