

November 13, 2019

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: **Unaudited Financial Results for the quarter / half year ended on September 30, 2019**

Dear Sir,

Please find attached herewith the unaudited financial results for the quarter / half year ended on September 30, 2019, reviewed by the Audit Committee and taken on record by the Board of Directors today i.e. November 13, 2019 pursuant to Regulation No. 33[2][a] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

Please receive the same in order.

Thanking you,

Yours faithfully,
For, **ZYDUS WELLNESS LIMITED**



DHANRAJ P. DAGAR
COMPANY SECRETARY



Encl.: As above

Statement of Unaudited Results for the Period Three and Six Months Ended September 30, 2019

		Rupees in Lakhs				Rupees in Lakhs			
		CONSOLIDATED		COMPANY		CONSOLIDATED		COMPANY	
Sr. No.	Particulars	Three months ended		Six months ended		Three months ended		Six months ended	
		September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
		[Unaudited]	[Unaudited]	[Unaudited]	[Unaudited]	[Unaudited]	[Unaudited]	[Unaudited]	[Audited]
1	Revenue								
a	Revenue from operations	32,602	13,821	94,628	28,126	3,692	7,900	13,920	25,461
b	Other income	395	1,020	698	1,997	2,605	1,003	1,988	6,055
	Total Revenue	32,998	14,841	95,326	30,123	6,297	8,903	15,908	31,516
2	Expenses								
a	Cost of materials consumed	10,819	4,455	23,545	8,522	2,192	2,394	4,610	4,466
b	Purchases of stock-in-trade	559	26	3,908	31	23	26	38	27
c	Changes in inventories of finished goods, work-in-progress and stock-in-trade	2,945	(186)	11,965	(107)	(38)	95	(269)	122
d	Employee benefits expense	4,259	1,762	8,589	3,343	966	775	1,825	1,539
e	Finance costs	3,511	46	6,995	88	3,561	45	7,119	85
f	Depreciation and amortisation expense	382	209	1,417	413	63	66	129	130
g	Advertisement & promotion expenses	6,007	9,719	15,725	5,781	343	72	452	809
h	Other expenses	6,174	10,480	15,654	4,495	1,073	1,027	2,169	4,195
i	Total expenses	34,456	10,224	89,800	22,556	7,890	4,400	16,073	21,800
3	Profit / (Loss) before tax (1-2)	(1,458)	4,617	6,526	7,567	(1,266)	4,103	(3,152)	9,716
4	Tax expense	-	-	-	-	-	-	-	-
a	Current tax	-	893	-	1,596	-	-	-	94
b	Deferred tax	(256)	(56)	(492)	(890)	(18)	(7)	(28)	(8)
c	Total tax expenses	(256)	(56)	(492)	(890)	(18)	(7)	(28)	(8)
5	Net Profit before Non-Controlling Interests (3-4)	(1,202)	8,040	6,838	6,851	(1,248)	4,110	(3,124)	9,530
6	Non-controlling Interests	-	75	-	137	-	-	-	-
7	Net Profit after tax and Non-Controlling Interests (5-6)	(1,202)	8,040	6,838	6,714	(1,248)	4,110	(3,124)	9,530
8	Other Comprehensive Income (OCI)								
a	Items that will not be reclassified to profit or loss (net of tax)	19	(5)	14	(23)	(22)	5	(32)	43
b	Other Comprehensive Income (OCI)	(1,483)	4,190	6,852	6,828	(1,270)	4,115	(3,155)	9,573
9	Total Comprehensive Income (5+8)	(1,483)	12,230	13,690	13,542	(2,518)	8,225	(6,279)	19,103
10	Total Comprehensive Income attributable to:								
a	Owners of the company	8,035	4,115	6,852	6,691	(1,270)	4,115	(3,155)	9,573
b	Non-Controlling Interests	-	75	-	137	-	-	-	-
11	Pay-up Equity share capital (Face Value Rs. 10 /-)	5,766	3,907	5,766	3,907	5,766	3,907	5,766	5,766
12	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year (i.e. Other Equity)	-	-	-	-	-	-	-	-
13	Debiture Redemption Reserve	-	-	-	-	-	-	-	-
14	Earnings per share [not annualised]								
a	Basic (Rs.)	(2.09)	10.60	11.86	17.18	(2.16)	10.52	(5.42)	22.83
b	Diluted (Rs.)	(2.09)	10.60	11.86	17.18	(2.16)	10.52	(5.42)	22.83
15	Debt Equity Ratio	-	-	-	-	-	-	-	-
16	Debt Service Coverage Ratio	-	-	-	-	-	-	-	-
17	Interest Service Coverage Ratio	-	-	-	-	-	-	-	-

Notes:

