

Announcement of the Consolidated Results of remote e-voting and e-voting done at the Twenty Eighth 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 (the “**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 Eighth 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 Twenty Eighth 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 Eighth AGM as passed with the requisite majority and all these resolutions are deemed to be passed on July 29, 2022 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	
		Nos.	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Business)	Remote e-voting	57712796	99.9998	34	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712889	100.0000	34	0.0000
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57712805	99.9998	25	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712898	100.0000	25	0.0000
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57715756	99.9998	17	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715849	100.0000	17	0.0000

Zydus Wellness Limited

(a subsidiary of Zydus Lifesciences 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	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 4 of the Notice (As an Ordinary Business)	Remote e-voting	57654605	99.8938	61168	0.1060
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57654698	99.8940	61168	0.1060
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57715315	99.9990	458	0.0008
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715408	99.9992	458	0.0008

For, **ZYDUS WELLNESS LIMITED**

Sharvil
Pankajbhai
Patel

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Sharvil Pankajbhai Patel
Date: 2022.07.29
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SHARVIL P. PATEL

CHAIRMAN OF TWENTY EIGHTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: July 29, 2022

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

28th Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Friday, July 29, 2022 at 10.00 a.m. (IST)

Dear Sir,

Sub: Combined report on remote e-voting and e-voting conducted at the 28th 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 28th 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 and circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and May 5, 2022 issued by the Ministry of Corporate Affairs (the "MCA") and SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 ("MCA and SEBI Circulars") in respect of the resolutions contained in the Notice dated May 17, 2022 ("Notice"). 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. Voting:

- 2.1 The AGM of the members of the Company was held on Friday, July 29, 2022 at 10.00 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") in accordance with MCA and SEBI Circulars. The votes were cast through remote e-voting and e-voting at the AGM.
- 2.2 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, and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Voting Rights:

- 3.1 The Company sent Notices to all the members by email, whose names appeared in the Register of Members/list of Beneficial Owners as received from the Depositories as on Friday, July 1, 2022 and whose email addresses were registered with the Company.
- 3.2 The voting rights were reckoned as on Friday, July 22, 2022, being the Cut-off Date for the purpose of deciding the entitlements 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 26, 2022 up to 5.00 p.m. Thursday, July 28, 2022.
 - 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 10.45 a.m. on July 29, 2022 in the presence of Mr. Sudhir Dave and Mr. Tejpal Sheth.

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, 2022	Remote e-voting	57712796	99.9998	34	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57712889	100.0000	34	0.0000
Item No. 2 Ordinary Resolution: Adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2022	Remote e-voting	57712805	99.9998	25	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57712898	100.0000	25	0.0000
Item No. 3 Ordinary Resolution: To declare Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2022	Remote e-voting	57715756	99.9998	17	0.0000
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57715849	100.0000	17	0.0000

Item No. 4 Ordinary Resolution: Re-appointment of Mr. Ganesh N. Nayak (DIN: 00017481), as a Non-Executive Director, who retires by rotation in the AGM and being eligible, offers himself for re- appointment.	Remote e-voting	57654605	99.8938	61168	0.1060
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57654698	99.8940	61168	0.1060
Item No. 5 Ordinary Resolution: To ratify remuneration to Cost Auditors	Remote e-voting	57715315	99.9990	458	0.0008
	e-voting at the AGM	93	0.0002	0	0.0000
	Total	57715408	99.9992	458	0.0008
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

Digitally signed by Hitesh Diwakerbhai Buch
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b75d07746618568a0108a8a814b46c,
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serialNumber=30256115a0e55c5da8215ac30f
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cn=Hitesh Diwakerbhai Buch
Date: 2022.07.29 16:15:41 + 05'30'

CS Hitesh Buch

CP No. 8195; FCS 3145

Proprietor

For Hitesh Buch & Associates

Company Secretaries

UDIN: F003145D000709499

Ahmedabad, July 29, 2022

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

BSE Limited Code: 531335 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	National Stock Exchange of India Limited Code: ZYDUSWELL Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
Date: July 29, 2022	
Re.: Details of Voting Results at the Twenty Eighth 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 Twenty Eighth Annual General Meeting of the Company held on July 29, 2022 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

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

We request you to note the above.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**

NANDISH
PRADIP JOSHI

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Date: 2022.07.29
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NANDISH P. JOSHI
COMPANY SECRETARY

Encl.: As above.

