

Announcement of the Consolidated Results of remote e-voting and e-voting done at the Twenty Seventh 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 Seventh 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 Seventh 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 Seventh AGM as passed with the requisite majority and all these resolutions are deemed to be passed on July 30, 2021 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	57148831	99.9999	24	00.0000
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148884	100.0000	25	00.0000
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57153064	99.9998	32	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57153117	99.9999	33	00.0001
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57148638	99.9998	52	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148691	99.9999	53	00.0001
Item No. 4 of the Notice (As a Special Business)	Remote e-voting	56993943	99.9063	53400	00.0936
	E-voting during AGM	53	00.0001	1	00.0000
	Total	56993996	99.9064	53401	00.0936

Item No. of Notice	Particulars of business	Voting in favour of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57148791	99.9998	64	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148844	99.9999	65	00.0001
Item No. 6 of the Notice (As a Special Business)	Remote e-voting	56972557	99.8707	73725	00.1292
	E-voting during AGM	53	00.0001	1	00.0000
	Total	56972610	99.8708	73726	00.1292

For, ZYDUS WELLNESS LIMITED

SHARVIL P. PATEL
CHAIRMAN OF TWENTY SEVENTH ANNUAL GENERAL MEETING

Place: Ahmedabad.
Date: July 30, 2021.

Scrutinizer's Report

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

To,

The Chairman

27th Annual General Meeting of members of Zydus Wellness Limited ("**the Company**") held on Friday, July 30, 2021 at 10.00 a.m.

Dear Sir,

Sub: Combined report on remote e-voting and e-voting conducted at the 27th Annual General Meeting 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 27th 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 at the AGM of the members of the Company held on Friday, July 30, 2021 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 dated January 13, 2021 read with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circulars dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India ("**SEBI Circulars**"). 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, MCA Circulars, SEBI Circulars 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 dated May 10, 2021. 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. (09.00 hours) Tuesday, July 27, 2021 up to 5.00 p.m. (17.00 hours) Thursday, July 29, 2021.
- E. The voting rights were reckoned as on Friday, July 23, 2021, 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. The remote e-voting and e-voting at the AGM was facilitated by Central Depository Services (India) Limited.
- G. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me at 10.51 a.m on July 30, 2021.
- H. 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:



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 Audited Financial Statements for the financial year ended March 31, 2021	Remote e-voting	57148831	99.9999	24	00.0000
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	57148884	100.0000	25	00.0000
Item No. 2 Ordinary Resolution: To declare Final Dividend of Rs. 5/- per equity share for the financial year ended March 31, 2021	Remote e-voting	57153064	99.9998	32	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	57153117	99.9999	33	00.0001
Item No. 3 Ordinary Resolution: To re-appoint Mr. Tarun G. Arora, as a CEO & Whole Time Director liable to retire by rotation	Remote e-voting	57148638	99.9998	52	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	57148691	99.9999	53	00.0001
Item No. 4 Special Resolution: To re-appoint Mr. Kulin S. Lalbhai as an Independent Director for the second term of five consecutive years	Remote e-voting	56993943	99.9063	53400	00.0936
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	56993996	99.9064	53401	00.0936
Item No. 5 Ordinary Resolution: To ratify remuneration to Cost Auditors	Remote e-voting	57148791	99.9998	64	00.0001
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	57148844	99.9999	65	00.0001
Item No. 6 Ordinary Resolution: Remuneration to Non-Executive Directors	Remote e-voting	56972557	99.8707	73725	00.1292
	e-voting at the AGM	53	00.0001	1	00.0000
	Total	56972610	99.8708	73726	00.1292
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

CP No. 8195; FCS 3145

For Hitesh Buch & Associates

Company Secretaries

UDIN: F003145C000713998



Ahmedabad, July 30, 2021

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

BSE Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>	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>
Date: July 30, 2021	
Re.: Details of Voting Results at the Twenty Seventh 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 Seventh Annual General Meeting of the Company held on July 30, 2021 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**

DHANRAJ P. DAGAR
COMPANY SECRETARY

Encl.: As above.

