

February 1, 2021

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: **Outcome of Board Meeting**

Dear Sir,

The Board of Directors at their meeting held today i.e. February 1, 2021, based on the recommendations of Audit Committee, approved the unaudited financial results for the quarter / nine months ended on December 31, 2020.

In this regard, please find enclosed the following:

1. the unaudited financial results (standalone and consolidated) for the quarter / nine months ended on December 31, 2020, reviewed by the Audit Committee and taken on record by the Board of Directors pursuant to regulation 33 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ("the Listing Regulations").
 2. the Limited Review Reports of Mukesh M. Shah & Co., Chartered Accountants, the Statutory Auditors of the Company certifying the limited review of the unaudited financial results (standalone and consolidated) of the Company for the quarter / nine months ended on December 31, 2020 pursuant to regulation 33 of the Listing Regulations.
 3. Press release proposed to be published in the newspapers in the matter of unaudited financial results for the quarter / nine months ended on December 31, 2020.
- The Trading Window under SEBI Insider Trading Regulations, 2015 shall remain closed for trading till February 3, 2021 and shall reopen from February 4, 2021 for the Directors and Designated Persons.
 - The Board Meeting commenced at 10:52 a.m. and concluded at 12:50 p.m.



Please receive the information and disclosures in order.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**



**DHANRAJ P. DAGAR
COMPANY SECRETARY**



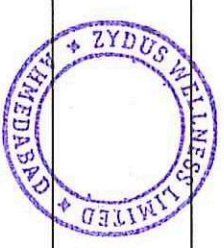
Encl.: As above

CONSOLIDATED					COMPANY						
Quarter Ended		Quarter Ended		Quarter Ended		Quarter Ended		Quarter Ended		Year Ended	
September 30, 2020		September 30, 2020		September 30, 2020		September 30, 2020		September 30, 2020		March 31, 2020	
[Unaudited]		[Unaudited]		[Unaudited]		[Unaudited]		[Unaudited]		[Audited]	
Particulars											
Sr. No.											
1											
a Revenue											
i Sales											
ii Other operating income											
b Other income											
c Total Revenue											
2											
a Cost of materials consumed											
b Purchases of stock-in-trade											
c Changes in inventories of finished goods, work-in-progress and stock-in-trade											
d Employee benefits expense											
e Finance costs											
f Depreciation and amortisation expense											
g Advertisement and promotion expenses											
h Other expenses											
Total expenses											
Profit/(Loss) before exceptional items and tax(1-2)											
3											
a Exceptional items											
b Profit/(Loss) before tax (3-4)											
4											
a Current tax											
b Deferred tax											
Total tax expenses											
Net Profit (5-6)											
7											
a Other Comprehensive Income (OCI)											
b Items that will not be reclassified to profit or loss (net of tax)											
c Items that will be reclassified to profit or loss (net of tax)											
Total Comprehensive Income (OCI)											
8											
a Total Comprehensive Income attributable to:											
b Owners of the company											
c Paid-up equity share capital (Face Value ₹ 10 each)											
d Reserve excluding Regulation Reserve											
e Debenture Redemption Reserve											
f Earnings per share (EPS)											
g [EPS for quarter and nine months ended is not annualized]											
h Debt Equity Ratio											
i Debt Service Coverage Ratio											
j Interest Service Coverage Ratio											

NOTES :

- The above financial results were reviewed by the Audit Committee and then approved by the Board of Directors at their meeting held on February 1, 2021. The Statutory auditors of the Company have expressed unmodified opinion on the aforesaid result.
- The Statutory Auditors of the Company have carried out a "Limited Review" of the above financial results pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- The Company operates in one segment, namely "Consumer Products".
- Due to seasonality of some of the Group's products, 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.
- The Company had issued and allotted 21,22,000 and 39,46,000 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.
- Exceptional items: a) The secured Non-Convertible debentures (NCDs) that were previously issued by the 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 items in the aforesaid results. b) In the process of integration and concluding the merger of the Heinz India Private Limited (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 nine months ended December 31, 2019, and year ended March 31, 2020.
- 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.
- Figures of previous reporting periods have been re-audited/reclassified wherever necessary to correspond with the figures of the current reporting period.

By Order of the Board,
For Zydus Wellness Limited,
Dr. Shari P. Patel
Chairman



Limited Review Report on Unaudited Quarterly Standalone Financial Results of Zydus Wellness Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

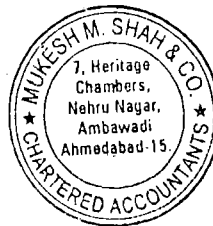
To,
The Board of Directors,
Zydus Wellness Limited
Ahmedabad

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of Zydus Wellness Limited ['the Company'], for the quarter and nine months ended on December 31, 2020 ['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, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016 as amended by SEBI Circular No. CIR/CFD/CMD1/44/2019 dated 29th March, 2019.
2. This statement, which is the responsibility of the Company's Management and approved by Company's the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard - 34, "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on this statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Ind-AS prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Ahmedabad

Date: February 1, 2021

UDIN: 21030190AAAAAH4489



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

Mukesh M. Shah
Partner

Membership No. 030190

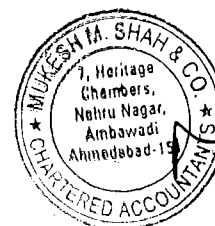
Limited Review Report on Unaudited Quarterly Consolidated Financial Results of Zydus Wellness Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
Zydus Wellness Limited
Ahmedabad

