

May 17, 2023

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 / Madam,

The Board of Directors at their meeting held today i.e. May 17, 2023, based on the recommendations of Audit Committee, approved the audited financial results for the quarter / year ended on March 31, 2023.

In this regard, please find enclosed the following:

1. the audited financial results (standalone and consolidated) for the quarter / year ended on March 31, 2023, reviewed by the Audit Committee and taken on record by the Board of Directors, today i.e. May 17, 2023 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, 2023 pursuant to regulation 33 of the Listing Regulations.

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, 2023 with an unmodified opinion.

3. The Trading Window under SEBI (Prohibition of Insider Trading) Regulations, 2015 shall remain closed until Sunday, May 21, 2023 and shall re-open for trading for all Directors and Designated Persons on and from Monday, May 22, 2023.

**Zydus Wellness Limited**

(a subsidiary of Zydus Lifesciences Limited)

**Regd. Office:** ‘Zydus Corporate Park’, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,  
S. G. Highway, Ahmedabad – 382481, India.

**Phone No.:** +91-79-71800000; **Website:** [www.zyduswellness.com](http://www.zyduswellness.com)

**CIN:** L15201GJ1994PLC023490

4. The Board of Directors at their meeting held today have recommended Final Dividend of ₹ 5.00/- (@ 50%) per equity share of ₹ 10/- each, subject to approval of the members at the ensuing Annual General Meeting scheduled to be held on August 3, 2023.
5. The financial results and audit reports will also be available on the website of the Company at [www.zyduswellness.com](http://www.zyduswellness.com).

The Board meeting commenced at 10:45 a.m. and concluded at 11:50 a.m.

Please find the same in order.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**

**NANDISH P. JOSHI**  
**COMPANY SECRETARY**

**Encl.:** As above

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**Statement of Financial Results for the Quarter and Year Ended March 31, 2023**

₹ in Lakhs					Sr. No.	Particulars	₹ in Lakhs				
CONSOLIDATED							STANDALONE				
Quarter Ended		Year Ended					Quarter Ended		Year Ended		
March 31, 2023	December 31, 2022	March 31, 2022	March 31, 2023	March 31, 2022			March 31, 2023	December 31, 2022	March 31, 2022	March 31, 2023	March 31, 2022
[Unaudited] Refer Note 5	[Unaudited]	[Unaudited] Refer Note 5	[Audited]	[Audited]	[Unaudited] Refer Note 5	[Unaudited]	[Unaudited] Refer Note 5	[Audited]	[Audited]		
70,990	41,296	63,519	2,24,261	1,98,846	1	<b>Income</b>					
308	262	459	1,218	2,064	a	Revenue from operations					
71,298	41,558	63,978	2,25,479	2,00,910	i.	Sales	4,988	5,523	5,396	21,829	
72	84	196	486	1,040	ii.	Other operating income	886	849	647	3,319	
71,370	41,642	64,174	2,25,965	2,01,950	b	<b>Total Revenue from operations</b>	5,874	6,372	6,043	25,148	
						Other Income	358	334	355	1,352	
						<b>Total Income</b>	6,232	6,706	6,398	26,500	
37,484	26,603	33,874	1,10,015	88,494	2	<b>Expenses</b>					
5,325	1,478	4,573	11,433	9,463	a	Cost of materials consumed	3,796	4,227	4,230	16,494	
(7,745)	(4,757)	(7,005)	(6,850)	80	b	Purchases of stock-in-trade	-	-	-	-	
4,349	3,509	4,007	16,730	16,356	c	Changes In Inventories of finished goods, work-in-progress and stock-in-trade	56	(138)	(45)	140	
516	384	598	1,608	2,551	d	Employee benefits expense	734	619	578	2,905	
667	588	608	2,502	2,362	e	Finance costs	13	55	49	114	
6,665	4,426	6,484	25,877	23,475	f	Depreciation and amortisation expense	100	74	77	352	
10,762	7,480	7,895	34,559	28,567	g	Advertisement and promotion expenses	-	-	442	-	
58,023	39,711	51,034	1,95,874	1,71,348	h	Other expenses	482	429	474	1,778	
13,347	1,931	13,140	30,091	30,602		<b>Total Expenses</b>	5,181	5,266	5,805	21,783	
714	-	-	1,005	-	3	<b>Profit before exceptional items and tax [1-2]</b>	1,051	1,440	593	4,717	
12,633	1,931	13,140	29,086	30,602	4	Exceptional items [Refer Note 4]	-	-	-	522	
(3)	-	-	(3)	-	5	<b>Profit before tax [3-4]</b>	1,051	1,440	593	4,717	
(1,897)	(25)	(190)	(1,948)	(285)	6	<b>Tax expense</b>					
(1,900)	(25)	(190)	(1,951)	(285)	a	Current tax	(3)	-	-	(3)	
14,533	1,956	13,330	31,037	30,887	b	Deferred tax	(1,812)	(63)	(748)	(1,922)	
44	(7)	276	(5)	(101)		<b>Total tax expenses</b>	(1,815)	(63)	(748)	(1,925)	
(16)	-	13	12	20	7	<b>Net Profit [5-6]</b>	2,866	1,503	1,341	6,642	
28	(7)	289	7	(81)	8	<b>Other Comprehensive Income [OCI]</b>					
14,561	1,949	13,619	31,044	30,806	a	Items that will not be reclassified to profit or loss [net of tax]	31	(8)	35	(50)	
14,561	1,949	13,619	31,044	30,806	b	Items that will be reclassified to profit or loss [net of tax]	-	-	-	-	
6,363	6,363	6,363	6,363	6,363		<b>Total Other Comprehensive Income [net of tax]</b>	31	(8)	35	(50)	
			5,05,902	4,78,040	9	<b>Total Comprehensive Income [7+8]</b>	2,897	1,495	1,376	6,592	
					10	<b>Total Comprehensive Income attributable to:</b>					
					a	Owners of the company	2,897	1,495	1,376	6,592	
					11	Paid-up equity share capital [Face Value ₹ 10 each]	6,363	6,363	6,363	6,363	
					12	Reserve excluding Revaluation Reserve				3,97,065	
					13	<b>Earnings per share [EPS]</b>					
						[EPS for quarter is not annualized]					
22.84	3.07	20.95	48.78	48.54	a	Basic (₹) - After exceptional items	4.50	2.36	2.11	10.44	
23.96	3.07	20.95	50.36	48.54	b	Basic (₹) - Before exceptional items	4.50	2.36	2.11	10.44	
22.84	3.07	20.95	48.78	48.54	c	Diluted (₹) - After exceptional items	4.50	2.36	2.11	10.44	
23.96	3.07	20.95	50.36	48.54	d	Diluted (₹) - Before exceptional items	4.50	2.36	2.11	10.44	