Zydus Wellness Limited–Twenty Seventh Annual General Meeting (“AGM”) Voting Results	
Date of the AGM	Friday, July 30, 2021
Total number of Shareholders on cut-off date i.e. July 23, 2021	57,456
No. of Shareholders present in the meeting either in person or through proxy	61 number of shareholders attended the meeting through VC / OAVM
Promoters and Promoter Group	10
Public	51
No of Shareholders attended the meeting through Video Conferencing	61

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 Audited Financial Statements [including consolidated financial statements] for the year ended on March 31, 2021 and the Report of Board of Directors and Auditor s 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	41246139	41244540	99.9961	41244540	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		41244540	99.9961	41244540	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8323873	78.3625	8323873	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		8323873	78.3625	8323873	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11763737	7580442	64.4391	7580418	24	99.9997	0.0003
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580496	64.4396	7580471	25	99.9997	0.0003
Total		63632144	57148909	89.8114	57148884	25	100.0000	0.0000

Resolution No. 2:

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 Rs. 5/- per equity share for the financial year ended on March 31, 2021					
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	41246139	41244540	99.9961	41244540	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		41244540	99.9961	41244540	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8328134	78.4026	8328134	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	-	8328134	78.4026	8328134	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11763737	7580422	64.4389	7580390	32	99.9996	0.0004
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580476	64.4394	7580443	33	99.9996	0.0004
Total		63632144	57153150	89.8180	57153117	33	99.9999	0.0001

Resolution No. 3:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			Yes					
Description of resolution considered			Re-appointment of Mr. Tarun G. Arora, as a CEO & Whole Time Director 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	41246139	41244540	99.9961	41244540	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		41244540	99.9961	41244540	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8323873	78.3625	8323873	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		8323873	78.3625	8323873	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11763737	7580277	64.4377	7580225	52	99.9993	0.0007
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580331	64.4382	7580278	53	99.9993	0.0007
Total		63632144	57148744	89.8111	57148691	53	99.9999	0.0001

Resolution No. 4:

Resolution required: [Ordinary / Special]			Special					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			To re-appoint Mr. Kulin S. Lalbhai as an Independent Director of the Company for the second term of five consecutive 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	41246139	41244540	99.9961	41244540	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		41244540	99.9961	41244540	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8222554	77.4086	8170240	52314	99.3638	0.6362
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		8222554	77.4086	8170240	52314	99.3638	0.6362
Public – Non Institutions	Remote E-Voting	11763737	7580249	64.4374	7579163	1086	99.9857	0.0143
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580303	64.4379	7579216	1087	99.9857	0.0143
Total		63632144	57047397	89.6519	56993996	53401	99.9064	0.0936

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	41246139	41244540	99.9961	41244540	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		41244540	99.9961	41244540	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8323873	78.3625	8323873	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		8323873	78.3625	8323873	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	11763737	7580442	64.4391	7580378	64	99.9992	0.0008
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580496	64.4396	7580431	65	99.9991	0.0009
Total		63632144	57148909	89.8114	57148844	65	99.9999	0.0001

Resolution No. 6:

Resolution required: [Ordinary / Special]			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Remuneration to Non-Executive Directors					
Promoter and Promoter Group	Remote E-Voting	41246139	41243474	99.9935	41243474	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		41243474	99.9935	41243474	0	100.0000	0.0000
Public – Institutions	Remote E-Voting	10622268	8222554	77.4086	8149110	73444	99.1068	0.8932
	E-voting at venue of AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot [if applicable]		Not Applicable					
	Total		8222554	77.4086	8149110	73444	99.1068	0.8932
Public – Non Institutions	Remote E-Voting	11763737	7580254	64.4375	7579973	281	99.9963	0.0037
	E-voting at venue of AGM		54	0.0005	53	1	98.1481	1.8519
	Postal Ballot [if applicable]		Not Applicable					
	Total		7580308	64.4380	7580026	282	99.9963	0.0037
Total		63632144	57046336	89.6502	56972610	73726	99.8708	0.1292

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 30, 2021	
Re.: Proceedings of the Twenty Seventh Annual General Meeting of the Company	

Dear Sir / Madam,

Please find enclosed the proceedings of the Twenty Seventh Annual General Meeting of the Company held today i.e. July 30, 2021, 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**

DHANRAJ P. DAGAR
COMPANY SECRETARY

Encl.: As above.

Proceedings of the Twenty Seventh Annual General Meeting ("AGM") of Zydus Wellness Limited held on Friday, July 30, 2021 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 10:00 a.m. and concluded at 10:45 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. Ashish Bhargava | - | Nominee Director |
| 8. | Mr. Tarun G. Arora | - | CEO and Whole Time Director |
| 9. | Mr. Umesh V. Parikh | - | Chief Financial Officer |
| 10. | Mr. Dhanraj P. Dagar | - | Company Secretary and Compliance Officer |
| 11. | Mr. Suvrat Shah | - | Partner-Mukesh M. Shah Co., Statutory Auditors |
| 12. | Mr. Malhar Dalwadi | - | Partner-Dalwadi & Associates, Cost Auditors |
| 13. | 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 4,12,41,342 shares aggregating to 64.81% of the total paid-up equity share capital were received.

