



No.CTL/DEB/19-20/Noting Certificate/3547

May 29, 2019

To Whomsoever It May Concern,

CERTIFICATE FOR RECEIPT AND NOTING OF INFORMATION

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Catalyst Trusteeship Limited ("Debenture Trustee") hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Regulations"), provided to us by Zydus Wellness Limited ("the Company") for the Half year ended March 31, 2019.

This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For Catalyst Trusteeship Limited

Authorised Signatory

Encl: Results submitted by Company





May 29, 2019

Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Code: ZYDUSWELL

Sub: Information pursuant to Regulation 52(5) of SEBI (LODR) Regulations, 2015 for half year ended on March 31, 2019.

Dear Madam / Sir,

I, the undersigned on behalf of Zydus Wellness Limited do herby submit you the following:

Sr. No.	Particulars / Information	Submission
1.	Audited financial results for the half year ended as on March 31, 2019 signed by Statutory Auditor.	The duly signed Audited financial results for the half year ended as on March 31, 2019 are enclosed herewith.
2.	Credit rating and change in credit rating (if any);	The Company obtained long term credit rating for issuance of NCDs and was assigned credit ratings of "CRISIL AA+/Stable and CRISIL AA+/Stable. There is no change in the ratings of the NCDs by any of the rating agencies during the year.
3.	Asset cover available, in case of non-convertible debt securities.	Debentures are fully secured by way of charge on acquired brands.
4.	Debt-equity ratio;	0.46
5.	Previous due date for the payment of interest / dividend for non-convertible redeemable preference shares / repayment of principal of non-convertible preference shares / non-convertible debt securities and whether the same has been paid or not; in the format Annexure A.	
6.	Next due date for the payment of interest / dividend of non-convertible preference shares / principal along with the amount of interest / dividend of non-convertible preference shares payable and the redemption amount; in the format Annexure B.	Dividend is July 16, 2019.





•		
7.	Debt service coverage ratio (not applicable for NBFC);	6.67
8.	Interest service coverage ratio (not applicable for NBFC);	6.67
9.	Details of Debenture redemption reserve in the format ANNEXURE – C	Attached
10.	Net worth;	INR 3,38,628 Lakhs
11.	Net Profit After Tax;	INR 16,916 Lakhs
12.	Earnings per Share.	Rs. 40.10
13.	Copy of the statement, If any field with the stock Exchange, as per Regulation 52(7)indicating material deviation, if any, in the use of proceeds of issue of NCDs from the object stated in the offer document.	enclosed herewith.

For, ZYDUS WELLNESS LIMITED

DHANRAJ P. DAGAR COMPANY SECRETARY

Encl: As above



ANNEXURE B

Details of redemption & interest due in the next half-year i.e. 01-Apr-2019 to 30-Sep-2019

Consent Letter /Tranche	Series /Tranche	ISIN	Type (Principal / Interest)	Due date of payment	Amount (Rs.)
Tranche 1	Tranche 1	INE768C07017	Interest	July 16, 2019	22,78,73,973/-
Tranche 2	Tranche 2	INE768C07025	Interest	July 16, 2019	22,78,73,973/-
Tranche 3	Tranche 3	INE768C07033	Interest	July 16, 2019	22,78,73,973/-

ANNEXURE C

Details of Debenture Redemption Reserve (If applicable):

Series	Amount of	DRR required	DRR created upto	Funds invested for
/Tranche	Issue Rs. (In Cr.)	to be created	31-Mar-2019	debentures
		Rs. (In Cr.)	Rs. (In Cr.)	maturing during
- 1480g 2				the year
Tranche 1	500.00	125	125	Nil
Tranche 2	500.00	125	125	Nil
Tranche 3	500.00	125	125	Nil



