

## **Scrutinizer's Report**

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

To,

**The Chairman** of the 26<sup>th</sup> Annual General Meeting of members of Zydus Wellness Limited ("the Company") held on Thursday, August 27, 2020 at 10.00 a.m.

Dear Sir,

**Sub: Combined report on remote e-voting and e-voting conducted at the 26<sup>th</sup> Annual General Meeting (AGM) of the Company**

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM 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 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Thursday, August 27, 2020 at 10.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM").
- B. The AGM was held through VC/ OAVM in compliance with Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.
- C. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at AGM on the resolutions contained in the Notice of the AGM. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting and e-voting at AGM is done in a fair and transparent manner.
- D. The remote e-Voting period remained open from 9.00 a.m. Monday, August 24, 2020 up to 5.00 p.m. Wednesday, August 26, 2020.
- E. The voting rights were reckoned as on Thursday, August 20, 2020, 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.
- F. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me.
- G. I am submitting this report on the voting by shareholders through remote e-voting and e-voting at the AGM. The combined results in respect of voting on each of the resolution is as under:



*[Handwritten signature]*

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	No. of Shares/votes	% of total votes
<b>Item No. 1</b> Ordinary Resolution: <b>Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2020</b>	Remote e-voting	49941181	99.95	38	0.00
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49967348</b>	<b>100.00</b>	<b>38</b>	<b>0.00</b>
<b>Item No. 2</b> Ordinary Resolution: <b>To confirm the payment of Interim Dividend as Final Dividend for the Financial Year 2019-2020</b>	Remote e-voting	49941164	99.95	55	0.00
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49967331</b>	<b>100.00</b>	<b>55</b>	<b>0.00</b>
<b>Item No. 3</b> Ordinary Resolution: <b>Re-appointment of Dr. Sharvil P. Patel (DIN-00131995) as a Director</b>	Remote e-voting	49936891	99.95	64	0.00
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49963058</b>	<b>100.00</b>	<b>64</b>	<b>0.00</b>
<b>Item No. 4</b> Ordinary Resolution: <b>Appointment of Auditors for FY 2020-21 to FY 2025-26</b>	Remote e-voting	49940455	99.95	764	0.00
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49966622</b>	<b>100.00</b>	<b>764</b>	<b>0.00</b>
<b>Item No. 5</b> Ordinary Resolution: <b>To re-appoint Mr. Tarun G. Arora (DIN: 07185311) as Chief Executive Officer and Whole Time Director</b>	Remote e-voting	48993531	98.05	947688	1.90
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49019698</b>	<b>98.10</b>	<b>947688</b>	<b>1.90</b>

<b>Item No. 6</b> Ordinary Resolution: <b>To ratify remuneration to Cost Auditors</b>	Remote e-voting	49941155	99.95	64	0.00
	e-voting at the AGM	26167	0.05	0	0.00
	<b>Total</b>	<b>49967322</b>	<b>100.00</b>	<b>64</b>	<b>0.00</b>

The electronic record / data has been sent to the Company Secretary of the Company for his record.

Regards,



CS Hitesh Buch

CP No. 8195; FCS 3145

For Hitesh Buch & Associates

Company Secretaries

UDIN: F003145B000621818



Ahmedabad, August 27, 2020

Submitted to the Chairman of the Company through  
CS Dhanraj Dagar, Company Secretary