

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

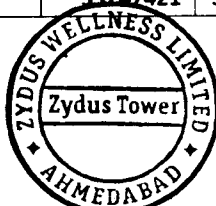
For, **ZYDUS WELLNESS LIMITED**


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



Hitesh Buch & Associates
Company Secretaries

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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

BSE Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u> Kind Attn.: Mr. Sanjay Golecha / Mr. Gopalkrishnan	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u> Kind Attn.: Famroze Pochara Asst. Vice President
Date: August 3, 2018	
Re.: Proceedings of the Twenty Fourth Annual General Meeting of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the Twenty Fourth Annual General Meeting of the Company held today i.e. August 3, 2018, pursuant to regulation 30 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

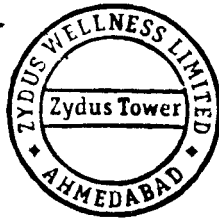
Please find the same in order.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**


DHAVAL N.SONI
COMPANY SECRETARY



Encl.: As above

Zydus Wellness Limited

Proceedings of the Twenty Fourth Annual General Meeting of the members of Zydus Wellness Limited held on Friday, August 3, 2018 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, which commenced at 10:00 a.m. and concluded at 10:50 a.m.

Sitting on the dais:

- | | | | |
|----|------------------------|---|-------------------------|
| 1. | Dr. Sharvil P. Patel | - | Chairman |
| 2. | Mr. Humayun Dhanrajgir | - | Director |
| 3. | Mr. Ganesh N. Nayak | - | Director |
| 4. | Mr. Kulin S. Lalbhai | - | Director |
| 5. | Mr. Tarun G. Arora | - | Whole Time Director |
| 6. | Mr. Umesh V. Parikh | - | Chief Financial Officer |
| 7. | Mr. Dhaval N. Soni | - | Company Secretary |

Members Attendance

Representations under section 113 of the Companies Act, 2013, [2013 Act] for a total of 2,83,38, 890 shares aggregating to 72.53 % of the total Share Capital were received.

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

Dr. Sharvil P. Patel, the Chairman of the Board, took the Chair and welcomed the members to the Twenty Fourth Annual General Meeting [AGM] of the Company.

After ascertaining the requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman acknowledged the presence of Mr. Samip Shah, Partner of M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company.

The Register of Directors' Shareholding, Register of Contracts, Register of Members, Register of Proxy along with the proxies and Minutes of the General Meetings were available for inspection during the Meeting of the Members. All material documents referred to in Explanatory Statement to the Notice convening Twenty Fourth AGM were also available for inspection by the members.

With the permission of the members present at the meeting, the Notice convening the Twenty Fourth AGM as circulated to the members of the Company was taken as read.

Thereafter, Mr. Tarun G. Arora, Whole-Time Director made the presentation highlighting the performance of the Company.

Members asked few questions relating to the performance of the Company and strategic plan for future development of the business of the Company.

The Chairman, Whole-Time Director and the Chief Financial Officer responded to each of the question of the members.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's Report to the members, which have any adverse effect on the functioning 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 [the Rules] and Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Company provided e-voting platform of Central Depository Services [India] Limited [CDSL] to the members for exercising their voting rights in electronic form.

The Chairman further informed that the resolutions prescribed in the Notice convening the Twenty Fourth AGM of the members of the Company will be passed through e-voting process by the members / representatives and proxy holders present at the meeting.

The Company Secretary explained the procedure for exercising the e-votes by the members through e-voting process.

The Chairman, thereafter, ordered the e-voting on all Resolutions for the Ordinary and Special businesses as set out in Items 1 to 4 of the Notice of the Twenty Fourth AGM and requested all the members and proxy holders present and entitled to vote immediately after the closure of the meeting of the AGM venue which will remain open till the members and proxy holders participating in the voting.

The Chairman stated that pursuant to the provisions of section 109 of the 2013 Act, Mr. Hitesh D. Buch, of Hitesh Buch & Associates, Practising Company Secretary [Membership No. 3145] is appointed as Scrutinizer to conduct the e-voting process in a fair and transparent manner, scrutinize the e-voting done and to submit his report.

