

May 10, 2021

Listing Department
BSE LIMITED

P J Towers, Dalal Street, Fort,
Mumbai-400 001

Code: 531 335

Listing Department

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400 051

Code: ZYDUSWELL

Sub: Outcome of Board Meeting

Dear Sir,

The Board of Directors at their meeting held today i.e. May 10, 2021, based on the recommendations of Audit Committee, approved the audited financial results for the quarter / year ended on March 31, 2021.

In this regard, please find enclosed the following:

1. the audited financial results [standalone and consolidated] for the quarter / year ended on March 31, 2021, reviewed by the Audit Committee and taken on record by the Board of Directors, today i.e. May 10, 2021 pursuant to Regulation 33 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 (“the **Listing Regulations**”).
 2. the Audit Reports of M/s. Mukesh M. Shah & Co., Chartered Accountants and the Statutory Auditors of the Company certifying the audit of the financial results (standalone and consolidated) of the Company for the quarter / year ended on March 31, 2021 pursuant to regulation 33 of the Listing Regulations.
 3. a copy of press release proposed to be published in the newspapers in the matter of audited financial results for the quarter / year ended on March 31, 2021.
- Pursuant to the SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we hereby declare that the Statutory Auditors—M/s. Mukesh M. Shah & Co., Chartered Accountants have submitted their Audit Reports (both, standalone and consolidated) for the year ended on March 31, 2021 with an unmodified opinion.

- The Trading Window under SEBI Insider Trading Regulations, 2015 shall remain closed for trading till May 12, 2021 and shall reopen on and from May 13, 2021 for the Directors and Designated Persons.
- Twenty Seventh Annual General Meeting of the members of the Company is scheduled to be held on Friday, July 30, 2021 through Vide Conference / Other Audio Visual Means.
- In compliance with regulation 42(5) of the Listing Regulations, we inform that the Register of Members and Share Transfer Books shall be closed from Friday, July 16, 2021 to Friday, July 23, 2021 (both days inclusive).
- The Board of Directors at their meeting held today have recommended final dividend of Rs. 5.00/- (@ 50%) per equity share of Rs. 10/- each, subject to approval of the shareholders at the ensuing Annual General Meeting scheduled to be held on July 30, 2021.
- The Company shall make the payment of dividend on or after August 4, 2021 subject to the approval of the same by the shareholders at the ensuing Annual General Meeting scheduled to be held on July 30, 2021.

The Board Meeting commenced at 11:30am and concluded at 1:30pm.

Please receive the information and disclosures in order.

