

Zydus Wellness

Registered Office :

Zydus Wellness Ltd. House No. 6 & 7, Sigma Commerce Zone, Nr. Iskcon Temple, S. G. Highway, Ahmedabad 380015, Gujarat, INDIA.

Tel: +91-79-67775888 (20 Lines) Fax: +91-79-67775811

www.zyduswellness.in CIN:L15201GJ1994PLC023490

Bombay Stock Exchange Limited 1 st Floor, P.J. Towers Dalal Street <u>Mumbai – 400 001</u> Kind Attn.: Mr. Sanjay Golecha / Mr. Gopalkrishnan	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> Kind Attn.: Famroze Pochara Asst. Vice President
Date: July 30, 2015	
Re.: Clause 35A of the Listing Agreement-Details of Voting Results at the 21 st Annual General Meeting of the Company.	

Dear Sir / Madam

Please find enclosed details of Voting Results in the prescribed format, of the 21st Annual General Meeting of the Company held on 29th day of July, 2015 at J. B. Auditorium, Ahmedabad Management Association [AMA], ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad
380 015.

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

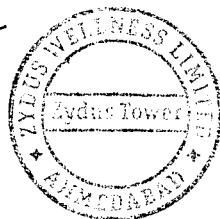
We request you to note the above.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**


DHAVAL N. SONI
COMPANY SECRETARY



Encl.: As above.

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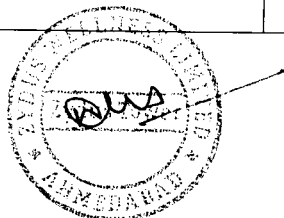
Details of Voting Results

I. Attendance of Members:

Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	July 29, 2015
2.	Total number of shareholders on Book Closure Date	36,549
3.	No. of shareholders present in the meeting either in person or through proxy:	
	i. In Person:	
	Promoters and Promoter Group:	2
	Public:	57
	ii. Through Proxy:	
	Promoters and Promoter Group:	-
	Public:	-
4.	No. of shareholders attended the meeting through video conferencing	Not arranged

II. Voting by members:

Item No.	Details of the Agenda	Resolution required: [Ordinary / Special]	Mode of voting: [Show of hands/Poll/Postal Ballot/E-Voting]	Remarks
1.	Adoption of Financial Statements for the year ended on March 31, 2015.	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
2.	Declaration of dividend on equity shares	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
3.	Reappointment of Dr. Sharvil P. Patel, Director retiring by rotation	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
4.	Appointment of Statutory Auditors.	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
5.	Appointment of Mr. Tarun Arora as a director liable to retire by rotation.	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
6.	Appointment of Mr. Tarun Arora as a Whole Time Director.	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.



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Item No.	Details of the Agenda	Resolution required: [Ordinary / Special]	Mode of voting: [Show of hands/Poll/Postal Ballot/E-Voting]	Remarks
7.	Approval of commission to Non-Executive Directors.	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.
8.	Ratification of remuneration to Cost Auditors	Ordinary	E-voting and Poll process	Resolution passed with requisite majority.

III. Results of E-Voting / Poll by members:

The mode of voting for all resolutions was:

- e-voting and
- poll papers provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

Results of the voting in the prescribed format are annexed herewith.

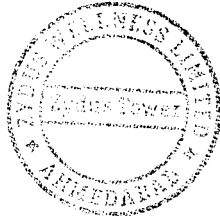
Thanking you,

Yours faithfully,

For, ZYDUS WELLNESS LIMITED



DHAVAL N. SONI
COMPANY SECRETARY



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Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through e-voting and poll process are furnished below:

Date of declaration of results: 29th July, 2015 [being the date of Annual General Meeting]

Total shareholders as on 29th July, 2015: 36,549

Details of voting on Ordinary resolutions as detailed in the Notice convening 21st Annual General Meeting.

Resolution No. 1

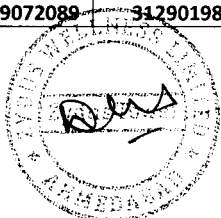
Adoption of Financial Statements for the year ended on March 31, 2015:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100.00	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100.00	0
Public – Others	5503792	252624	4.5899	252614	10	99.9960	0.0039
Total	39072089	31290198	80.0832	31290188	10	99.9999	0

Resolution No. 2

Declaration of Dividend:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100.00	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100.00	0
Public – Others	5503792	252624	4.5899	252614	10	99.9960	0.0039
Total	39072089	31290198	80.0832	31290188	10	99.9999	0



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Resolution No. 3

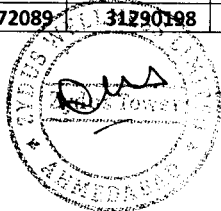
Reappointment of Dr. Sharvil P. Patel, Director retiring by rotation:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	28343687	28342621	99.9962	28342621	0	100	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100	0
Public – Others	5503792	252624	4.5899	251349	1275	99.4959	0.0040
Total	39072089	31289665	80.0819	31288390	1275	99.9959	0.0040

Resolution No. 4

Appointment of Statutory Auditors:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) [(4)/(2)]*100	% of votes against on votes polled (7) [(5)/(2)]*100
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100	100
Public Institutional Holders	5224610	2694420	51.5717	2691199	3221	99.8805	0.1195
Public – Others	5503792	252624	4.5899	252614	10	99.9960	0.0104
Total	39072089	31290198	80.0832	31286967	3231	99.9896	0.0103



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Resolution No. 5

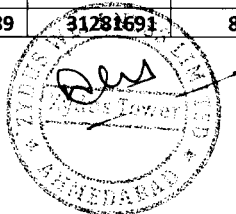
Appointment of Mr. Tarun Arora as a director liable to retire by rotation:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) $[(4)/(2)]*100$	% of votes against on votes polled (7) $[(5)/(2)]*100$
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100	0
Public – Others	5503792	252624	4.5899	252613	11	99.9956	0.0043
Total	39072089	31290198	80.0832	31290187	11	99.9999	0.0043

Resolution No. 6

Appointment of Mr. Tarun Arora as a Whole Time Director:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) $[(4)/(2)]*100$	% of votes against on votes polled (7) $[(5)/(2)]*100$
Promoter and Promoter Group	28343687	28343154	99.9981	28341354	0	100	0
Public Institutional Holders	5224610	2685913	51.4089	685598	2000315	25.5257	74.4743
Public – Others	5503792	252624	4.5899	235833	16791	93.3533	6.6466
Total	39072089	31281691	80.0614	29264585	2017106	93.5517	0.4482



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Resolution No. 7

Payment of commission to Non-Executive Directors:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) $[(4)/(2)]*100$	% of votes against on votes polled (7) $[(5)/(2)]*100$
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100	0
Public – Others	5503792	246074	4.4709	245358	716	99.7090	0.0023
Total	39072089	31283648	80.0664	31282932	716	99.9974	0.0023

Resolution No. 8

Ratification of remuneration of Cost Auditor:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) $[(4)/(2)]*100$	% of votes against on votes polled (7) $[(5)/(2)]*100$
Promoter and Promoter Group	28343687	28343154	99.9981	28343154	0	100	0
Public Institutional Holders	5224610	2694420	51.5717	2694420	0	100	0
Public – Others	5503792	252624	04.5899	251936	688	99.7276	0.2723
Total	39072089	31290198	80.0832	31289510	688	99.9978	0.0022

Thanking you,

Yours faithfully,

For, ZYDUS WELLNESS LIMITED

DHAVAL N. SONI
COMPANY SECRETARY