	Zydus					Registre	ed Offici	Zydus Weliness Limited Zydus Weliness Limited Janchinagar Highway, Ahmedabad 380 015 Janchinagar Highway, Ahmedabad 380 015	380 015.				
Company Comp						ā	0. (+91	6///2888 F3X NO. : (+51-/9) 6///2811 medsute: www.3yousweiness.m, CN NO. LISZOIGU1994-CC	K 399V)				
Part			Burnase in Laki	*			1	Statement of Augusta Results for the Quarter and Year Charles 31/03/2019			Dispersion in 1 whose	***************************************	1
Processor Common princip Common pr			CONSOLIDATE	9							COMPANY		
		,	Corresponding 3	ear to deta pures for the		ž.	P 	Particulars			Corresponding 3	Year to data figures for the	
	anded 31/03/2019	months ended 31/12/2018	31/03/2018 in the previous year		for the previous year ended 31/03/2018				3 Months anded 31/03/2019	Preceding 3 months ended 31/12/2018			or st
1,152 11,15 14,22 12,15 2,1	Auditad	[Unaudited]	Audited		[Audited]	-			[Audibad]	[Unaudited]	[Audited]	[Aucited]	L
1,5500 1,1110 1,270 1,550 1 1,1110 1,270 1,1110 1,270 1,1110 1	41,612	14,541	13,167	84,282	52,114	-	5 79	NUME E from operations	3,411	8,138	6,908	25,461	
	849	1,042	945	3,388	3,506	•	0	come	3,053	1,029	810	6,055	
4,466 4,466 23,343 16,011 2 Companion of minorise of m	42,464	15,583	14,112	94,170	55,620		٠ ج	Revenue	6,469	9,159	7,718	31,516	
Part	.	À		\$ 5		~			;		,	, 	
114 (8) (2.43) (1) Column of manual grounds, marks in programs and stack in-traces:	200	* 8	. (1 000	010,01		9 (se of shark-la-hade	47	7.	2027	, ,	
Comparison 1,455 1,456 1,457 1,450	(2.435)	114	(85)	(2.438)	61 ;		0 :	s in inventories of finished goods, work-in-progress and stock-in-trace		S	£ (£	8 1	
1.155 1.455 1.456 1.46 1.46 1.46 1.47	•	0	. ,	. :	852		e C	buty on sales	8	0 (•	
1,100 1,10	ž.	1,758	1,435	\$2.560	5,664		œ œ	te benefits expense	67 8	874	æ	3,091	
1,121 1,121 1,221 1,222 1,122	2,003	\$	₺	3,000	170		- -	coats	2,866	4	ර්	2,993	
1,550 1,520 1,124 7,999 1 Americannel spromiss organics 1,120	628	210	215	1,251	887		6	ation and amortisation expense		63	z z	261	
	£	2,755	2,083	15,176	8,983		<u>→</u>	ement & promotion expenses	219	603	108	1691	
1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,	7,169	1,610	1,927	13,274	7,999	-	-	xpenses	1,137	1,007	879	4,196	
1,455 4,00 17,645 14,97 3 Profit (Lange) Indexe last (1-2) Profit (Lange) Indexe last (1-2) Profit (Lange) Indexed (1-2) Profit (Lange) I	37,516	11,025	10,082	71,107	40,645		<u>ب</u>	p.perses	7,450	5,119	3,957	21,800	
993 883 3,169 3,071 a Correct tox 200 201	4,948	4,558	4,020	17,063	14,975	ω ω	7 7	(Lame) before tax (1-2)	(288)		3,761	9,716	
1, 1477 1,695 1,1213 1	520	993	835	3,109	3,071		<u>د</u>		14	8	132	r	
1 1515 1319 1611 1315 131	(1,803)	(477)	(496)	(3,170)	(1,748)		9	S S S S S S S S S S S S S S S S S S S	14	-	14	(8)	
1,002 1,61 17,14 13,652 5 Point Reference (C-1) 13,951 1,000	(1,283)	516	339	(61)	1,323		°	TalX expenses	28	18	133	86	
1996 3,625 14,914 13,919 5 Mad Province start tax and floor Controlling Intersects (5-6) 1,009 3,099 3,529	6,231	4,042	3,691	17,124	13,652	5 1	*	ofit before Non -Controlling Interests (3-4)	(1,009)		3,628	9,630	
1,999 3,625 18,914 13,91 7 Check Priorite after Lax and Rion - Controlling Intraventas (5-6) Check Priorite (OCT) Check P	0	73	8	210	261	•	7	tholling interests .	0		٥	. 0	
Column Comprehensive Income (OCI) Column	6,231	3,969	3,625	16,914	13,391	7	7	ofit after tax and Mon -Controlling Interests (5-6)	(1,009)	3,959	3,628	9,630	
C23) C30 C3 C30 C3 C30 C3 C30						00	0	Comprehensive Income (OCI)	***************************************				
C23) C50 2		(2)	. (36)	. 2	ıı	****	•	nat will not be reclassified to profit or loss (net of tax)	\$	(13)	(39)	t	
4,019 3,655 17,128 13,663 9 Total Comprehensive Incomes (3-8)		(23)	36	2	11		2 6	an marue inclasses au Jevan vi nas (inclivi van) omonéhosche income (ICI)	**	(4)	200	200	