Thanking you,

Yours faithfully,
For, ZYDUS WELLNESS LIMITED



DHANRAJ P. DAGAR
COMPANY SECRETARY



Encl.: As above

CONSOLIDATED				COMPANY			
Quarter Ended		Year Ended		Quarter Ended		Year Ended	
March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2020
[Unaudited]	[Audited]	[Unaudited]	[Audited]	[Unaudited]	[Audited]	[Audited]	[Audited]
Refer Note 7	Refer Note 7	Refer Note 7	Refer Note 7	Refer Note 7	Refer Note 7	Refer Note 7	Refer Note 7
60,075	37,641	48,476	1,85,366	1,73,419	1,73,419	15,351	15,351
498	517	311	1,301	3,263	1,071	(8)	(8)
179	252	130	894	1,071	3,056	10,948	10,948
60,752	38,410	48,917	1,87,561	1,77,753	6,488	26,291	26,291
27,309	22,765	30,123	74,375	75,382	2,928	9,888	9,888
7,800	1,120	3,861	14,224	8,249	1	112	112
(7,605)	(6,576)	(11,487)	(4,113)	(5,754)	(750)	(127)	(605)
4,004	3,835	4,221	16,383	15,601	613	3,168	3,168
850	987	3,470	8,380	13,991	3,445	7,466	14,029
599	626	688	2,516	2,639	93	349	295
7,301	5,679	4,635	22,959	22,426	74	1,118	594
7,228	6,382	6,976	28,403	28,672	801	3,958	4,222
47,486	34,818	42,487	1,63,127	1,61,206	7,212	24,170	31,753
13,266	3,592	6,430	24,434	16,547	(586)	(6,107)	(5,462)
-	3,418	283	13,213	4,420	13	12,706	32
13,266	174	6,147	11,221	12,127	(737)	(18,813)	(5,494)
-	(265)	(498)	-	(265)	(174)	(599)	(1,421)
(47)	-	(265)	(652)	(1,780)	(174)	(599)	(1,421)
(47)	(763)	(636)	(652)	(2,045)	(563)	(18,214)	(4,073)
13,313	174	6,910	11,873	14,172	14	16	(29)
176	7	193	194	201	14	16	(29)
5	(4)	17	(11)	17	14	16	(29)
181	3	210	183	218	14	16	(29)
13,494	177	7,120	12,056	14,390	(549)	(18,198)	(4,102)
13,494	177	7,120	12,056	14,390	(549)	(18,198)	(4,102)
6,363	6,363	5,766	6,363	5,766	5,766	6,363	5,766
6,363	6,363	5,766	6,363	5,766	5,766	6,363	5,766
20.92	0.27	11.98	19.55	24.58	(0.98)	(29.99)	(7.06)
20.92	5.64	12.47	41.30	32.24	(0.92)	(9.07)	(7.01)
20.92	0.27	11.98	19.55	24.58	(0.98)	(29.99)	(7.06)
20.92	5.64	12.47	41.30	32.24	(0.92)	(9.07)	(7.01)
0.47	0.12	0.44	0.12	0.44	(0.95)	0.01	0.47
0.61	2.34	1.87	2.34	1.87	(1.52)	(1.52)	0.61
0.61	2.34	1.87	2.34	1.87	(1.52)	(1.52)	0.61

Notes : 1 The above financial results were reviewed by the Audit Committee and then approved by the Board of Directors at their meeting held on May 10, 2021. The Statutory auditors of the Company have expressed unmodified opinion on the aforesaid result.

2 The Company operates in one segment, namely "Consumer Products".

3 Due to seasonality of some of the Group's products, Group's Revenues and Profits are skewed in favour of the first and last quarters of the financial year. Hence the performance of these quarters is not representative and cannot be generalised for other quarters.

4 The Company had issued and allotted 21,22,000 and 38,46,000 Equity Shares of ₹ 10 each to Promoters group and Qualified Institutional Placement on September 19, 2020 and September 28, 2020 at an issue price of ₹ 1649 and ₹ 1690 per Equity shares respectively (including premium of ₹ 1639 and ₹ 1680 per Equity Shares). Pursuant to allotment of Equity Shares to Promoters group and Qualified Institutional Placement, the paid up share capital of the Company stands increased to ₹ 6,363 Lakhs.

5 Exceptional items: a) The secured Non-Convertible debentures (NCDs) that were previously issued by the Company has been purchased by its subsidiary Company from the market aggregating to ₹ 1,10,500 lakhs and ₹ 39,500 lakhs in the respective quarter ended September 30, 2020 and December 31, 2020. The Company has redeemed all the NCDs of ₹ 150,000 lakhs and the premium amount paid towards purchase of the above NCDs are expensed off as an exceptional item in the aforesaid results for the year ended March 31, 2021. b) In the process of integration and concluding the merger of the acquired entity, Company incurred various expenses towards transition service agreement (TSA), consultancy fees, stamp duties, legal and professional charges and other incidental charges. The Company would not have incurred these expenses in the normal course of business and hence these expenses are classified as Exceptional items for the quarter and year ended March 31, 2020.

6 As per the current assessment of the situation based on the internal and external information available up to the date of approval of these financial results by the Board of Directors, the Company continues to believe that the impact of Covid-19 on its business, assets, internal financial controls, profitability and liquidity, both present and future, would be limited and there is no indication of any material impact on the carrying amounts of inventories, goodwill, intangible assets, trade receivables, investments and other financial assets. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these financial results and the Company will closely monitor any material changes to the economic environment and their impact on its business in the times to come.