Zydus Wellness Limited – Twenty Eighth Annual General Meeting (“AGM”) Voting Results	
Date of the AGM	Friday, July 29, 2022
Total number of Shareholders on cut-off date i.e. July 22, 2022	67,097
No. of Shareholders present in the meeting either in person or through proxy	58 number of shareholders attended the meeting through VC / OAVM
Promoters and Promoter Group	9
Public	49
No of Shareholders attended the meeting through Video Conferencing	58

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, 2022 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	41449510	41447911	99.9961	41447911	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		41447911	99.9961	41447911	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10358611	8395052	81.0442	8395052	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		8395052	81.0442	8395052	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11824023	7869867	66.5583	7869833	34	99.9996	0.0004
	E-voting at venue of AGM		93	0.0008	93	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		7869960	66.5591	7869926	34	99.9996	0.0004
Total		63632144	57712923	90.6978	57712889	34	99.9999	0.0001

Zydus Wellness Limited

(a subsidiary of Zydus Lifesciences Limited)

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

CIN: L15201GJ1994PLC023490

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, 2022 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	41449510	41447911	99.9961	41447911	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	-	41447911	99.9961	41447911	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10358611	8395052	81.0442	8395052	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	-	8395052	81.0442	8395052	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11824023	7869867	66.5583	7869842	25	99.9997	0.0003
	E-voting at venue of AGM		93	0.0008	93	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total	-	7869960	66.5591	7869935	25	99.9997	0.0003
Total		63632144	57712923	90.6978	57712898	25	100.0000	0.0000

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CIN: L15201GJ1994PLC023490

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, 2022					
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	41449510	41447911	99.9961	41447911	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	-	41447911	99.9961	41447911	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10358611	8397995	81.0726	8397995	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	-	8397995	81.0726	8397995	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11824023	7869867	66.5583	7869850	17	99.9998	0.0002
	E-voting at venue of AGM		93	0.0008	93	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total	-	7869960	66.5591	7869943	17	99.9998	0.0002
Total		63632144	57715866	90.7024	57715849	17	100.0000	0.0000

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Phone No.: +91-79-71800000; **Website:** www.zyduswellness.com
CIN: L15201GJ1994PLC023490

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. Ganesh N. Nayak (DIN: 00017481), as a Non-Executive Director of the Company who retires by rotation in the AGM and being eligible, offers himself					
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	41449510	41447911	99.9961	41447911	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	-	41447911	99.9961	41447911	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10358611	8397995	81.0726	8337085	60910	99.2747	0.7253
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total	-	8397995	81.0726	8337085	60910	99.2747	0.7253
Public – Non Institutions	Remote E-Voting	11824023	7869867	66.5583	7869609	258	99.9967	0.0033
	E-voting at venue of AGM		93	0.0008	93	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total	-	7869960	66.5591	7869702	258	99.9967	0.0033
Total		63632144	57715866	90.7024	57654698	61168	99.8940	0.1060

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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			Ratification of remuneration to Cost Auditors					
Promoter and Promoter Group	Remote E-Voting	41449510	41447911	99.9961	41447911	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	-	41447911	99.9961	41447911	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10358611	8397995	81.0726	8397995	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	-	8397995	81.0726	8397995	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11824023	7869867	66.5583	7869409	458	99.9942	0.0058
	E-voting at venue of AGM		93	0.0008	93	0	100.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total	-	7869960	66.5591	7869502	458	99.9942	0.0058
Total		63632144	57715866	90.7024	57715408	458	99.9992	0.0008

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CIN: L15201GJ1994PLC023490

BSE Limited Code: 531335 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	National Stock Exchange of India Limited Code: ZYDUSWELL Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) <u>Mumbai – 400 051</u>
Date: July 29, 2022	
Re.: Proceedings of the Twenty Eighth Annual General Meeting of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the Twenty Eighth Annual General Meeting of the Company held today i.e. July 29, 2022, 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**

NANDISH
PRADIP JOSHI

Digitally signed by
NANDISH PRADIP JOSHI
Date: 2022.07.29
18:11:08 +05'30'

NANDISH P. JOSHI
COMPANY SECRETARY

Encl.: As above.

