

August 31, 2020

Listing Department

BSE LIMITED

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

Code: 531335

Listing Department

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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

Code: ZYDUSWELL

Re: Transcript of 26th Annual General Meeting of the Company.

Dear Sir,

Please find enclosed herewith the transcript of 26th Annual General Meeting of the Company held on August 27, 2020.

Please bring the above information to the notice of investors at large.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**

DHANRAJ P. DAGAR
COMPANY SECRETARY

Encl: As above.



“26th Annual General Meeting”
August 27, 2020
10:00 A.M. IST to 10:20 A.M. IST

CORPORATE PARTICIPANTS:

Dr. Sharvil P. Patel

Chairman

Mr. Tarun G. Arora

Chief Executive Officer and Whole Time Director

Mr. Ganesh N. Nayak

Non-Executive Director

Ms. Dharmishtaben N. Raval

Non-Executive and Independent Director

Mr. Kulin S. Lalbhai

Non-Executive and Independent Director

Mr. Sri Vishnu Raju Nandyala

Non-Executive and Independent Director

Mr. Savyasachi S. Sengupta

Non-Executive and Independent Director

Mr. Ashish Bhargava

Nominee Director

Mr. Umesh V. Parikh

Chief Financial Officer

Mr. Dhanraj P. Dagar

Company Secretary

and Shareholders

Welcome Address

Dhanraj Dagar – Company Secretary

Good morning everyone, we will start with the twenty sixth Annual General Meeting of Zydus Wellness Limited.

Dear Shareholders, Good morning and warm Welcome to you all to the twenty sixth Annual General Meeting of Zydus Wellness Limited, and this meeting we are first time convening through Video Conference or Other Audio Visual Means as prescribed by the SEBI, and also the Ministry of Corporate Affairs. So as a reminder for the smooth conduct of the AGM the members will be mute mode and audio and video will be enabled when they are invited to speak at the AGM as per the pre-registration and those shareholders who have registered with the company only will be allowed to speak at the AGM.

Please note that as per the statutory requirements, the proceedings of the AGM will be recorded, and we will wait for one minute to allow the other shareholders also to join.

As soon as other members joins, and then we will start with the rest of the proceedings of the AGM.

So the required Quorum is already present in the Annual General Meeting, and all the directors are also present in the meeting. So now I would hand over the proceeding to our chairman Dr. Sharvil P. Patel, to take the proceedings further.

Dr. Sharvil P. Patel - Chairman

Good morning, ladies and gentlemen, I welcome you all to the twenty sixth, annual general meeting of our company. This is the first virtual AGM. Requisite quorum being present, I call the meeting to order. Before we start the formal proceedings of the AGM, I on behalf of the Company, Board members and shareholders would like to thank all the Covid-19 warriors, i.e. Doctors, medical staff, frontline officer, police authorities in providing their immense support in managing the situation and helping the Country in battling the pandemic.

I am pleased to share that the Company has delivered a good performance in 2019-20, despite the unprecedented healthcare crisis and tough market conditions. Wellness and good health are uppermost in our minds as we look for boosting our immunity, protecting our families, friends and neighbourhoods.

All of them reinforce the core premise of Zydus Wellness, the importance of staying healthy by making the right choices and embracing wellness.

At Zydus Wellness, we have always believed in delivering results sustainably and 2019 was a year of integration and consolidation after the acquisition of the Heinz India business. We have been successful in acting swiftly and laying the foundation for the business which will deliver results in the years ahead. Our focus this year has been on actively managing our portfolio, sharpening our core areas of food and nutrition, beverages and skin care.

Zydus Wellness' iconic brands are consistently ranked No.1 in market share because they offer you something 'more', in terms of health, nutrition and niche preferences. Our consumers seek solutions that they can trust; evidence-based options with a scientific rationale. Continuous research and feedback from the consumers have helped us improve upon our brands.

Sugar Free Green is now available with an improved formulation and all new packaging. Sugarlite has been relaunched with a superior product formulation and enhanced taste. Glucon D, a market leader in its category continues to do well. We will continue to invest in the brand and increase its visibility. Our brand in the Malted Food Category (MFD) Complian fared well, clocking brisk sales through e-commerce. Everyuth, another marquee brand which has been constantly evolving, has done well. The brand's youthful charm and connect that has been unfazed over the years. Nutralite, which has seen several extensions over the years, continued to do well with its core strengths of taste, health benefits and new offerings. As India went into a lockdown mode, Nycil Hand Sanitizers, the first brand extension in the category, was launched.

Going forward, Zydus Wellness will continue to invest in its brands through innovation, research-backed marketing and promotion and bring in new customer experiences. Thank you.