7 The figures for the Quarter ended Mar 31, 2021 and Mar 31, 2020 are the balancing figure between audited figures in respect of the full financial year and for the period upto the end of the third quarter of relevant financial year.

8 The Board of Directors, at its meeting held on May 10, 2021, recommended the final dividend of ₹ 5 per equity share of ₹ 10/- each. The recommended dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting.

9 Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Balance Sheet

₹ in Lakhs CONSOLIDATED		As at		₹ in Lakhs COMPANY	
		March 31, 2021 [Audited]	March 31, 2020 [Audited]	March 31, 2021 [Audited]	March 31, 2020 [Audited]
		Particulars			
		ASSETS:			
		Non-current assets:			
	19,957	20,467		2,104	1,990
Property, plant and equipment	374	353		87	147
Capital work-in-progress	3,92,002	3,92,002		2,282	2,282
Goodwill	54,781	54,883		19	-
Other intangible assets	-	-		-	-
Financial assets:					
Investments	-	-		3,67,125	3,52,758
Loan	874	977		24,400	1,12,136
Other financial assets	12,650	12,079		51	51
Deferred tax assets [net]	1,173	465		1,998	1,399
Other non-current assets	143	163		114	264
Assets for tax [net]	4,81,954	4,81,389		241	485
Total Non Current Assets				3,98,421	4,71,512
		Current assets:			
Inventories	36,472	29,234		1,518	1,234
Financial assets:					
Investment	-	11,041		-	-
Trade receivables	9,428	11,820		171	55
Cash and cash equivalents	17,374	5,448		502	193
Bank balance other than cash and cash equivalents	7,898	2,794		7,898	2,787
Other financial assets	1,860	3,281		672	2,542
Other current assets	11,657	13,961		2,463	1,953
Total Current Assets	84,689	77,579		13,224	8,764
Total Assets	5,66,643	5,58,968		4,11,645	4,80,276
		EQUITY AND LIABILITIES:			
		Equity:			
Equity share capital	6,363	5,766		6,363	5,766
Other equity	4,50,416	3,40,300		3,95,566	3,15,704
Total Equity	4,56,779	3,46,066		4,01,929	3,21,470
		Liabilities:			
		Non-current liabilities:			
Financial liabilities:					
Borrowings	31,250	1,50,000		-	1,50,000
Other financial liabilities	140	115		131	109
Provisions	1,282	1,103		230	194
Other non-current liabilities	100	168		-	-
Total Non Current Liabilities	32,772	1,51,386		361	1,50,303
		Current liabilities:			
Financial liabilities:					
Borrowings	23,725	1,905		4,975	1,630
Trade payables	1,245	654		98	10
Due to micro and small enterprises	42,616	49,792		3,460	3,287
Due to other than micro and small enterprises	2,970	4,291		395	3,212
Other financial liabilities	4,695	3,390		348	281
Other current liabilities	1,841	1,484		79	83
Provisions					
Total Current Liabilities	77,092	61,516		9,355	8,503
Total Equity & Liabilities	5,66,643	5,58,968		4,11,645	4,80,276

