



August 13, 2024

Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Re: Proceedings of the Sixth Annual General Meeting of the Company

Dear Sir / Madam,

Please find enclosed the proceedings of the Sixth Annual General Meeting of the Company held today i.e. August 13, 2024, pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please receive the same in order.

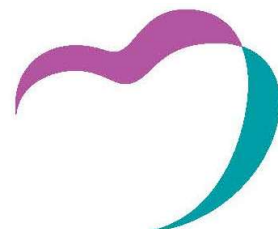
Thanking you,

Yours faithfully,
For, **ZYDUS FOUNDATION**

DHWANI TRIVEDI
COMPANY SECRETARY

Encl.: As above

Zydus Foundation
(A wholly owned subsidiary of Zydus Lifesciences Limited)
Registered Office :
Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar),
Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad-382481
CIN : U85300GJ2019NPL105919
Phone No. : 079 – 48040000 Website : www.zydusfoundation.com





Proceedings of the 6th Annual General Meeting of the members of Zydus Foundation (“the Company”) held at the Registered Office of the Company situated at “Zydus Corporate Park”, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, Ahmedabad-382481 on Tuesday, August 13, 2024 which commenced at 10:00 a.m. and concluded at 10:30 a.m.

The following Directors and Members were present:

- | | | | |
|----|--------------------------|---|--|
| 1. | Mr. Pankaj R. Patel | - | Chairman & Member |
| 2. | Mrs. Meha S. Patel | - | Vice-Chairperson |
| 3. | Dr. Sharvil P. Patel | - | Director & Member |
| 4. | Mr. Jyotindra B. Gor | - | Director & Member |
| 5. | Mr. Vishal Jyotindra Gor | - | Member |
| 6. | Mrs. Sujatha Rajesh | - | Director |
| 7. | Mr. Dhaval Soni | - | Representative of Zydus Lifesciences Limited |
| 8. | Mrs. Dhvani Trivedi | - | Company Secretary |

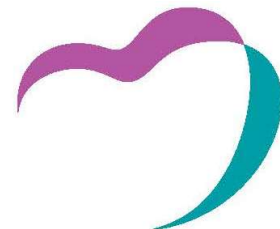
Pursuant to provisions contained in the Articles of Association of the Company, Mr. Pankaj R. Patel was appointed as the Chairman of the meeting and took the Chair.

The Chairman welcomed the members to the Sixth Annual General Meeting of the Company and after ascertaining that the requisite quorum for commencing the meeting being present, called the meeting to order.

The Register of Members, Register of Directors’ shareholding maintained pursuant to the provisions of the Companies Act, 2013 and the minutes of the General Meetings were available for inspection by the members during the meeting.

With the unanimous consent of the members present, the notice dated May 2, 2024 convening the Sixth Annual General Meeting, as circulated to the members was taken as read.

Further the Chairman informed the members that there was no qualifications or adverse remarks in the Auditor’s Report that require reading of Auditor’s Report pursuant to the provisions of the section 145 of the Companies Act, 2013. The Members of the Company also acknowledged the presence of the representative of the Statutory Auditors.





The Chairman stated that the first item on the agenda is to receive, consider and adopt the audited Financial Statements for the year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon.

The Chairman gave a brief account of the working of the Company for the financial year ended on March 31, 2024 and proposed to pass the following resolutions:

Ordinary business:

Resolution No. 1:

The Chairman proposed the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements as at March 31, 2024 along with the Reports of the Auditors’ and Directors’ thereon be and are hereby received, considered and adopted.”

Mr. Vishal Jyotindra Gor seconded the resolution.

Thereafter the resolution was put to vote by show of hands and declared as carried unanimously.

Resolution No. 2:

Mr. Dhaval N. Soni proposed the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mrs. Sujatha Rajesh (DIN–08071096), Director of the Company, who retires by rotation and being eligible offered herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

Mr. Jyotindra B. Gor seconded the resolution.

Thereafter the resolution was put to vote by show of hands and declared as carried unanimously.

Resolution No. 3:

Dr. Sharvil P. Patel proposed the following resolution as an **Ordinary Resolution:**



“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mukesh M. Shah & Co., Chartered Accountants, ICAI Firm Registration No. 106625W, be and are hereby re-appointed as the Statutory Auditors of the Company, for a period of 5 (five) consecutive years, who shall hold office from conclusion of Sixth Annual General Meeting till conclusion of Eleventh Annual General Meeting to be held in the financial year 2029-30 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

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.”

Mr. Dhaval N. Soni seconded the resolution.

Thereafter the resolution was put to vote by show of hands and declared as carried unanimously.

Special business:

Mr. Jyotindra B. Gor was appointed as the Chairman for resolution no. 4 as Mr. Pankaj R. Patel is considered as interested.

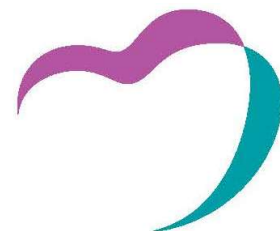
Resolution No. 4:

Mr. Dhaval N. Soni proposed the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Meha S. Patel (DIN: 00491120), who was appointed by the Board of Directors as an Additional Director w.e.f. January 4, 2024 pursuant to the provisions of section 161(1) of the Act and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Mr. Vishal Jyotindra Gor seconded the resolution.

Thereafter the resolution was put to vote by show of hands and declared as carried unanimously.





After passing of resolution no. 4, Mr. Pankaj R. Patel again took the chair.

The Chairman then announced formal closure of the Sixth Annual General Meeting of the Company.

Sd/-

PANKAJ R. PATEL
DIN: 00131852
CHAIRMAN OF THE SIXTH ANNUAL GENERAL MEETING

Date: August 13, 2024

Place: Ahmedabad

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