10. Total Comprehensive Income attributable by: 1946 13,989 14,914 13,402 0 Owners of the Company 1957 66 210 261 0 Non-Controlling Interests 1958 13,946 13,907 11 Padro qualify share excluding Reserve as per balance sheet of previous accounting year (i.e. Other Equity) 1958 14,914 13,402 12 Reserve excluding Reserve as per balance sheet of previous accounting year (i.e. Other Equity) 1958 14,914 13,402 13 Deberture Redemption Reserve 1958 14,914 14,915 14 Examings per share 1958 14,914 14,915 14,915 14,916 15 Debet Equity Reserve Scientific Coverage Restormance Sheet of previous accounting year (i.e. Other Equity) 1958 14,914 15 Debet Equity Restormance Sheet of previous accounting year (i.e. Other Equity) 1959 15,766 1	6 770	Anto	337	17174	13.63	-	•	Company of the control of the contro	(0.50)	30%	3,500		
1.946 3,589 14,916 13,402 a Owners of the company 1.946 216 261 b Owners of the company 1.946 218 261 b Owners of the company 1.946 218 261 b Owners of the company 1.946 3,589 3,907 3,907 3,907 3,907 11 Plating equity share capital (face Value Rs.10 /·) 1.946 3,907 3,907 3,907 12 Plating pass abave 1.946 3,907 12 Plating pass abave 1.948 3,907 13 Plating pass abave 1.948 3,907 14 Plating pass abave 1.948 3,907 15 Plating pass abave 1.948 3,907 3,907 3,907 3,907 3,907 1.949 3,907 3,907 3,907 3,907 1.949 3,907 3,907 3,907 3,907 1.949 3,907 3,907 3,907 1.949 3,907 3,907 3,907 3,907 1.949 3,907 3,907 3,907 1.949 3,907 3,907 3,907 1.949 3,907 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 3,907 1.949 3,907 1.949 3,907 3,907 1.949 3,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	4,013	3,000	1,11	13,000	4	-	CHAPTERMENT THOUSAGE (3+8)		3,946	3,589	9,673	
1,3,476 1,3,417 1,3,	ì	*	3	:	;	5	· •	Compression of the Control of the Co					
3,907 3,907 5,766 3,907 11 Plating parameters (Jacobs Value Rs.10 /-) 5,766 3,907 11 Plating parameters (Jacobs Value Rs.10 /-) 5,766 3,907 1,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,907 3,908 3,90		73	£ 2	310	, i			or o	, (See	, we	3,309	9,0/3	
3,32,862 65,212 12 Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year (i.e. Other Equity) 37,500 13 Deberture Reserve in 13 Deberture Reserve in 14 Earnings per share 10.16 9,28 44.10 34.27 a Bank (8.) Danked (8.) Debet Equity Radio 6.47 89.31 15 Debet Equity Radio 15 Debt Service Coverage Radio	5.764	3.907	3.907	5.764	3.907	=		South share crotted (Face Value Ry. 10 /-)	A 34.6	3,000	1 607	× 2×4×	
13 Deberture Redemption Reserve 13, Society 13, Society 13, Society 13, Society 14, Survivage par share 10,16 9,28 44,10 34,27 a Barkef (Ex.) Debarkef (Ex.				3,32,862	65,212	ĸ	R	excluding Revaluation Reserve as per balance sheet of previous accounting year (i.e. Other Equity)	-			3.26.756	
10.16 9.28 44.10 34.27 a Basic (Rs.) 10.16 9.28 44.10 34.27 b Dukmad (Rs.) 10.16 9.28 44.10 34.27 b Dukmad (Rs.) 10.16 9.28 6.48 0.04 15 Duk Equity Radio 6.47 89.11 15 Debt Service Coverage Ratio	37,500		•	37,500		ä	<u> </u>	we Redemption Reserve	37,500	,		37,500	
10.16 9.28 44.10 34.27 8 Bask (Rs.) (2.39) 10.13 9.29 10.16 9.28 44.10 34.27 b Debte (Rs.) 0.48 0.04 15 Debte Equity Radio 6.47 89.31 15 Debte Service Coverage Radio	:					7	2	ps per share	***************************************		***************************************	***************************************	
10.16 9.28 44.10 34.27 b Dakracy (Rs.) (2.39) 10.13 9.29 6.46 0.04 15 Dakr Equity Radio Debt Squity Radio Debt Squity Radio	TA.	10.16	9.28	40.10	34.27		2	s)	(2.39)	10.13	9.29	22.83	
99.31 16 Debt Service Coverage Ratio	14.77	10.16	9.28	.	34.27	;		(8 .)	(2.3%)	10.13	9.29	22.43	
10 Post acres of February Charles					8 5	£ 5	? 5	LAY RANGO				0.47	
2				6	16.08	5 6	: S	Total Carrier Courses Built	n Mada	*******	*****	1,24	