Due to the Covid-19 pandemic and to maintain social distancing norms, the Company is conducting the AGM through Video Conference / Other Audio Visual Means as allowed by Ministry of Corporate Affairs vide its circular dated May 5, 2020. The virtual AGM provides opportunity to all the shareholders to attend the AGM from different locations across the Country and from their homes / offices. We hope that all of you are safe and in good health.

Let me introduce the board members present through Video Conference. Ms. Dharmishtaben N. Raval, Independent Director & Chairperson of Audit Committee participating from Ahmedabad, Mr. Kulin S. Lalbhai, Independent Director & Chairperson of Nomination and Remuneration Committee participating from Ahmedabad, Mr. Ganesh N. Nayak, Non-Executive Director and Chairperson of Stakeholders' / Investors' Relationship Committee participating from Ahmedabad, Mr. Sri Vishnu Raju Nandyala, Independent Director participating from Telangana, Mr. Savyasachi Sengupta, Independent Director participating from Baroda, Mr. Ashish Bhargava, Nominee Director participating from Mumbai, Mr. Tarun Arora, Chief Executive Officer and Whole Time Director participating from Ahmedabad, Mr. Umesh Parikh, Chief Financial Officer participating from Ahmedabad and Mr. Dhanraj Dagar, Company Secretary participating from Ahmedabad.

We also take on record the presence of Mr. Samip Shah, Partner–Dhirubhai Shah & Co, LLP Chartered Accountants, Statutory Auditors and Mr. Hitesh Buch, Secretarial Auditor of the Company, in this AGM. The Twenty Sixth Annual General Meeting of the Company is being convened in accordance with the Notice of AGM dated June 2, 2020.

We now commence the business of the meeting.

Representations under section 113 of the Companies Act, 2013, for a total of 3,91,19,342 shares aggregating to 67.84% of the total share capital, have been received.

In accordance with the MCA and SEBI circulars due to ongoing Covid-19 pandemic, the Notice of this AGM along with the Annual Report of the Company has been emailed to all members and to all others who are entitled to receive the same and unless you wish it to be read at this meeting, I propose that the Notice be taken as read.

As there are no qualifications, observations or comments in the Auditor's Report, the Audit Report is not required to be read at the meeting as provided in section 145 of the Companies Act, 2013.

I would now request the Company Secretary, Mr. Dhanraj Dagar to brief the members about the voting procedure and take you through the resolutions.

Mr. Dhanraj Dagar – Company Secretary

Thank you Sir.

Pursuant to regulation 44 of the Listing Regulations, 2015 and provisions of section 108 of the Companies Act, 2013 and Rules made thereunder, the Company has provided facilities to the members to cast their votes through remote e-voting. The detailed procedure and instructions for casting votes by the members through electronic means were prescribed in the Notice. The Company had fixed August 20, 2020 as the Cut-Off Date for deciding the names of the members entitled to cast their votes through remote e-voting as well as during this meeting. The Members holding shares as on August 20, 2020 shall only be allowed to exercise their votes in this Meeting. The remote e-voting period commenced at 9:00 a.m. on Monday, August 24, 2020 and closed at 5:00 p.m. on Wednesday, August 26, 2020. The Company has utilized the e-voting platform of CDSL. The remote e-voting module was blocked and disabled at 5:00 p.m. on August 26, 2020.

I request the members, who have cast their votes through remote e-voting, not to cast their votes again through e-voting during the AGM. The e-voting facility is available through the AGM proceedings through the same login.

The icon for e-voting is available on the screen, which will re-direct you on a separate window to the e-voting portal of CDSL. The e-voting facility has been activated since 10.00 a.m. IST and will be closed 15 minutes post conclusion of the AGM.

The resolutions prescribed in the Notice of AGM, both ordinary business and special business, shall be passed at this AGM through e-voting and the resolutions shall be declared passed after adding the votes cast by the members through remote e-voting.

Pursuant to provisions of section 109 of the Companies Act, 2013, Mr. Hitesh Buch, Practicing Company Secretary has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner and submit his report to the Chairman. Mr. Hitesh Buch is also appointed as the Scrutinizer for remote e-voting.

As per the Notice of the meeting, there are total 6 businesses to be transacted at this meeting—four Ordinary Businesses and two Special Businesses. The businesses to be transacted are:

1. Adoption of Standalone and Consolidated Financial Statements for the financial year ended on March 31, 2020;
2. Confirmation of interim dividend declared for the financial year 2019-2020 as the final dividend;
3. Re-appointment of Dr. Sharvil Patel, as a Director liable to retire by rotation;
4. To appoint M/s. Mukesh M. Shah & Co., Chartered Accountants, as Statutory Auditor of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting and to fix their remuneration;
5. To re-appoint Mr. Tarun G. Arora as a Chief Executive Officer and Whole Time Director.; and
6. Ratification of remuneration of Cost Auditors.

