zydus wellness
nourish · nurture · energize

CHOOSE WELLNESS, CHOOSE LIFE

INTEGRATED
ANNUAL REPORT
2025-26

Choose Wellness, Choose Life

As we present the Integrated Annual Report for FY 2025-26, Zydus Wellness stands at the intersection of evolving lifestyles, changing aspirations and a growing desire to live better every day. This year's theme, 'Choose Wellness, Choose Life', captures a powerful truth - wellness is shaped by the choices we make, every single day.

Today's consumers are redefining what wellness means. It is no longer limited to fitness goals or occasional health fixes. It is reflected in everyday routines, balanced nutrition, active lifestyles and products that inspire confidence and care.

At Zydus Wellness, we see this shift as an opportunity to shape healthier habits and everyday choices. Backed by a trusted legacy, our food & nutrition and personal care portfolio is built around one simple philosophy - making wellness easy, enjoyable and guilt-free.

Every product we create is guided by science, strengthened by consumer insight and designed to fit seamlessly into modern lifestyles. From healthier indulgences to everyday nutrition and self-care, our brands aim to empower consumers to make better choices without compromise.

As we look ahead, we remain focused on innovation, sharper consumer understanding and future-ready wellness solutions. This report reflects a year of progress, momentum and purpose as we continue to inspire people to embrace wellness as a way of life.

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Corporate Information

Board of Directors

Dr. Sharvil P. Patel
Chairman

Dharmishtaben N. Raval
Independent Woman Director

Apruva S. Diwanji
Independent Director
(w.e.f. May 18, 2026)

Srivishnu R. Nandyala
Independent Director

Akhil A. Monappa
Independent Director

Kulin S. Lalbhai
Independent Director

Ganesh N. Nayak
Non-Executive Director

Tarun Arora
Chief Executive Officer and Whole-Time Director

Key Managerial Personnel (Other than Directors)

Umesh V. Parikh
Chief Financial Officer

Nandish P. Joshi
Company Secretary and Compliance Officer

Statutory Auditors

Mukesh M. Shah & Co.
Chartered Accountants

Cost Auditors

Dalwadi & Associates
Cost Accountants

Secretarial Auditors

Hitesh Buch & Associates
Company Secretaries

Internal Auditors

Ernst & Young LLP

Bankers

Bank of Baroda
Ashram Road Branch, Ahmedabad

HDFC Bank Limited
Navrangpura Branch, Ahmedabad

ICICI Bank Limited
JMC House Branch, Ahmedabad

HSBC Bank
M.G. Road Branch, Mumbai

CITI Bank
Fort Branch, Mumbai

Registered Office

Zydus Corporate Park,
Scheme No. 63,
Survey No. 536, Khoraj (Gandhinagar),
Nr. Vaishnodevi Circle, S. G. Highway,
Ahmedabad - 382481

Registrar and Share Transfer Agent

MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited)

5th Floor, 506 to 508,
Amarnath Business Centre-I (ABC-I),
Beside Gala Business Centre,
Off C. G. Road, Ellisbridge,
Ahmedabad - 380006

Manufacturing Facilities

Ahmedabad

7A, 7B & 8, Saket Industrial Estate,
Sarkhej Bavla Road, Village: Moraiya,
Taluka: Sanand, District: Ahmedabad

Aligarh

PO Box No. 01, Chherat, Manzurgarhi,
Aligarh, Uttar Pradesh

Sikkim (Unit I)

Plot No. 26, 27, 36 & 37,
Near Mamring Power House, Mamring Block Namthang Elakha, Namchi, South Sikkim

Sikkim (Unit II)

Plot No. 28P, 30P, 36P, Near Mamring Power House, Mamring Block Namthang Elakha, Namchi, South Sikkim

R&D Centre

Plot No. 115/5, TP Scheme No. 51,
Off. Ambli Bopal Road, Makarba,
Ahmedabad

CIN

L15201GJ1994PLC023490

About the Report

Zydus Wellness Limited – Integrated Annual Report for FY 2025-26

This Integrated Annual Report for FY 2025-26 underscores the continued evolution of integrated thinking at **Zydus Wellness Limited (Zydus Wellness / ZW / The Company)**, highlighting how strategy and performance drive long-term value.

This report reflects the commitment to transparent, balanced and responsible communication with all stakeholders. It presents a comprehensive and integrated perspective of the business model, governance framework, strategic priorities and financial and non-financial performance.