Zydus Wellness Limited

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

CIN: L15201GJ1994PLC023490

Proceedings of the Twenty Eighth Annual General Meeting ("AGM") of Zydus Wellness Limited held on Friday, July 29, 2022 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10:30 a.m.

Following Directors / Key Managerial Personnel / Auditors of the Company attended the AGM through VC / OAVM:

- | | | | |
|-----|------------------------------|---|---|
| 1. | Dr. Sharvil P. Patel | - | Chairman |
| 2. | Mr. Ganesh N. Nayak | - | Non-Executive Director and Chairman of Stakeholders' / Investors' Relationship Committee |
| 3. | Mr. Kulin S. Lalbhai | - | Independent Director and Chairman of Nomination and Remuneration Committee |
| 4. | Ms. Dharmishtaben N. Raval | - | Independent Director and Chairperson of Audit Committee |
| 5. | Mr. Sri Vishnu Raju Nandyala | - | Independent Director |
| 6. | Mr. Savyasachi Sengupta | - | Independent Director |
| 7. | Mr. Tarun Arora | - | CEO and Whole Time Director |
| 8. | Mr. Umesh V. Parikh | - | Chief Financial Officer |
| 9. | Mr. Dhaval N. Soni | - | Company Secretary and Compliance Officer of Zydus Lifesciences Limited, Parent company |
| 10. | Mr. Mukesh Shah | - | Partner-Mukesh M. Shah Co., Statutory Auditors |
| 11. | Mr. Hitesh D. Buch | - | Secretarial Auditor and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the AGM. |

Members Attendance

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 4,14,44,713 shares aggregating to 65.13% of the total paid-up equity share capital were received.

58 Members attended the meeting in person including bodies corporate through their representatives.

Dr. Sharvil P. Patel, the Chairman of the Board of Directors, occupied the position of Chairman and welcomed the members and other invitees to the AGM of the Company.

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

The Chairman briefed the members about the financial and business highlights of the Company and other major developments during the financial year ended on March 31, 2022.

The Chairman informed that this AGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Ms. Dharmishtaben N. Raval, Chairperson of Audit Committee, Mr. Kulin S. Lalbhai, Chairman of Nomination Remuneration Committee and Mr. Ganesh N. Nayak, Chairman of Stakeholders' / Investors' Relationship Committee and other directors. The Chairman also acknowledged the presence of Mr. Mukesh Shah, Partner representing Mukesh M. Shah & Co., Chartered Accountants, Statutory Auditors and Mr. Hitesh Buch, Practicing Company Secretary of the Company and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the AGM.

The Notice convening the AGM of the Company dated May 17, 2022, as circulated to the members of the Company, was taken as read. Further, the Chairman informed that there was no qualification(s)

or adverse remark(s) in the Auditor's Report that require reading Auditors' Report pursuant to the provisions of the section 145 of the Companies Act, 2013.

Three members asked questions mainly pertaining to the business, operations, market feedback of new products launched in national and international market, digitalization of distribution network, future plans for Research and Distribution centre and strategy for future growth of the Company.

The CEO & Whole Time Director and the Chief Financial Officer responded to all the questions of the above three members, giving adequate details thereof.

The Chairman informed that as per section 108 of the Companies Act, 2013 ("the **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 had provided remote e-voting platform of Central Depository Services (India) Limited ("**CDSL**") to the members for exercising their voting rights.

The Chairman further informed that the resolutions prescribed in the Notice of AGM would be passed through e-voting process by the members / representatives who did not participate in remote e-voting but participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Act, Mr. Hitesh Buch, Practicing Company Secretary (Membership No. 3145) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the AGM, to conduct it in a fair and transparent manner, scrutinize the voting and submit his report.