Statement of Cash Flows

CONSOLIDATED		Year Ended		COMPANY	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
₹ in Lakhs		[Audited]	[Audited]	[Audited]	[Audited]
A. Cash flow from operating activities:		11,221	12,127	(18,813)	(5,494)
Profit/(Loss) before tax		2,516	2,639	349	295
Adjustments for:		(30)	2	5	1
Depreciation and amortisation expense		(218)	(522)	(78)	(4)
Net profit on sale of investments		63	(14)	-	-
Gain on investments mandatorily measured at FVTPL		500	337	-	-
Expected credit loss on trade receivables [net]		311	428	48	193
Provisions for probable product expiry claims and return of goods		(676)	(535)	(6,602)	(10,944)
Provision for employee benefits		8,380	13,991	7,466	14,029
Interest income		(68)	(70)	-	-
Amortisation of deferred revenue on Government grants		13,213	-	12,706	-
Premium paid on purchase of secured Non-convertible debentures		35,212	28,383	(4,916)	(1,924)
Operating profit before working capital changes		2,217	(1,898)	(45)	607
Adjustment for:		2,722	(3,493)	(485)	(627)
[Increase]/ Decrease in trade receivables		(7,238)	(5,927)	(284)	(666)
[Increase]/ Decrease in inventories		(4,282)	9,020	291	610
[Decrease]/ Increase in other liabilities and trade payables		28,631	26,085	(5,439)	(2,000)
Cash generated / [used in] from operations		20	(160)	244	33
Direct taxes paid [net of refunds]		28,651	25,925	(5,195)	(1,957)
Net cash from/ [used in] operating activities		(1,966)	(2,463)	(324)	(851)
B. Cash flows from investing activities:		220	13	19	6
Purchase of property, plant and equipment and other intangibles assets		-	-	5,633	-
Proceeds from sale of Property, plant and equipment		-	-	-	16,194
Proceeds from sale/ redemption of non current investments in subsidiaries [net]		(189)	(333)	67,736	414
Purchase of non current investments in subsidiaries		-	-	-	-
Loan to Subsidiaries [net]		-	-	-	-
Investment in non current fixed deposit [net]		-	-	-	-
FVTPL gain/ profit [net] on sale of investments which are considered as part of cash and cash equivalents		218	536	78	4
Interest received		676	535	8,472	10,891
Net cash from/ [used in] investing activities		(1,041)	(1,712)	81,614	26,658
C. Cash flows from financing activities:		98,657	-	98,657	-
Proceeds from issue of equity share capital (net of expense incurred to issue shares)		(1,50,000)	-	(1,50,000)	-
Repayment of non current borrowings		(13,213)	-	(12,706)	-
Premium paid on purchase of secured Non-convertible debentures		31,250	-	-	-
Proceeds of non-current borrowings		21,820	(5,020)	3,345	(5,020)
Current Borrowings [net]		(10,116)	(14,006)	(10,276)	(14,046)
Interest paid		(19)	(5,758)	(19)	(5,758)
Dividend paid		-	(1,185)	-	(1,185)
Tax on dividends paid		(21,621)	(25,969)	(70,999)	(26,009)
Net cash used in financing activities		5,989	(1,756)	5,420	(1,318)
Net increase/(decrease) in cash and cash equivalents		19,283	21,039	2,980	4,298
Cash and cash equivalents at the beginning of the year *		29,272	19,283	8,400	2,980
Cash and cash equivalents at the end of the year *					

* Cash and cash equivalents includes cash and cash equivalents, Bank balance other than cash and cash equivalents and Investments in liquid mutual funds.

By Order of the Board,
For Zydlus Wellness Limited,


Dr. Sharvil P. Patel
Chairman

Independent Auditors' Report on the Audited Annual Standalone Financial Results and review of quarterly financial results of Zydus Wellness Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended

To,
The Board of Directors,
Zydus Wellness Limited
Ahmedabad

We have audited the statement of standalone financial results of Zydus Wellness Limited [‘the Company’], for the year ended on March 31, 2021 and reviewed the standalone results for the quarter ended on that date, both included in the Accompanying “Statement of Standalone Financial results for the Quarter and Year ended March 31, 2021, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.

Opinion on Annual Standalone Financial results

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial results for the year ended March 31, 2021:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations, as amended in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian accounting standards and other accounting principles generally accepted in India of the net loss, other comprehensive income and other financial information of the Company for the year ended March 31, 2021.

Conclusion on Unaudited Standalone Financial results for the Quarter ended March 31, 2021

With respect to the Standalone Financial results for the quarter ended March 31, 2021, based on our review conducted as stated in paragraph (b) of the Auditors' Responsibilities section below, nothing has come to our attention, that causes us to believe that the standalone financial results for the quarter ended March 31, 2021, prepared in accordance with the recognition and measurement principles laid down in the Indian accounting standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed or that it contains any material misstatement.