Grounded in the principles of integrated thinking, the report illustrates how the Company leverages and optimises the six capitals–Financial, Manufactured, Intellectual, Natural, Human and Social and Relationship–to create sustainable longterm value. It brings together the strategy, operating context, risk management and performance, demonstrating how the Company continues to build resilience and agility in an evolving market environment.

This Integrated Annual Report also serves as a key platform for stakeholder engagement, strengthening accountability and trust. Aligned with the purpose of enabling wellness every day for every individual, it reaffirms the commitment to delivering lasting economic, social and environmental impact.

Reporting Period, Boundary and Scope

This report covers the operations of Zydus Wellness Limited and its subsidiaries for the reporting period from April 1, 2025, to March 31, 2026.

- **Financial disclosures** pertain to the consolidated entity, prepared in accordance with Indian Accounting Standards (Ind AS).
- **Non-financial disclosures** cover Zydus Wellness Limited and its subsidiaries across India and global operations, based on operational control, unless otherwise specified.
- Sustainability data and narratives are based on operational control and materiality of impact. The principle of materiality has been applied to disclose matters that significantly influence the ability to create, preserve, or erode value in the short, medium and long-term.

Reporting Standards and Principles

This Integrated Report has been developed with reference to globally recognised standards to ensure a comprehensive and credible presentation of the performance and value creation journey.

The report is structured in line with the Integrated Reporting (IR) Framework by the International Integrated Reporting Council (IIRC), covering six capitals comprehensively–Financial, Manufactured, Intellectual, Natural, Human and Social and Relationship.

Sustainability disclosures have been developed with reference to the Global Reporting Initiative (GRI) Standards, 2021, ensuring alignment with internationally accepted practices.

The Company also complies with Business Responsibility and Sustainability Reporting (BRSR) as mandated by SEBI under the Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 along with other applicable Indian regulations.

Financial information is prepared in accordance with Indian Accounting Standards (Ind AS).

A detailed GRI Content Index is provided at the end of the report to promote transparency and ease of reference.

Contact Details

The Company values feedback and welcome suggestions to improve the future disclosures. For queries, comments or clarifications regarding this report, please contact:

- **Name:** Nandish Joshi, Company Secretary and Compliance Officer
- **Email:** Nandish.Joshi@zyduswellness.com
- **Registered Office:** Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481, Gujarat
- **Website:** www.zyduswellness.com

Forward-Looking Statements

This report contains forward-looking statements, including those relating to Company's strategies, strategic direction, objectives, future prospects, plans, estimates and expectations. These statements are based on certain assumptions, anticipated developments and other factors over which the Company exercises no control. As such, actual results, performance, or outcomes may differ materially from those expressed or implied in these forward-looking statements.

These statements involve a number of risks, uncertainties and other influencing factors, including, but not limited to market growth and competitive dynamics, domestic and international economic conditions impacting demand, supply and pricing, regulatory changes, including shifts in tax regimes, government policies and applicable laws across jurisdictions.

While these forward-looking statements reflect the Company's current beliefs and assumptions, the Company makes no representation, guarantee, or warranty— express or implied— regarding the accuracy, completeness, or fairness of any such information or opinions contained herein.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

This document is intended solely for informational purposes and does not constitute a prospectus or an offer for sale of securities.

Restatement

There have been no restatements of information disclosed in the financial statements for FY 2024–25.

For non-financial disclosures, certain revisions related to Energy consumption, GHG emissions and non-GHG air emissions for FY 2024–25 have been made to improve accuracy and consistency. These updates are disclosed under BRSR - Principle 6, along with relevant notes. Any changes in reporting scope or methodology have been appropriately disclosed within the respective sections of this report.

External Assurance

To strengthen the credibility and reliability of disclosures, selected non-financial information–particularly related to BRSR and GRI-referenced data–has undergone independent reasonable assurance by a third-party assurance provider, SGS India Private Limited. The assurance process has been conducted in accordance with established assurance standards and the assurance statement has been included in the annexure to this report. Zydus Wellness recognises the importance of assurance in building stakeholder trust and will continue to expand the scope and depth of assurance in future reporting cycles.

Our Vision

Our vision is to bring wellness to your life. We will create new products that will Nourish, Nurture and Energize your life. We shall lead the way through Innovation.

Our DNA

To build new emergent categories with differentiated product propositions. Philosophy of building products that are good for you.

About the Company

Established in 1988, Zydus Wellness Limited has built a strong legacy in the consumer health and wellness space through its consistent focus on innovation, quality and evolving consumer preferences. Over the years, the Company has transformed into a diversified wellness enterprise with a growing international presence, offering products that support healthier lifestyles across a wide range of consumer categories.