The Chairman informed that the results of voting shall be declared on receipt of Scrutinizer's Report on the remote e-voting and e-voting at AGM, by August 4, 2018. The results to be declared for each resolution shall indicate separately the remote e-voting and e-voting at AGM and would be immediately intimated to the Stock Exchanges.

He further stated that the results shall also be uploaded on the Company's website www.zyduwellness.in and the consolidated report of Scrutinizers shall be available at the Registered Office of the Company.

The Chairman requested Mr. Hitesh D. Buch, Scrutinizer appointed for the e-voting, after closure of the meeting, to take over the e-voting proceedings and requested him to submit his Report on e-voting Process.

Thanking the members for their participation and suggestions, the Chairman announced formal closure of the Twenty Fourth AGM of the Company.

Conduct of e-voting at AGM

Mr. Hitesh D. Buch, Scrutinizer and CDSL officials conducted the e-voting process at AGM, which included facilitating the electronic devices, login ID and passwords as per their registered folio numbers and DP ID and Client ID and explained to the members and proxy holders about the e-voting process. After ensuring that all members and proxy holders have participated in the e-voting process and have cast their votes, the Scrutinizer closed the e-voting at around 11:00 p.m.

Consolidated Results of the voting on the Ordinary and Special Businesses at the Twenty Fourth Annual General Meeting of the Company held on Friday, August 3, 2018.

On the basis of the Scrutinizer's Consolidated Report voting (including remote e-voting and e-voting at the venue of AGM) dated August 3, 2018, the summary of which is mentioned hereunder, the Chairman announced the results of voting on August 3, 2018 that all the Resolutions for the Ordinary and Special businesses as set out in Item No. 1 to 4 in the Notice of the Twenty Fourth Annual General Meeting of the Company have been duly passed by the requisite majority.

The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 4 in the Notice of the Twenty Fourth Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of AGM held on August 3, 2018.

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
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	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

Ordinary Business:

Item No. 1: Ordinary Resolution for adoption of Financial Statements [including Consolidated Financial Statements] for the year ended on March 31, 2018 and the Reports of Board of Directors' and Auditors' thereon.

"RESOLVED THAT the Financial Statements [Standalone and Consolidated] as at March 31, 2018 and the Reports of Board of Directors and the Auditors thereon as circulated to the members be and are hereby approved and adopted."

Item No. 2: Ordinary Resolution to declare final dividend for the financial year 2017-2018.

"RESOLVED THAT dividend of Rs. 8/- [@ 80 %] per equity share, aggregating to Rs. 31,25,76,712 on 3,90,72,089 equity shares of Rs. 10/- each, be and is hereby declared and that the dividend shall be made payable to those shareholders of the Company whose names appear in the Register of Members of the Company on the book closure date in respect of members holding shares in physical form and as per the list of beneficiaries downloaded from the depositories as on book closure date for those members holding shares in electronic form."

Item No. 3:

Ordinary Resolution for the reappointment of Mr. Tarun G. Arora, who retires by rotation:

"RESOLVED THAT Mr. Tarun G. Aora [DIN-07185311], Director of the Company, who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for reappointment, be and is hereby appointed as a Director of the Company liable to retire by rotation."

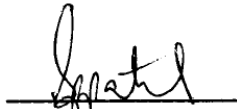
Special Business:

Item No. 4:

Ordinary Resolution for ratification of remuneration to Cost Auditors:

"RESOLVED THAT pursuant to the provisions of section 148[3] and other applicable provisions, if any, of the Companies Act, 2013, and the Companies [Cost Records and Audit] Rules, 2014, [including any statutory modification(s) or re-enactment thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 2.40 Lakhs plus applicable taxes and out of pocket expenses at actuals for the financial year ending on March 31, 2019 to M/s. Dalwadi & Associates, Cost Accountants [Firm Registration No. 000338] who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to product 'Nutralite' manufactured by the Company for the financial year 2018-2019."

All the above resolutions were passed with requisite majority through remote e-voting and e-voting at AGM.



DR. SHARVIL P. PATEL

CHAIRMAN OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: August 3, 2018