Basis for Opinion on the Audited Standalone Financial Results for the year ended March 31, 2021

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those Standards are further described in paragraph (a) of the Auditor’s Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India [“ICAI”] together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Management's Responsibilities for the Statement

This Statement which includes the Standalone financial results is the responsibility of the Company's Board of Directors and has been approved by them for issuance. The standalone financial results for the year ended March 31, 2021 have been compiled from the related standalone audited financial statements.

This responsibility includes the preparation and presentation of the standalone financial results for the quarter and year ended March 31, 2021 that give a true and fair view of the net loss, other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities

(a) For the Audit of the Standalone Financial Results for the year ended March 31, 2021

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended March 31, 2021 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Standalone Financial Results, including the disclosures, and whether the Annual Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the Quarter ended March 31, 2021

We conducted our review of the Standalone Financial results for the Quarter ended March 31, 2021 in accordance with the Standard on Review Engagements ["SRE"] 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an opinion.

As part of the annual audit, we also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.



Other Matters

The Statement include the results for the quarter ended March 31, 2021, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to the limited review by us. Our report on the statement is not modified in respect of this matter.

For Mukesh M. Shah & Co
Chartered Accountants
Firm Regn. No. 106625W



Mukesh M. Shah
Partner
Membership No. 030190

Place: Ahmedabad

Date: May 10, 2021

UDIN: 21030190AAAAJ1405

Independent Auditors' Report on Audit of Annual Consolidated Financial Results and review of quarterly Consolidated financial results of Zydus Wellness Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

To,
The Board of Directors,
Zydus Wellness Limited
Ahmedabad

We have audited the accompanying statement of Consolidated financial results for the year ended March 31, 2021 and reviewed the Consolidated financial results for the quarter ended March 31, 2021, both included in the accompanying Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2021 of Zydus Wellness Limited ['the Company'] and its subsidiaries [the Company and its subsidiaries together referred to as the "Group"], for the quarter and year ended on March 31, 2021 ['the Statement'] attached herewith, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.

Opinion on the Annual Consolidated Financial Results:

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements of subsidiaries referred to in "Other matters" section below, the Consolidated financial results for the year ended March 31, 2021:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations, as amended in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group for the year ended March 31, 2021.

Conclusion on Unaudited Consolidated Financial results for the Quarter ended March 31, 2021

With respect to the Consolidated Financial results for the quarter ended March 31, 2021, based on our review conducted as stated in paragraph (b) of the Auditors' Responsibilities section below and based on the consideration of the audit reports for the quarter ended March 31, 2021 of the other auditors of the subsidiary companies referred to in "Other Matters" section below, nothing has come to our attention, that causes us to believe that the Consolidated financial results for the quarter ended March 31, 2021, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed or that it contains any material misstatement.

Basis for Opinion on the Audited Consolidated Financial Results for the year ended March 31, 2021

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ["the Act"]. Our responsibilities under those Standards are further described in paragraph (a) of the Auditor's Responsibilities section below. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ["the ICAI"] together with the ethical requirements that are relevant to our audit of the Consolidated financial results for the year ended March 31, 2021 under the provisions of the Act and the Rules



thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and the other auditors in terms of their report referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the statement

This Statement which includes the Consolidated financial results is the responsibility of the Company's Board of Directors and has been approved by them for issuance. The Consolidated financial results for the year ended March 31, 2021 have been compiled from the related audited Consolidated financial statements.

This responsibility includes the preparation and presentation of the Consolidated financial results for the quarter and year ended March 31, 2021 that give a true and fair view of the consolidated net profit, consolidated other comprehensive income and other financial information of the Group, in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial results, the Board of Directors of the respective companies included in the Group are responsible in assessing the respective entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the respective entity or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of respective company included in the Group are also responsible for overseeing the Group's financial reporting process.