The Company Secretary of the Parent company explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following resolutions as set out at Item Nos. 1 to 5 of the Notice of AGM were open for e-voting during the AGM:

Ordinary business:

1. Adoption of Standalone Audited Financial Statements of the Company for the year ended on March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon;
2. Adoption of Consolidated Audited Financial Statements of the Company for the year ended on March 31, 2022 and the Reports of the Auditors thereon;
3. Declaration of Final Dividend of Rs. 5/- per equity share for the financial year ended on March 31, 2022;
4. Re-appointment of Mr. Ganesh N. Nayak, as a Non-Executive Director, liable to retire by rotation; and

Special business:

5. Ratification of remuneration of Cost Auditors.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result would be declared upon receipt of Consolidated Scrutinizer's Report within statutory time period. He further informed that the results would also be uploaded on the website of the Company at www.zyduwellness.com together with the consolidated report of the Scrutinizer and would be available at the Registered Office of the Company.

The Chairman announced formal closure of the Twenty Eighth Annual General Meeting of the Company.

E-voting during the 28th AGM:

The Company Secretary of the Parent company explained in detail the procedure for e-voting during AGM.

Result of the remote e-voting and e-voting during AGM on the Ordinary and Special Businesses at the Twenty Eighth Annual General Meeting of the Company held on Friday, July 29, 2022:

On the basis of the Consolidated Scrutinizer's Report, the summary of voting is mentioned in the following table, the Chairman announced the results of voting on July 29, 2022 that all the Resolutions for the Ordinary and Special businesses as set out at Item Nos. 1 to 5 in the Notice of AGM had been duly passed by the requisite majority.

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 1 of the Notice (As an Ordinary Business)	Remote e-voting	57712796	99.9998	34	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712889	100.0000	34	0.0000
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57712805	99.9998	25	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57712898	100.0000	25	0.0000
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57715756	99.9998	17	0.0000
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715849	100.0000	17	0.0000
Item No. 4 of the Notice (As an Ordinary Business)	Remote e-voting	57654605	99.8938	61168	0.1060
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57654698	99.8940	61168	0.1060
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57715315	99.9990	458	0.0008
	E-voting during AGM	93	0.0002	0	0.0000
	Total	57715408	99.9992	458	0.0008

The following resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 5 in the Notice of AGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of Twenty Eighth Annual General Meeting of the Members held on July 29, 2022:

Item No. 1: Ordinary Resolution for Adoption of Standalone Audited Financial Statements of the Company for the year ended on March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon:

“RESOLVED THAT the stand-alone audited Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and the reports of the Auditors and Directors thereon as circulated to the shareholders be and the same are hereby approved and adopted.”

Item No. 2: Ordinary Resolution for Adoption of Consolidated Audited Financial Statements of the Company for the year ended on March 31, 2022 and the Reports of the Auditors thereon:

“RESOLVED THAT the consolidated audited Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and the report of the Auditors thereon as circulated to the shareholders be and the same are hereby approved and adopted.”

Item No. 3: Ordinary Resolution for Declaration of Final Dividend of Rs. 5/- per equity share for the financial year ended on March 31, 2022:

“RESOLVED THAT dividend of Rs. 5/- [@ 50 %] per equity share, aggregating to Rs. 31,81,60,720 on 6,36,32,144 equity shares of Rs. 10/- each, be and is hereby declared and that the dividend shall be payable to those shareholders of the Company whose names appear in the Register of Members of the Company on the record 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. 4: Ordinary Resolution for reappointment of Mr. Ganesh N. Nayak, as a Non-Executive Director, liable to retire by rotation:

“RESOLVED THAT Mr. Ganesh N. Nayak (DIN: 00017481), who retires in accordance with the provision of section 152 the Companies Act, 2013 at this Annual General Meeting of the Company and has offered himself for re-appointment be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Special Business:

Item No. 5: Ordinary Resolution for ratification of remuneration to Cost Auditors:

“RESOLVED THAT pursuant to provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 3 Lakhs plus applicable Goods and Service Tax and out of pocket expenses at actuals for the Financial Year ending on March 31, 2023 to Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338) who were appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to product ‘Nutralite’ to be manufactured by the Company for the Financial Year ending on March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this resolution.”

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

Sharvil
Pankajbhai
Patel

Digitally signed by
Sharvil Pankajbhai Patel
Date: 2022.07.29
18:13:22 +05'30'

SHARVIL P. PATEL

CHAIRMAN OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: July 29, 2022