1. We have reviewed the accompanying statement of unaudited Consolidated financial results of Zydus Wellness Limited [‘the Parent’] and its subsidiaries [the Parent and its subsidiaries together referred to as ‘the Group’] for the quarter and nine months ended on December 31, 2020 [‘the Statement’] attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016 as amended by SEBI Circular No. CIR/CFD/CMD1/44/2019 dated 29th March, 2019.
2. This statement, which is the responsibility of the Parent’s Management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard - 34, “*Interim Financial Reporting*”, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on this statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*” issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the financial results of the following entities:
 - a) Parent Company
 - i) Zydus Wellness Limited
 - b) Subsidiary Companies
 - i) Zydus Wellness Products Limited
 - ii) Liva Nutritions Limited
 - iii) Liva Investments Limited
 - iv) Zydus Wellness International DMCC



5. Based on our review conducted and procedures performed as stated in Paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind-AS and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial information of a subsidiary included in the consolidated unaudited financial results; whose interim financial information reflect total revenues of ₹ 33,928 Lakhs and ₹ 1,18,376 Lakhs for the quarter and nine months ended December 31, 2020 respectively, total net loss after tax of ₹ 6,064 Lakhs and ₹ 13,470 Lakhs for the quarter and nine months ended December 31, 2020 respectively and total comprehensive loss of ₹ 6,045 Lakhs and ₹ 13,415 Lakhs for the quarter and nine months ended December 31, 2020 respectively, as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditors.

Our conclusion on the Statement is not modified in respect of these matters.

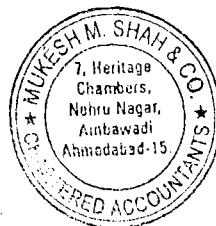
7. The consolidated financial results also include the financial information of three subsidiaries included in the consolidated unaudited financial results; whose interim financial information reflect total revenues of ₹ 1,143 Lakhs and ₹ 2,978 Lakhs for the quarter and nine months ended December 31, 2020 respectively, total net profit after tax of ₹ 25 Lakhs and ₹ 328 Lakhs for the quarter and nine months ended December 31, 2020 respectively and total comprehensive profit of ₹ 25 Lakhs and ₹ 328 Lakhs for the quarter and nine months ended December 31, 2020 respectively, as considered in the Statement. No limited review of these financial information has been carried out by the auditors of the respective subsidiaries; however, according to the information and explanations given to us by the Management, these interim financial information have been subjected to review by the management of the respective subsidiaries. This interim financial information is not material to the Group.

Our conclusion on the Statement is not modified in respect of our reliance on the interim financial information as certified by the management.

Place: Ahmedabad

Date: February 1, 2021

UDIN: 21030190AAAAAG8096



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

Mukesh M. Shah
Partner
Membership No. 030190

Zydus Wellness registers consolidated net sales of Rs. 3,764 million in Q3, up by 15.6%

Ahmedabad, February 1, 2021

Zydus Wellness Ltd., announced results for the third quarter ended 31st December 2020. The company reported 15.6% growth in consolidated net sales which stood at Rs.3764 million. The Company reported consolidated income from operations at Rs.3816 million, up by 14.7%. EBIDTA was up by 32.7% y-o-y to Rs.495 Million. In line with its strategic initiatives to pare down the debt, the Company during the quarter has fully redeemed Non-convertible debentures of Rs.15000 million. In the process of buying back its own Non-convertible debentures the Company has paid one-time debenture redemption premium Rs.1321 million out of which Rs.342 million is recorded as exceptional item in our financials for the current quarter. As a result of this exceptional item the Profit after Tax (PAT) stood at Rs.17 million for the quarter.

Five of the Company's brands Glucon-D, Sugar Free, EverYuth Scrub, Peel Off Face Mask and Nycil maintained their leadership positions in their respective categories.

Sugarfree witnessed a strong double digit growth. Innovative campaigns like #SugarFreeChef activation on Diwali and #21DayNoSugarChallenge were launched on digital media. Sugar Free also launched Sugar Free D'lite dark chocolates in domestic markets through e-commerce platform which was supported with a digital campaign and marketing initiatives across Ecommerce portals. A unique influencer led #SugarliteStringTest campaign was executed in digital during the festive season to build advocacy and adoption.

EverYuth Scrub is the leading brand with a market share of 34.8%. The quarter marked the launch of Aloevera Gel in this category. In the Prickly heat powder category Nycil leads with a market share of 35.7%, which is an increase of 213 basis points over the same period last year. Glucon-D has maintained its number one position with a market share of 58.3%. Glucon-C ImmunoFizz was launched in Dec'20 to tap market of "Immunity Booster" product in effervescent format.

In the Malted Food Drink category, Complian has a market share of 5.5%. The company's promotional campaign on Complian has focussed on the product's nutritional superiority through multiple media.

The demand for Nutralite has been steadily increasing and there has been sequential improvement across the portfolio including institutional business. Mayo portfolio, especially retail business, delivered good performance because of increased demand for the category Nutralite Choco Spread, continued to deliver steady business on E-Commerce and Modern Trade channels.