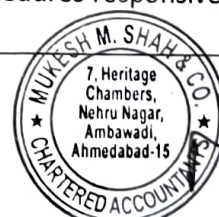
Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended March 31, 2021

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended March 31, 2021 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks,



and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

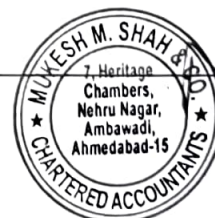
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Consolidated Financial Results for the Quarter ended March 31, 2021

We conducted our review of the Consolidated Financial results for the Quarter ended March 31, 2021 in accordance with the Standard on Review Engagements ["SRE"] 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an opinion.

As part of the annual audit, we also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.



Other Matters

- We did not audit the financial statements of 4 subsidiaries included in the consolidated financial results, whose financial statements reflect [the figures reported below are before giving effect to consolidation adjustments] total assets of Rs. 455,009 Lakhs as at March 31, 2021, total revenues of Rs. 177,925 Lakhs, total net loss after tax of Rs. 80,343 Lakhs, total other comprehensive income of Rs. 178 Lakhs and net cash inflows amounting to Rs. 569 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated under the Auditor's Responsibilities section above. Our report on the statement is not modified in respect of the above with respect to our reliance on the work done and report of the other auditors.
- The Consolidated financial results include the results for the quarter ended March 31, 2021 being the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year, which were subject to limited review by us. Our report on the statement is not modified in respect of this matter.

Place: Ahmedabad

Date: May 10, 2021

UDIN: 21030190 AAAAAAK3433



For Mukesh M. Shah & Co
Chartered Accountants
Firm Regn. No. 106625W

Mukesh M. Shah
Partner
Membership No. 030190

Zydus Wellness' consolidated Q4 Net Profit up by 92.7% at Rs. 1331 million

Ahmedabad, May 10, 2021

Zydus Wellness Ltd., announced results for the fourth quarter ended March 31st 2021. The company reported 23.9% growth in consolidated net sales which stood at Rs. 6008 mn. The Company reported consolidated income from operations at Rs. 6057 mn, up by 24.2%. EBIDTA was up by 39.0% y-o-y to Rs. 1454 mn. Profit after Tax (PAT) stood at Rs. 1331 mn up by 92.7% y-o-y. On an annual basis, the company posted total income from operations of 18667 mn, up by 5.7 % y-o-y and adjusted Net Profit (before exceptional items), of Rs. 2509 mn up by 34.9% y-o-y. The Company's Board of Directors, at the meeting held today, recommended a final dividend of ₹5 per equity share on the face value of ₹10 each, for the Financial Year 2020-21 to the equity shareholders, which will be paid subject to the approval of the shareholders, at the ensuing Annual General Meeting of the Company.

Five of its brands, Glucon-D, Sugar Free, EverYuth Scrub, Peel Off Face Mask and Nycil maintained their leadership positions in their respective categories as on March 2021.

Glucon-D has maintained its number one position with a market share of 58.4% in the Glucose powder category. Complian fared well with a market share of 5.5% in the MFD category. Nycil maintained its number one position with a market share of 35.8% in the Prickly heat powder category, which is an increase of 225 basis points over the same period last year. Everyuth Scrub has maintained its number one position with a market share of 35.8% in the facial scrub category, which is an increase of 174 basis points over the same period last year and Everyuth Peel off has maintained its number one position with a market share of 77.9% in the Peel off category. *(As per MAT March '21 Nielsen Report)*

During the quarter, Nycil “soothing body mist” was launched to address prickly heat and skin rash problems that usually occur in summer. Making a foray in the dairy segment under the Nutralite banner, two new products, Nutralite DoodhShakti Probiotic Butter Spread and Nutralite DoodhShakti Pure Ghee were launched.

Expanding its market reach under Project Vistaar, the Company, increased its direct distribution by more than 50% and is now directly servicing 5.5 lakh retail outlets. E-commerce grew by more than 250% for the financial year accounting for almost 3.6% of the domestic revenue. International business, which accounts for more than 3% of the consolidated revenues, also grew by 200% during the year with the Company making entry in countries like Nigeria and Taiwan.