**Notes :**

- The above financial results were reviewed by the Audit Committee and then approved by the Board of Directors at their meeting held on May 17, 2023.
- The Company operates in one segment, namely "Consumer Products".
- Due to seasonality of some of the Company's products, Company'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.
- As a part of manufacturing and supply chain network optimisation and to make manufacturing operations leaner and agile to the consumer needs, the Company (and its subsidiaries) had conducted a strategic review of its manufacturing footprint. In view of the same, the Board of Directors of Zydus Wellness Product Limited, a wholly owned subsidiary Company, at their meeting held on June 17, 2022, passed a resolution to cease the operations of Sitarganj manufacturing facility. The expenses incurred so far in connection with the cessation of Sitarganj facility have been classified as Exceptional Items in the above results.
- The figures of the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures 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.
- The Board of Directors, at its meeting held on May 17, 2023 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.
- During the year ended March 31, 2023, Zydus Wellness Products Limited, a wholly owned subsidiary Company, has decided to sell assets at Rabale location in Mumbai. The sale transaction is estimated to be completed within a period of one year. In accordance with Ind AS 105 "Non-Current Assets held for Sale and Discontinued Operations", such assets are classified as "Assets held for sale" from Property, plant and equipment and disclosed separately at the lower of its carrying amount and fair value less cost to sell.
- Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Audited Statement of Assets & Liabilities						
₹ in Lakhs		Particulars	₹ in Lakhs			
Consolidated			STANDALONE			
As at			As at			
March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022		
[Audited]		[Audited]				
		<b>ASSETS:</b>				
		<b>Non-current assets:</b>				
		Property, plant and equipment	3,164	2,200		
27,036	24,447	Capital work-in-progress	47	177		
1,296	1,192	Goodwill	2,282	2,282		
3,92,002	3,92,002	Other Intangible assets	11	18		
54,200	54,545	Financial assets:				
-	-	Investments	3,67,125	3,67,125		
202	-	Loans	11,700	21,690		
429	426	Other financial assets	48	48		
14,927	12,981	Deferred tax asset [net]	4,686	2,746		
1,681	1,701	Other non-current assets	76	72		
684	554	Assets for tax [net]	539	514		
4,92,457	4,87,848	<b>Total Non-Current Assets</b>	<b>3,89,678</b>	<b>3,96,872</b>		
		<b>Current assets:</b>				
45,745	36,164	Inventories	900	905		
		Financial assets:				
6,997	2,702	Investment	2,686	1,202		
20,781	14,232	Trade receivables	291	1,102		
3,704	11,538	Cash and cash equivalents	1,487	310		
114	5,442	Bank balance other than cash and cash equivalents	48	5,425		
39	-	Loans	8,670	-		
2,488	2,101	Other current financial assets	682	734		
10,914	9,191	Other current assets	2,241	2,500		
90,782	81,370	<b>Total Current Assets</b>	<b>17,005</b>	<b>12,178</b>		
66	-	Asset classified as held for sale	-	-		
5,83,305	5,69,218	<b>Total Assets</b>	<b>4,06,683</b>	<b>4,09,050</b>		
		<b>EQUITY AND LIABILITIES:</b>				
		<b>EQUITY:</b>				
6,363	6,363	Equity share capital	6,363	6,363		
5,05,902	4,78,040	Other equity	3,97,065	3,93,655		
5,12,265	4,84,403	<b>Total Equity</b>	<b>4,03,428</b>	<b>4,00,018</b>		
		<b>LIABILITIES:</b>				
		<b>Non-current liabilities:</b>				
		Financial liabilities:				
-	6,250	Borrowings	-	-		
346	471	Lease liabilities	12	31		
127	101	Other financial liabilities	108	87		
1,327	1,281	Provisions	283	171		