The Members who have exercised their voting rights through remote e-voting are once again requested not to cast their votes during this meeting. If any such member exercises his voting right through e-voting during this meeting, his e-voting will not be considered for counting the number of votes as his votes are already considered in remote e-voting.

Once a report of the Scrutinizer is received, the Chairman will declare the decision of the members on each business transacted by the members through e-voting during AGM, adding thereto the votes cast by the members through remote e-voting.

The results of the voting together with Scrutinizer's Report will be placed on the Company's website www.zyduwellness.com at the earliest but within the statutory time permitted under the Law.

The results of the voting will also be filed with the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

Members may visit the website of the Company or the website of Bombay Stock Exchange at www.bseindia.com or the website of the National Stock Exchange at www.nseindia.com.

I would now request the Chairman Sir to take the proceedings further.

Dr. Sharvil P. Patel – Chairman

Thank you Dhanraj.

I now invite the Members who have pre-registered to pose their questions, if any. I request you all not to repeat the same questions as raised by fellow members. We would make every efforts to answer all your queries, but if any questions remains unanswered, you may please send in your queries via email to the Company Secretary and we shall revert appropriately.

I would now request Dhanraj Dagar to call out the names of the speaker shareholders and would request to unmute the speaker and allow their video.

Dhanraj Dagar – Company Secretary

Thank you Sir, and now we invite the Question and Answer session form the shareholders, and I would request the moderator to mute or unmute to the particular shareholders who will be asking the questions. Once the shareholder is invited and is ready to ask the questions he will have to on his video and unmute himself.

Now I request moderator to unmute Mr. Dinesh Bhatia and ask his questions.

Mr. Dinesh Bhatia you are available in the Meeting and you are requested to please ask your questions.

Mr. Dinesh Bhatia – Shareholder

First of all I would like to congratulate to you and your team that during this tough situation also our Company has achieved good revenue, though inspite of the expenses incurred by the Company our EPS is reduced also due to the Capital but still a good revenue is achieved due to the efforts put in by the Directors and Marketing Team it and I would like to congratulate you and your team that during this COVID-19 situation also Company has declared dividend. Further, you Secretarial team members have done nice arrangement for conducting meeting through Video Conference and have also given a chance to speak at the AGM. Further I would like to ask you only one question this is the 26th AGM of the Company and last year Company have finished 25th AGM of the Company so for the completion of 25th year of the

Company the Company should celebrate the same as silver jubilee, as we will not benefit much as our holding is very small and your holding is 67% so you will benefit more if you celebrate and shareholders will also get the benefit of the same, I am also happy that the Mutual Funds and FII has increased in the shareholding of the Company which is a good sign that the investor has confidence in the Company. I also request you to please give a brief on the Heinz India business acquisition, and I support all your Resolutions. Thanking you.

Dhanraj Dagar – Company Secretary

Thank you Sir, for your words and I would now request our Chairman Dr. Sharvil Patel to answer the queries

Dr. Sharvil P. Patel

Thank you Dinesh bhai for your well wishes, I think it has been an important year for Zydus Wellness, the consolidation of our acquired business has gone very well the Heinz brand has done exceedingly well as per our expatiations and we are on track to deliver our growth on the acquired portfolio also and there is been good synergy between the acquired portfolio and our current brands and with regards to your suggestions on we all wish look at how do we better care our shareholders value and we will keep your points in minds whenever we are looking at doing something needful, I think overall it's been a tough year, but we have done well and we are happy that the team is working with due earnest and making efforts to grow the business in this difficult time and we look forward to your support in the future.

Dhanraj Dagar – Company Secretary

Thank you sir, so as there is no other questions from the shareholders of the Company, so I would request Chairman sir to take the proceedings further.

Dr. Sharvil P. Patel - Chariman

So, I thank all the members for the queries, suggestions and comments and now we can move forward with the next agenda.

Dhanraj Dagar – Company Secretary

Thank you sir, for providing the necessary replies to the queries raised by the members, now I request the Chairman to take the proceeding further with the concluding remarks.

Those members who have still not cast their votes may do so through the CDSL e-voting facility available in the same portal. The e-voting shall close in another 15 minutes.

Ladies and Gentleman, the Twenty Sixth Annual General Meeting is now concluded. I thank you all for being with us today. As informed in the beginning of the meeting, the combined voting results will be displayed on the Company's website and communicated to BSE Limited and the National Stock Exchange of India Limited. Please continue practicing social distancing and stay safe.

Thank you.

Dhanraj Dagar – Company Secretary

Thank you, sir we now conclude the meeting of the Company and thank you so much to all the shareholders and the stakeholders of the company. Thank you.