

Scrutinizer's Report

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

To,

The Chairman

31st Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Wednesday, July 30, 2025 at 10.00 a.m. (IST)

Dear Sir,

Sub: Combined Report on remote e-voting and e-voting conducted at the 31st Annual General Meeting of the Company:

1. Appointment as Scrutinizer:

The undersigned have been appointed as Scrutinizer to scrutinize the remote e-voting and e-voting at the 31st 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. Our responsibility as Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to submit our report on the basis of the electronic data generated from the e-voting system.

2. AGM and Voting:

- 2.1 The Ministry of Corporate Affairs ("MCA") vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 ("MCA Circulars for General Meetings") and The Securities and Exchange Board of India ("SEBI") vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ("SEBI Circulars for General Meetings"), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue till September 30, 2025.
- 2.2 The AGM of the members of the Company was held on Wednesday, July 30, 2025 at 10.00 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") in accordance with MCA and SEBI Circulars for General Meetings vide Notice dated May 19, 2025. The votes were cast through remote e-voting and e-voting at the AGM.
- 2.3 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, the MCA and SEBI Circulars for General Meetings, and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") with regard to convening and holding the AGM.

3. Voting Rights:

- 3.1 As informed, the Notice of AGM was sent to the members by email, whose names appeared in the Register of Members/list of Beneficial Owners as received from the Depositories and whose email addresses were registered with the Company. In respect of members whose email addresses were not registered with the Company, individual letters were sent as required under LODR (as amended).

310, Aditya Plaza, Nr. Karnavati Apartments, Jodhpur, Satellite, Ahmedabad -380015
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3.2 The voting rights were reckoned as on Wednesday, July 23, 2025 being the Cut-off Date for the purpose of deciding the entitlement of members to vote through remote e-voting and e-voting at the AGM.

4. Voting Process:

- 4.1 The Company appointed Central Depository Services (India) Limited for providing e-voting facility through remote e-voting and e-voting at the AGM.
- 4.2 The voting through remote e-voting was open from 9.00 a.m. Sunday, July 27, 2025 up to 5.00 p.m. Tuesday, July 29, 2025.
- 4.3 The e-voting at the AGM was kept open for 15 (Fifteen) minutes after the conclusion of the AGM to enable the members to exercise their votes.
- 4.4 After the time granted to the members to exercise their votes, the votes cast through remote e-voting and e-voting at the AGM were unblocked by the undersigned at 11.00 a.m. on July 30, 2025.

5. Voting Result:

We are submitting our combined report on remote e-voting and e-voting at the AGM in respect of following matters:

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
Item No. 1 <u>Ordinary Resolution:</u> To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon	Remote e-voting	58239996	99.9999	59	0.0001
	e-voting at the AGM	21	0	0	0
	Total	58240017	99.9999	59	0.0001
Item No. 2 <u>Ordinary Resolution:</u> To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon	Remote e-voting	58240018	99.9999	61	0.0001
	e-voting at the AGM	21	0	0	0
	Total	58240039	99.9999	61	0.0001

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Item No. 3 <u>Ordinary Resolution:</u> To declare dividend of Rs. 6/- (60.0%) per equity share of Rs. 10/- each for the financial year ended March 31, 2025	Remote e-voting	58250969	99.9999	52	0.0001
	e-voting at the AGM	21	0	0	0
Total		58250990	99.9999	52	0.0001
Item No. 4 <u>Ordinary Resolution:</u> To re-appoint Mr. Ganesh N. Nayak (DIN: 00017481), as a Non-Executive Director, liable to retire by rotation	Remote e-voting	58149308	99.8323	97650	0.1677
	e-voting at the AGM	21	0	0	0
Total		58149329	99.8323	97650	0.1677
Item No. 5 <u>Ordinary Resolution:</u> To re-appoint Mukesh M. Shah & Co., Chartered Accountants as Statutory Auditors of the Company for a second term of 5 consecutive years	Remote e-voting	58201248	99.9215	45710	0.0785
	e-voting at the AGM	21	0	0	0
Total		58201269	99.9215	45710	0.0785
Item No. 6 <u>Ordinary Resolution:</u> To Sub-divide / split equity share of Rs. 10 each into 5 equity shares of Rs. 2/- each	Remote e-voting	58245609	99.9977	1351	0.0023
	e-voting at the AGM	21	0	0	0
Total		58245630	99.9977	1351	0.0023
Item No. 7 <u>Ordinary Resolution:</u> To alter Capital Clause of the Memorandum of Association of the Company	Remote e-voting	58245581	99.9976	1377	0.0024
	e-voting at the AGM	21	0	0	0
Total		58245602	99.9976	1377	0.0024
Item No. 8 <u>Ordinary Resolution</u> To appoint Hitesh Buch & Associates, Company Secretaries, as Secretarial Auditors of the Company for a term of 5 consecutive years	Remote e-voting	58244775	99.9976	1374	0.0024
	e-voting at the AGM	21	0	0	0
Total		58244796	99.9976	1374	0.0024



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Item No. 9	Remote	58246849	99.9998	109	0.0002
Ordinary Resolution:	e-voting				
To ratify remuneration of Cost Auditors	e-voting at the AGM	21	0	0	0
Total		58246870	99.9998	109	0.0002
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,

HITESH
DIWAKERBHAI BUCH
CS Hitesh Buch
Proprietor
For Hitesh Buch & Associates
Company Secretaries
CP No. 8195; FCS 3145
UDIN: F003145G000896378
Peer Review Cert. No. 1265/2021

Digitally signed by HITESH
DIWAKERBHAI BUCH
Date: 2025.07.30 16:56:38 +05'30'

Ahmedabad, July 30 2025

Submitted to the Chairman of the Company through
CS Nandish P. Joshi, Company Secretary