

Announcement of the Consolidated Results of remote e-voting and e-voting done at the Thirtieth 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 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Thirtieth 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 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 Thirtieth AGM as passed with the requisite majority and all these resolutions are deemed to be passed on August 2, 2024 i.e. the date of AGM.

The summary of the results is as under:

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Business)	Remote e-voting	58242272	99.9954	39	0.0001
	E-voting during AGM	2631	0.0045	0	0
	Total	58244903	99.9999	39	0.0001
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	58242272	99.9954	39	0.0001
	E-voting during AGM	2631	0.0045	0	0
	Total	58244903	99.9999	39	0.0001
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	58247234	99.9954	39	0.0001
	E-voting during AGM	2631	0.0045	0	0
	Total	58249865	99.9999	39	0.0001

Zydus Wellness Limited

Regd. Office: ‘Zydus Corporate Park’, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481, India.

Phone No.: +91-79-71800000; **Website:** www.zyduswellness.com

CIN: L15201GJ1994PLC023490

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 4 of the Notice (As an Ordinary Business)	Remote e-voting	58235594	99.9755	11679	0.0200
	E-voting during AGM	2631	0.0045	0	0
	Total	58238225	99.9800	11679	0.0200
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	58169210	99.8615	78063	0.1340
	E-voting during AGM	2631	0.0045	0	0
	Total	58171841	99.8660	78063	0.1340
Item No. 6 of the Notice (As a Special Business)	Remote e-voting	51742961	99.8712	64096	0.1237
	E-voting during AGM	2631	0.0051	0	0
	Total	51745592	99.8763	64096	0.1237
Item No. 7 of the Notice (As a Special Business)	Remote e-voting	58247050	99.9951	223	0.0004
	E-voting during AGM	2631	0.0045	0	0
	Total	58249681	99.9996	223	0.0004
Item No. 8 of the Notice (As a Special Business)	Remote e-voting	58247166	99.9953	107	0.0002
	E-voting during AGM	2631	0.0045	0	0
	Total	58249797	99.9998	107	0.0002

For, ZYDUS WELLNESS LIMITED

SHARVIL P. PATEL

CHAIRMAN OF THE THIRTIETH ANNUAL GENERAL MEETING

Date: August 2, 2024

Place: Ahmedabad

Zydus Wellness Limited

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SCRUTINIZER'S REPORT

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

To,
The Chairman

30th Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Friday, August 2, 2024 at 10.00 a.m. (IST)

Dear Sir,

Sub: Combined Report on remote e-voting and e-voting conducted at the 30th 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 30th 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 and September 25, 2023 ("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 and October 7, 2023 ("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, 2024.
- 2.2 The AGM of the members of the Company was held on Friday, August 2, 2024 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 14, 2024. 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 with regard to convening and holding the AGM.

3. Voting Rights:

- 3.1 As informed, the Notice of AGM was sent to all 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.



3.2 The voting rights were reckoned as on Friday, July 26, 2024 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:

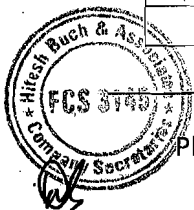
- 4.1 The Company appointed Central Depository Services (India) Limited for providing e-voting facility through remote e-voting and e-voting at the AGM.
- 4.2 The voting through remote e-voting was open from 9.00 a.m. Tuesday, July 30, 2024 up to 5.00 p.m. Thursday, August 1, 2024.
- 4.3 The e-voting at the AGM was kept open for 15 (Fifteen) minutes after the conclusion of the AGM to enable the members to exercise their votes.

5. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by the undersigned at 10.55 a.m. on August 2, 2024.