61 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, 2021.

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. Suvrat 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 10, 2021 along with corrigendum to the Notice of AGM, 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.

Two members asked questions mainly pertaining to the business, operations, capacity utilisation of plants, market feedback of new products launched, any new acquisition or merger, steps taken for usage of single use plastic and environmental upliftment and on financial performance of the Company.

The Chairman, the CEO & Whole Time Director and the Chief Financial Officer responded to all the questions of the above two 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 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 6 of the Notice of AGM were open for e-voting during the AGM:

Ordinary business:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon;
2. Declaration of Final Dividend of Rs. 5/- per equity share for the financial year ended on March 31, 2021;
3. Re-appointment of Mr. Tarun G. Arora, as a CEO & Whole Time Director, liable to retire by rotation;

Special business:

4. Re-appointment of Mr. Kulin S. Lalbhai as an Independent Director of the Company for the second term of five consecutive years;
5. Ratification of remuneration of Cost Auditors; and
6. Payment of remuneration to Non-Executive Directors.

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 Company's website www.zyduswellness.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 Seventh Annual General Meeting of the Company.

E-voting during the 27th AGM:

The Company Secretary 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 Seventh Annual General Meeting of the Company held on Friday, July 30, 2021:

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 30, 2021 that all the Resolutions for the Ordinary and Special businesses as set out at Item Nos. 1 to 6 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	57148831	99.9999	24	00.0000
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148884	100.0000	25	00.0000
Item No. 2 of the Notice (As an Ordinary Business)	Remote e-voting	57153064	99.9998	32	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57153117	99.9999	33	00.0001
Item No. 3 of the Notice (As an Ordinary Business)	Remote e-voting	57148638	99.9998	52	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148691	99.9999	53	00.0001
Item No. 4 of the Notice (As a Special Business)	Remote e-voting	56993943	99.9063	53400	00.0936
	E-voting during AGM	53	00.0001	1	00.0000
	Total	56993996	99.9064	53401	00.0936
Item No. 5 of the Notice (As a Special Business)	Remote e-voting	57148791	99.9998	64	00.0001
	E-voting during AGM	53	00.0001	1	00.0000
	Total	57148844	99.9999	65	00.0001
Item No. 6 of the Notice (As a Special Business)	Remote e-voting	56972557	99.8707	73725	00.1292
	E-voting during AGM	53	00.0001	1	00.0000
	Total	56972610	99.8708	73726	00.1292

The following resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 6 in the Notice of AGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of Twenty Seventh Annual General Meeting of the Members held on July 30, 2021:

Item No. 1: Ordinary Resolution for Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon:

"RESOLVED THAT the audited stand-alone Balance Sheet as at March 31, 2021, 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, together with consolidated Balance Sheet as at March 31, 2021 and consolidated Statement of Profit and Loss and cash flow statement 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. 2: Ordinary Resolution for Declaration of Final Dividend of Rs. 5/- per equity share for the financial year ended on March 31, 2021:

"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 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 reappointment of Mr. Tarun G. Arora, as a CEO & Whole Time Director, liable to retire by rotation:

"RESOLVED THAT Mr. Tarun G. Arora (DIN– 07185311), 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. 4: Special Resolution for reappointment of Mr. Kulin S. Lalbhai as an Independent Director of the Company for the second term of five consecutive years:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the **Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the **Listing Regulations**"), approvals and recommendations of Nomination and Remuneration Committee and that of Board of Directors ("the **Board**") Mr. Kulin S. Lalbhai (DIN:05206878), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and regulation 16 of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from November 18, 2021 to November 17, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper and expedient or to delegate all such powers to any committee of directors, to give effect to this resolution."

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 rule 14 of 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. 2.80 Lakhs plus applicable Goods and Service Tax and out of pocket expenses at actuals for the financial year ending on March 31, 2022 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’ manufactured by the Company for the financial year 2021–2022.

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.”

Item No. 6: Ordinary Resolution to approve remuneration to Non-Executive Directors:

“RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the payment of remuneration, in case of inadequate profits or no profits, for a period of three years commencing from financial year 2020-21 to the Non-Executive Directors of the Company as may be decided by the Board of Directors from time to time, provided that the total remuneration payable to the Non-Executive Directors per annum shall not exceed the maximum permissible limit under Schedule V of the Act, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Non-Executive Directors.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.”

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

SHARVIL P. PATEL

CHAIRMAN OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

Place: Ahmedabad

Date: July 30, 2021