-	31	Other non-current liabilities	-	-		
1,800	8,134	<b>Total Non-Current Liabilities</b>	<b>403</b>	<b>289</b>		
		<b>Current liabilities:</b>				
		Financial liabilities:				
29,250	31,900	Borrowings	-	4,600		
125	113	Lease liabilities	19	17		
		Trade payables				
1,678	1,711	Due to micro and small enterprises	85	26		
29,652	34,717	Due to other than micro and small enterprises	1,933	3,090		
1,905	2,609	Other financial liabilities	472	594		
3,861	3,446	Other current liabilities	230	352		
2,769	2,185	Provisions	113	64		
69,240	76,681	<b>Total Current Liabilities</b>	<b>2,852</b>	<b>8,743</b>		
5,83,305	5,69,218	<b>Total Equity &amp; Liabilities</b>	<b>4,06,683</b>	<b>4,09,050</b>		

		<b>Audited Statement of Cash Flows</b>			
₹ in Lakhs		Particulars	₹ in Lakhs		
CONSOLIDATED			STANDALONE		
Year Ended			Year Ended		
March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022	
[Audited]		[Audited]			
29,086	30,602	<b>A. Cash flow from operating activities:</b>	4,717	522	
		<b>Profit before tax</b>			
		Adjustments for:			
2,502	2,362	Depreciation and amortisation expense	352	284	
14	3	Net loss on disposal of Property, Plant and Equipment	6	1	
(144)	-	Net gain on sale of Investments	(32)	-	
(11)	(111)	Gain on Investments mandatorily measured at fair value through statement of profit and loss	(6)	(1)	
-	123	Expected credit loss on trade receivables [net]	-	5	
(322)	(929)	Interest income	(1,314)	(1,539)	
1,608	2,551	Interest expense, bank commission and charges	114	202	
-	-	Effect of foreign exchange movement in loans	(15)	(4)	
(69)	(69)	Amortisation of deferred revenue on Government grants	-	-	
491	73	Provisions for probable product expiry claims and return of goods	(8)	(8)	
136	123	Provision for employee benefits	101	(65)	
33,291	34,728	Operating profit/ [loss] before working capital changes	3,915	(603)	
		Adjustments for:			
(9,581)	308	Decrease/ [Increase] in Inventories	5	613	
(6,500)	(5,283)	Decrease/ [Increase] in trade receivables	664	(952)	
(2,381)	1,815	Decrease/ [Increase] in other assets	266	(276)	
(5,302)	(6,993)	Decrease in trade payables	(1,105)	(369)	
(228)	(479)	Increase/ [Decrease] in other liabilities	(56)	233	
9,299	24,096	Cash generated from/ [used in] operations	3,689	(1,354)	
(128)	(411)	Direct taxes paid [net of refunds]	(22)	(273)	
9,171	23,685	<b>Net cash from/ [used in] operating activities</b>	3,667	(1,627)	
		<b>B. Cash flows from investing activities:</b>			
(4,496)	(7,544)	Purchase of property, plant and equipment and other intangibles assets	(1,211)	(446)	
63	71	Proceeds from sale of Property, plant and equipment	22	9	
-	-	Repayment of loan by subsidiaries	9,800	5,012	
-	-	Loan given to subsidiaries	(8,465)	(2,298)	
(241)	-	Loans given to other than related party	-	-	
8	540	Net proceeds from non-current fixed deposit	-	-	
(4,140)	(2,591)	Investment in mutual fund [net]	(1,446)	(1,201)	
322	929	Interest received	1,366	1,655	
(8,484)	(8,595)	<b>Net cash from/ [used in] investing activities</b>	66	2,731	
		<b>C. Cash flows from financing activities:</b>			
(25,000)	(18,750)	Repayment of non-current borrowings	-	-	
16,100	1,925	Current Borrowings [net - (repayment) / taken]	(4,600)	(375)	
(168)	(120)	Repayment of lease liabilities	(21)	(23)	
(1,592)	(3,249)	Interest paid	(123)	(183)	
(3,189)	(3,188)	Dividend paid	(3,189)	(3,188)	
(13,849)	(23,362)	<b>Net cash used in financing activities</b>	(7,933)	(3,769)	
(13,162)	(8,292)	<b>Net decrease in cash and cash equivalents</b>	(4,200)	(2,665)	
16,980	25,272	<b>Cash and cash equivalents at the beginning of the year *</b>	5,735	8,400	
3,818	16,980	<b>Cash and cash equivalents at the end of the year *</b>	1,535	5,735	