- [1] The above results for the period three and six months ended September 30, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on November 13, 2019.
- [2] The Statutory Auditors of the Company have carried out a "Limited Review" of the above consolidated financial results pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- [3] The above results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- [4] The Company operates in one segment, namely "Consumer Products".
- [5] Pursuant to the definitive agreements entered into by the Company on October 24, 2018 to acquire Hertz India Private Limited (HPL), the Company along with its wholly-owned entity, M/s. Zyudus Wellness - Sikim (a partnership firm) had completed the acquisition of HPL on January 30, 2019. The consolidated financial results for the period three and six months ended September 30, 2019 include the operations of Hertz India Private Limited which got merged into Zyudus Wellness Products Limited [Formerly known as "Zyudus Nutrition Limited"]. Hence, the financial results for the period three and six months ended September 30, 2019 are not comparable with those of the previous periods.
- [6] M/s. Zyudus Wellness - Sikim, was converted into a Company, namely Zyudus Wellness Products Limited, formerly known as Zyudus Nutrition Limited (ZNL), w.e.f. February 28, 2019, pursuant to which, it became a subsidiary of the Company.
- [7] Pursuant to the Scheme of Amalgamation between two subsidiaries of the company viz. ZNL and HPL, which was sanctioned by the Ahmedabad Bench of Hon'ble National Company Law Tribunal (NCLT) vide its order dated May 10, 2019 and effective date being May 24, 2019, HPL has been merged with ZNL, w.e.f. the appointed date of March 1, 2019.
- [8] The Group has adopted Ind AS 116 "Leases" effective April 01, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019, using modified retrospective method. The adoption of this standard did not have any material impact on the financial results of the Company.
- [9] The Company had issued Secured Redeemable Non Convertible Debentures (NCDs) of INR 150,000 Lakh, which are repayable in three equal yearly instalments starting from January 15, 2022. These NCDs have been secured by way of charge on specific brands. The asset cover of the said NCDs as on September 30, 2019 exceeds hundred percent of the principal amount of the NCDs. The Company obtained long term credit rating for issuance of NCDs and was assigned credit ratings of "CRISIL AA+/Stable" from CRISIL Limited and "CARE AA+/Stable" from CARE Rating Limited. There is no change in the ratings of the NCDs by any of the rating agencies during the period three and six months ended September 30, 2019.
- [10] Due to seasonality of some of the Group's products, Group's Revenue 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.
- [11] Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Rupees in Lakhs		Rupees in Lakhs	
CONSOLIDATED		COMPANY	
As at		As at	
September 30, 2019	March 31, 2019	September 30, 2019	March 31, 2019
[Unaudited]	[Audited]	[Unaudited]	[Audited]
19,554	20,742	1,376	1,439
1,832	1,031	487	113
3,81,974	3,81,974	2,282	2,282
53,955	54,026	1	3
-	-	3,57,725	3,68,952
4,137	4,099	1,12,048	1,12,048
386	529	216	213
10,582	10,299	6	-
3,430	3,289	456	518
4,75,916	4,76,053	4,74,601	4,85,569
11,605	23,307	801	568
7,069	4,610	-	629
7,484	9,504	65	1
9,440	13,815	901	2,691
7,748	2,974	2,227	3,114
46	15,570	1,461	1,238
9,413	69,799	7,744	9,647
52,227	54,952	4,82,345	4,95,416
5,28,643	5,45,852		
5,766	5,766	5,766	5,766
3,26,243	3,27,862	3,20,136	3,26,799
3,22,007	3,26,658	3,25,892	3,32,924
1,50,000	1,50,000	1,50,000	1,50,000
60	63	54	57
2,146	2,283	60	27
222	252	-	-
3,12,428	3,15,298	3,150,114	3,150,106
754	6,325	479	6,650
401	969	1	12
25,611	38,820	2,330	2,456
3,767	3,860	3,107	3,200
2,982	3,507	338	440
444	229	84	28
249	276	-	-
34,208	54,656	6,339	12,785
5,28,643	5,45,852	4,82,345	4,95,416

Rupees in Lakhs		Rupees in Lakhs	
CONSOLIDATED		COMPANY	
Six months ended	Six months ended	Six months ended	Six months ended
September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
6,526	7,557	(3,152)	6,658
1,417	413	129	130
(361)	(653)	-	(766)
(295)	(1,267)	(5,266)	(1,238)
(27)	(77)	-	35
6,996	88	7,119	85
79	126	89	67
14,335	6,187	(1,083)	4,972
3,028	(130)	569	(98)
6,270	(1,797)	269	(300)
11,602	(85)	(233)	65
(1,562)	(237)	(231)	(64)
(13,986)	593	(112)	878
19,877	4,531	(819)	5,453
(439)	(1,713)	62	(147)
19,738	2,818	(757)	5,306
(856)	(243)	(441)	(92)
(47)	-	11,227	-
-	653	-	766
(2,024)	(5,454)	-	(6,644)
(5,134)	5,164	(82)	5,174
295	1,267	5,633	1,238
(7,766)	1,387	16,337	(1,558)
(6,171)	-	(6,171)	-
(6,996)	(88)	(7,119)	(85)
(3,480)	(3,761)	(3,480)	(3,761)
(6,675)	(3,893)	(3,670)	(3,893)
2,639	2,852	(1,490)	1,323
9,148	3,115	5,691	1,225