6. Voting Result:

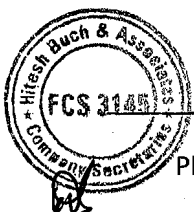
We are submitting our combined report on remote e-voting and e-voting at the AGM in respect of following matters:

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 Ordinary Resolution: Adoption of Standalone Audited Financial Statements for the financial year ended March 31, 2024	Remote e-voting	58242272	99.9954	39	0.0001
	e-voting at the AGM	2631	0.0045	0	0
	Total	58244903	99.9999	39	0.0001
Item No. 2 Ordinary Resolution: Adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2024	Remote e-voting	58242272	99.9954	39	0.0001
	e-voting at the AGM	2631	0.0045	0	0
	Total	58244903	99.9999	39	0.0001
Item No. 3 Ordinary Resolution: Declaration of Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2024	Remote e-voting	58247234	99.9954	39	0.0001
	e-voting at the AGM	2631	0.0045	0	0
	Total	58249865	99.9999	39	0.0001



Item No. 4 <u>Ordinary Resolution:</u> Re-appointment of Mr. Tarun Arora (DIN: 07185311), as a Chief Executive Officer & Whole Time Director, who retires by rotation in the AGM and being eligible, offers himself for re-appointment.	Remote e-voting	58235594	99.9755	11679	0.0200
	e-voting at the AGM	2631	0.0045	0	0
	Total	58238225	99.9800	11679	0.0200
Item No. 5 <u>Ordinary Resolution:</u> Re-appointment of Mr. Tarun Arora (DIN: 07185311) as a Chief Executive Officer & Whole Time Director for a period of 5 (five) years.	Remote e-voting	58169210	99.8615	78063	0.1340
	e-voting at the AGM	2631	0.0045	0	0
	Total	58171841	99.8660	78063	0.1340
Item No. 6 <u>Ordinary Resolution:</u> Approval to continuation of Mr. Ashish P. Bhargava (DIN: 02574919) as a Nominee Director of the Company	Remote e-voting	51742961	99.8712	64096	0.1237
	e-voting at the AGM	2631	0.0051	0	0
	Total	51745592	99.8763	64096	0.1237
Item No. 7 <u>Ordinary Resolution:</u> Approval to Commission payable to the Non-Executive Directors	Remote e-voting	58247050	99.9951	223	0.0004
	e-voting at the AGM	2631	0.0045	0	0
	Total	58249681	99.9996	223	0.0004
Item No. 8 <u>Ordinary Resolution:</u> Ratification of remuneration payable to Cost Auditors for the financial year ending March 31, 2025	Remote e-voting	58247166	99.9953	107	0.0002
	e-voting at the AGM	2631	0.0045	0	0
	Total	58249797	99.9998	107	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,



CS Hitesh Buch

Proprietor

For Hitesh Buch & Associates

Company Secretaries

CP No. 8195; FCS 3145

UDIN: F003145F000879561

Peer Review Cert. No. 1265/2021



Ahmedabad, August 2, 2024

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

BSE Limited Code: 531335 P. J. Towers, Dalal Street, <u>Mumbai-400 001</u>	National Stock Exchange of India Limited Code: ZYDUSWELL Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (E), <u>Mumbai-400 051</u>
Date: August 2, 2024	
Re.: Details of Voting Results at the Thirtieth Annual General Meeting of the Company pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	

Dear Sir / Madam,

Please find enclosed details of Voting Results in the prescribed format, of the Thirtieth Annual General Meeting of the Company held on August 2, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The said details are also being uploaded on the website of the Company.

We request you to take note of the same.

Thanking you,

Yours faithfully,
For, **ZYDUS WELLNESS LIMITED**

NANDISH P. JOSHI
COMPANY SECRETARY

Encl.: As above.

Zydus Wellness Limited – Thirtieth Annual General Meeting (“AGM”) Voting Results	
Date of the AGM	Friday, August 2, 2024
Total number of Shareholders on cut-off date i.e. July 26, 2024	61,139
No. of Shareholders present in the meeting either in person or through proxy	2
Promoters and Promoter Group	-
Public	2
No of Shareholders attended the meeting through Video Conferencing	51
Promoters and Promoter Group	10
Public	41

Resolution No. 1

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Adoption of Standalone Audited Financial Statements for the year ended on March 31, 2024 and the Report of Board of Directors and Auditors thereon					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296505	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296505	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7498802	89.0777	7498802	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7498802	89.0777	7498802	0	100.0000
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446964	39	99.9994	0.0006
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449595	39	99.9994
Total		63632144	58244942	91.5338	58244903	39	99.9999	0.0001