\* Cash and cash equivalents includes cash and cash equivalents and Bank balance other than cash and cash equivalents.

By Order of the Board,  
For Zydus Wellness Limited,



Dr. Sharvil P. Patel  
Chairman

Place: Ahmedabad  
Date: May 17, 2023

**Independent Auditors' Report on the Audited Annual Standalone Financial Results and review of quarterly financial results**

To,  
The Board of Directors,  
Zydus Wellness Limited

We have audited the standalone financial results of Zydus Wellness Limited ['the Company'], for the year ended on March 31, 2023 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, 2023", being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("the Listing Regulations").

**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, 2023:

- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; 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 profit, other comprehensive income and other financial information of the Company for the year ended March 31, 2023.

**Conclusion on Unaudited Standalone Financial results for the Quarter ended March 31, 2023**

With respect to the Standalone Financial results for the quarter ended March 31, 2023, 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, 2023, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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, 2023**

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, 2023 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, 2023, that give a true and fair view of the net profit, other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ("Ind AS") 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, 2023

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended March 31, 2023 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, 2023**

We conducted our review of the Standalone Financial results for the Quarter ended March 31, 2023 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, 2023, 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.

Place: Ahmedabad

Date: May 17, 2023

UDIN: 23030190BG4YFL9913



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

Mukesh M. Shah  
Partner  
Membership No. 030190

**Independent Auditors' Report on Audit of Annual Consolidated Financial Results and review of quarterly Consolidated financial results**

To,  
The Board of Directors,  
Zydus Wellness Limited

We have audited the accompanying statement of Consolidated financial results for the year ended March 31, 2023 and reviewed the Consolidated financial results for the quarter ended March 31, 2023, both included in the accompanying Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2023 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, 2023 [“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 (“the Listing Regulations”).

**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, 2023:

- i. includes the financial results of 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
    - v. Zydus Wellness (BD) Pvt Limited
- ii. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- iii. gives 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, 2023.

**Conclusion on Unaudited Consolidated Financial results for the Quarter ended March 31, 2023**

With respect to the Consolidated Financial results for the quarter ended March 31, 2023, 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, 2023 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, 2023, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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, 2023**

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, 2023 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, 2023 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, 2023 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 (“Ind AS”), 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 is 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, 2023**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended March 31, 2023 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.
- Obtain sufficient appropriate audit evidence regarding the Financial Information of the entities within the Group, to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Annual Consolidated Financial Results of which we are the independent auditors. For the entities included in the Annual Consolidated Financial Results, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



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, 2023**

We conducted our review of the Consolidated Financial results for the Quarter ended March 31, 2023 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 5 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 ₹ 3,96,101 Lakhs as at March 31, 2023, total revenues of ₹ 2,28,216 Lakhs, total net loss after tax of ₹ 9,244 Lakhs, total comprehensive income of ₹ (9,199) Lakhs and net cash outflows amounting to ₹ 8,962 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.



# MUKESH M. SHAH & CO.

CHARTERED ACCOUNTANTS

- The Consolidated financial results include the results for the quarter ended March 31, 2023 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 17, 2023

UDIN: 23030190BGYYFK6505



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

Mukesh M. Shah  
Partner  
Membership No. 030190