By order of the Board,
For Zydus Wellness Limited,


Dr. Jha P. Patel
Chairman

Place: Ahmedabad
Date: November 13, 2019

November 13, 2019

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: **Limited Review Report on the unaudited Financial Results for the quarter/half year ended on September 30, 2019**

Dear Sir,

Please find attached herewith the limited review report on the unaudited financial results for the quarter / half year ended on September 30, 2019, by Dhirubhai Shah & Co. LLP, the Statutory Auditors, reviewed by the Audit Committee and taken on record by the Board of Directors today i.e. November 13, 2019 pursuant to regulation 33[2][a] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

Please receive the same in order and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For, ZYDUS WELLNESS LIMITED



DHANRAJ P. DAGAR
COMPANY SECRETARY



Encl.: As above



Independent Auditor's Review Report on interim unaudited standalone financial results of Zydus Wellness Limited for the period three and six months ended September 30, 2019, pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
The Board of Directors of Zydus Wellness Limited

We have reviewed the accompanying statement of interim unaudited standalone financial results of Zydus Wellness Limited ('the Company') for the **period three and six months** ended on September 30, 2019, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company in their meeting held on November 13, 2019. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review 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 Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial 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 provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition & measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Place: Ahmedabad
Date: November 13, 2019
UDIN:
19014427 AAABRB8358

For, Dhirubhai Shah & Co LLP
Chartered Accountants
Firm Registration No. 102511W/W100298

Harish B Patel
Partner
M. No. 014427



Independent Auditor's Review Report on interim unaudited consolidated financial results of Zydus Wellness Limited for the three and six months ended September 30, 2019, pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
The Board of Directors of Zydus Wellness Limited

We have reviewed the accompanying statement of interim 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 three and six months ended on September 30, 2019, attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, as amended.

The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 is the responsibility of the Parent's management and has been approved by the Parent's Board of Directors in their meeting held on November 13, 2019. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review 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 Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial 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 provide 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 Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

The Statement includes the financial results of following subsidiaries:

- Zydus Wellness Products Limited
- Liva Nutritions Limited
- Liva Investment Limited
- Zydus Wellness International DMCC

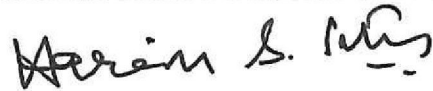


Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition & measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, Dhirubhai Shah & Co LLP

Chartered Accountants

Firm Registration No. 102511W/W100298



Harish B Patel

Partner

M. No. 014427

Place: Ahmedabad

Date: November 13, 2019

UDIN:

19014427AAABRC1066



November 13, 2019

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: Press Release

Dear Sir,

We are forwarding herewith a copy of press release proposed to be published in the newspapers in the matter of unaudited financial results for the quarter/half year ended on September 30, 2019 the same may please receive in order.

Thanking you,

Yours faithfully,
For, **ZYDUS WELLNESS LIMITED**



DHANRAJ P. DAGAR
COMPANY SECRETARY



Encl.: As above

Zydus Wellness Ltd., posts Total Income from operations of Rs. 326 crores in Q2, up by 135.9% y-o-y

Ahmedabad, November 13, 2019

For the second quarter ending September 30, 2019, Zydus Wellness Ltd., reported Total Income from operations of Rs. 326 crores up by 135.9% y-o-y. During the quarter gone by, key brands namely, Sugar Free, Everyuth Scrub and Everyuth Peel Off, Glucon D and Nycil continued to hold strong positions in their respective categories. The financial results of the quarter include the results of Heinz India business acquired in January 2019.

As per MAT September 2019 report of Nielsen, the iconic brands Sugar Free, EverYuth Scrub, EverYuth Peel Off, Nycil and Glucon D maintained their number one position in the market. Sugar Free with a market share of 94.6% leads in the sugar substitute market, EverYuth Scrub with a market share of 32.6% and EverYuth Peel Off Mask with a market share of 82.1% were the category leaders. Nycil and Glucon D continued to lead with 34.2% and 59.3% market share, respectively.

The company continued to grow the categories and increase market share of its brands with new offerings and expanding its reach through e-commerce channels and building brand advocacy, during the quarter.

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