E	(13)	[3]	Ξ	(01)	(9)	<u>s</u>	3	3 9	<u> </u>	[3]	2	Nobas:
Figures of previous reporting periods have been regrouped/incoasilled wherever necessary to correspond with the figures of the current reporting period.	Figures for the quarter ended March 31, 2019 are balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the current financial year.	The Board of Directors of the Company at its meeting held on May 28, 2019, inter alia, has recommended a Dividend of Rs.5/-[@50%) per equity share on 5,76,64,144 equity shares of Rs. 10/- each for the financial year ended on March 31, 2019.	The Government of India has introduced the Goods and Service Tax (GST) with effect from July 01, 2017 which replaces excise duty and various other indirect baxes. As per Ind AS 115, (earlier Ind AS 16), Revenue from operations for the period from July 1, 2017 to Hanch 2018 is reported net of GST. Revenue from operations for periods upto June 30, 2017 are reported inclusive of excise duty which is now subsumed in GST.	Loage in the rounds of the Russ by any or the record population country or the record population country or the record population country is adopted to the As 115. Recordingly, the comparative numbers for the previous reporting periods have not been retrospectively adjusted. The application of Ind AS 115. But not have any material impact on the financial statements of the Company.	The Company has issued Secured Redocemable Nan Convertible Debentures (NCDs) of Milk 150000 Jacs., which are repsyable in three equal yearly instancers starting from Javaway 15, 2022. Those debentures are secured by way of change on specific branks. The asset cover of the sald NCDs are Newford 31, 2019 excesses hundred percent of the phricipal amount of the NCDs. The Company has Selectificated Reserved of 83, 3000 Labfa representing 25% of the value of debentures outstanding out of profits of the company available for payment of offsetidates are the provisions of Companies Act, 2013. The Company obtained by the selection of the NCDs and was assigned creat ratings of "CRISTL AA+/ Solber from CRISTL and "CARE AA+/ Solber from CRISTL in the Solber from CRISTL in th	Goodwill amounting to DNR 379692 Labra arising on the acquisition of HIPL represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets and liabilities of HIPL representation of HIPL represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets and liabilities of HIPL	The consolidated financial statements for the quanter and year ended Hainch 31, 2019 include the operations of HIPL from January 30, 2019 with provisional purchase price allocation (PPA) figures. The PPA figures shall be finalised within the measurement period as provided by Ind AS 103. Hence, the figures of quanter and year ended March 31, 2019 are not comparable with those of previous periods.	M/s. Zydus Wellness - Slukim, was converted into a company, namely Zydus kindrisons Landerd (Zydu), w.e.f. Februsary 28, 2019, pursuant to which, it became a subsidiary of the Company. Persuant to the Scheme of Analysination between the subsidiaries of the company viz. Zylit. and HIPL, which was sunctioned by the Alamedabad bench of Hom'able National Company Law Tribunal [NCLT] vide its order dated Nay (10, 2019 and effective date being Nay 24, 2019, HIPL has been merged with ZNL w.e.f. the appointed date of Narm 1, 2019;	Pursuant to the definitive agreements entered into by the Company on October 24, 2018 to acquire Heinz India Phrate Limited [HIPL], the Company alongwith its wholly-owned entity, M/s. 2yous Wellness - Sikkin [a partnership firm] have completed the acquisition of HIPL on January 30, 2019.	The Company operates in one segment, namely "Consumer Products":	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.	The above results for the quarter and year ended March 31, 2019 were reviewed by the Audit Committee and then approved by the Board of Directors at their meeting held on May 28, 2019.