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Resolution No. 2

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Adoption of Consolidated Audited Financial Statements for the year ended on March 31, 2024 and the Report of Auditors thereon					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296505	99.9964	44296505	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296505	99.9964	44296505	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7498802	89.0777	7498802	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7498802	89.0777	7498802	0	100.0000
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446964	39	99.9994	0.0006
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449595	39	99.9994
Total		63632144	58244942	91.5338	58244903	39	99.9999	0.0001

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Resolution No. 3:

Resolution required: [Ordinary / Special]			Ordinary						
Whether promoter / promoter group are interested in the agenda / resolution			No						
Description of resolution considered			Declaration of Final Dividend of ₹ 5/- per equity share of ₹ 10/- each for the financial year ended on March 31, 2024						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled	
Promoter and Promoter Group	Remote E-Voting	44298105	44296505	99.9964	44296505	0	100.0000	0.0000	
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot [if applicable]		Not Applicable						
	Total		-	44296505	99.9964	44296505	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7503764	0	100.0000	0.0000	
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot [if applicable]		Not Applicable						
	Total		-	7503764	89.1366	7503764	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446964	39	99.9994	0.0006	
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000	
	Postal Ballot [if applicable]		Not Applicable						
	Total		-	6449634	59.0855	6449595	39	99.9994	0.0006
Total		63632144	58249904	91.5416	58249865	39	99.9999	0.0001	

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Resolution No. 4:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Re-appointment of Mr. Tarun Arora, as a Chief Executive Officer & Whole Time Director of the Company, liable to retire by rotation					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296506	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296506	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7492274	11490	99.8469	0.1531
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7503764	89.1366	7492274	11490	99.8469
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446814	189	99.9971	0.0029
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449445	189	99.9971
Total		63632144	58249904	91.5416	58238225	11679	99.9800	0.0200

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Resolution No. 5:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Re-appointment of Mr. Tarun Arora, as a Chief Executive Officer & Whole Time Director of the Company for a period of 5 years					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296506	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296506	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7425890	77874	98.9622	1.0378
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7503764	89.1366	7425890	77874	98.9622
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446814	189	99.9971	0.0029
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449445	89	99.9771
Total		63632144	58249904	91.5416	58171841	78063	99.8006	0.1340

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Resolution No. 6:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Continuation of Mr. Ashish Bhargava as a Nominee Director of the Company					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296506	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296506	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7439819	63945	99.1478	0.8522
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7503764	89.1366	7439819	63945	99.1478
Public – Non Institutions	Remote E-Voting	10915767	6787	0.0622	6636	151	97.7752	2.2248
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	9418	0.0863	9267	151	98.3967
Total		63632144	51809688	81.4206	51745592	64096	99.8763	0.1237

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Resolution No. 7:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Approval of Commission payable to the Non-Executive Directors					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296506	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296506	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7503764	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7503764	89.1366	7503764	0	100.0000
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446780	223	99.9965	0.0035
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449411	223	99.9965
Total		63632144	58249904	91.5416	58249681	223	99.9996	0.0004

Zydus Wellness Limited

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Phone No.: +91-79-71800000; **Website:** www.zyduswellness.com

CIN: L15201GJ1994PLC023490

Resolution No. 8:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Ratification of remuneration of Dalwadi & Associates, Cost Auditors for the Financial Year ending on March 31, 2025					
Promoter and Promoter Group	Remote E-Voting	44298105	44296506	99.9964	44296506	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	44296506	99.9964	44296506	0	100.0000
Public – Institutions	Remote E-Voting	8418272	7503764	89.1366	7503764	0	100.0000	0.0000
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	7503764	89.1366	7503764	0	100.0000
Public – Non Institutions	Remote E-Voting	10915767	6447003	59.0614	6446896	107	99.9983	0.0017
	E-voting at venue of AGM		2631	0.0241	2631	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		-	6449634	59.0855	6449527	107	99.9983
Total		63632144	58249904	91.5416	58249797	107	99.9998	0.0002

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