(HARISH B. PATEL)
PARTNER
M. NO. 14427
FRN: 102511W/W100298

		Т	^									T	т			·····					T			•••	_ _T _		-							 _			*****					-						
	5,45,852	54,626	276	228	3507	3880	2882	8	89/23	1		152598	0	252	נאבנ	2	1,50,000			3,38,628		3,32,862	3,766		zoo'ev'e	66/69	15,570	23	2,614	13,815	9,604	4,610	23,307	4,76,053	3,289	5 2	2	4,099	٥		54.026	1,631	20,742			year ended 31/03/2019	As at current	Xupad
For,	82,893	12,169	1881	Ē	922	S i	7 H	ī.	, 00	***		289	8	221	77	57	•			70,435	1,316	65,212	3,907		82,893	MO/N	4,135	61	38,413	2,959	87X .	14.755	3,506	681'81	, 348	7.410	8	74			2027	1	8,090					12
CHARTERED ACCOUNTANTS		urrent Liabithes			(b) Other Current Labbidies	(iii) Other Financial Lighthus	"- total custantian dues of creditors other than mirror enterprises and small experiment	" http://www.common.com/	(i) Borowings	(a) THE PROPERTY.	=	Total Non Current Liablities	(d) Deferred Tax Lebalities [Net]	(c) Other Non Current Liabilities	(D) Provisions	(ii) Other Financial Liabilities	==	(a) Francial Laborates:	1 Man Common I I Million	Total Equity	(c) Non Controlling Interests		(a) Equity Share Capital	Equity:	ECKITTY AND LIARII TIPS.			-				(i) Investments	· •	 Total Nor	3 9	(A) Deferred Tay Asset(Nat)			. \$	e:	B 8		· ·	1. Hon-Current Assets:	ASSETS:		Particulars	
TYDOS CHILLESS OF OPPORTUNE BOND	4,35,416		0 !	* 1	2,22		***************************************	e mineral de la companya de la compa	6,650			1,50,106	Ħ	***************************************	8 :	C)	***************************************		ensura,	3,32,512	đ	3,26,756	5.7%		4,55,416	9,847	1,238	3,114	2.507	1881			568	 27.00		213		1,12,045	3,68,957	W	2,282	113	1,439	MA-aireanna A	ended 31/03/2019	As at current year	Rupeos	
or the Board	316EZ	4,639	o t	a k	<u> </u>	and I	()	·	2500	~~~	out his walled	108	8		8 8	g		*****		611'69	G	65.212	797		73,916	69,389	28	8	77.80	12 15	711.67		£	3		<u>\$</u>		ಜ	ž	6			- 			As at Pravious year anded	Rupeou in Lakha	,