The Company operates across multiple wellness and nutrition segments, including sugar substitutes, low sugar, energy drinks, nutritional drinks, low-calorie foods, protein snacks and bars and personal care products. Backed by strong brand equity, consumer trust and a focus on innovation-led growth, the Company continues to strengthen its market position across domestic and international geographies.

During the year, the Company further accelerated its global expansion strategy through the acquisition of Comfort Click Limited, United Kingdom (UK) and its three subsidiaries. The acquisition expands the Company's footprint across key international markets, including the United Kingdom (UK), Europe (EU) and the United States of America (USA), while enabling entry into high-growth product categories within the Vitamins, Minerals and Supplements across adult, kids and pet health products. The acquisition also strengthens the Company's overseas digital business platform and broadens its global wellness portfolio.

With over 36 years of operational excellence, the Company today houses a strong portfolio of trusted and category-leading brands, including Sugar Free, I'm lite, Glucon-D, Nutralite, Everyuth, Nycil, Complan, Cuticolor, RiteBite Max Protein, WeightWorld, Maxmedix and Animigo. Through these brands, the Company continues to deliver innovative wellness solutions and strengthen consumer trust across geographies.

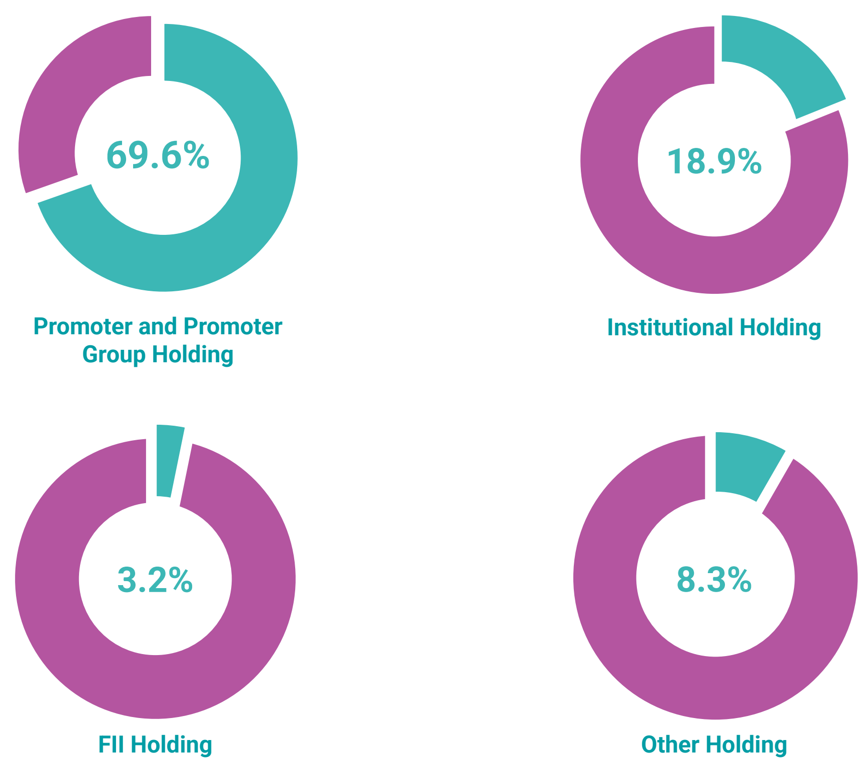
Listing:

The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited (NSE).

Compliance:

The Company's manufacturing plants were accredited with FSSC 22000, ISO 14001:2015 and ISO 45001:2018, GMP certification as applicable, validating process, quality consistency and Food Safety.

Shareholding Pattern as on March 31, 2026



Business Overview

Zydus Wellness brings together healthcare, nutrition and cosmeceutical expertise to offer high-quality wellness solutions that cater to evolving consumer needs. Through an expanding portfolio, the Company enables consumers to pursue a more holistic and integrated approach to well-being.

The Company is focused on developing, manufacturing, marketing and distributing differentiated health and wellness products, driven by innovation, quality and consumer-centricity.

Strong
Infrastructure

1,500+
Employees

₹1,35,568
Market Capitalisation
(₹ in Million)

80,000+
Shareholders

4
Manufacturing facilities in India

20
3P Manufacturers - Domestic*

3
3P Manufacturers - International*

R&D
Dedicated Centre at Ahmedabad

70 Million+
Families Nourished, Nurtured and Energised

1,950+
Distributors*

0.7 Million+
Direct Reach*

~ 2.8 Million
stores

2,700+
Feet on street representatives*

80,000+
Direct and Indirect farmers

44
Countries

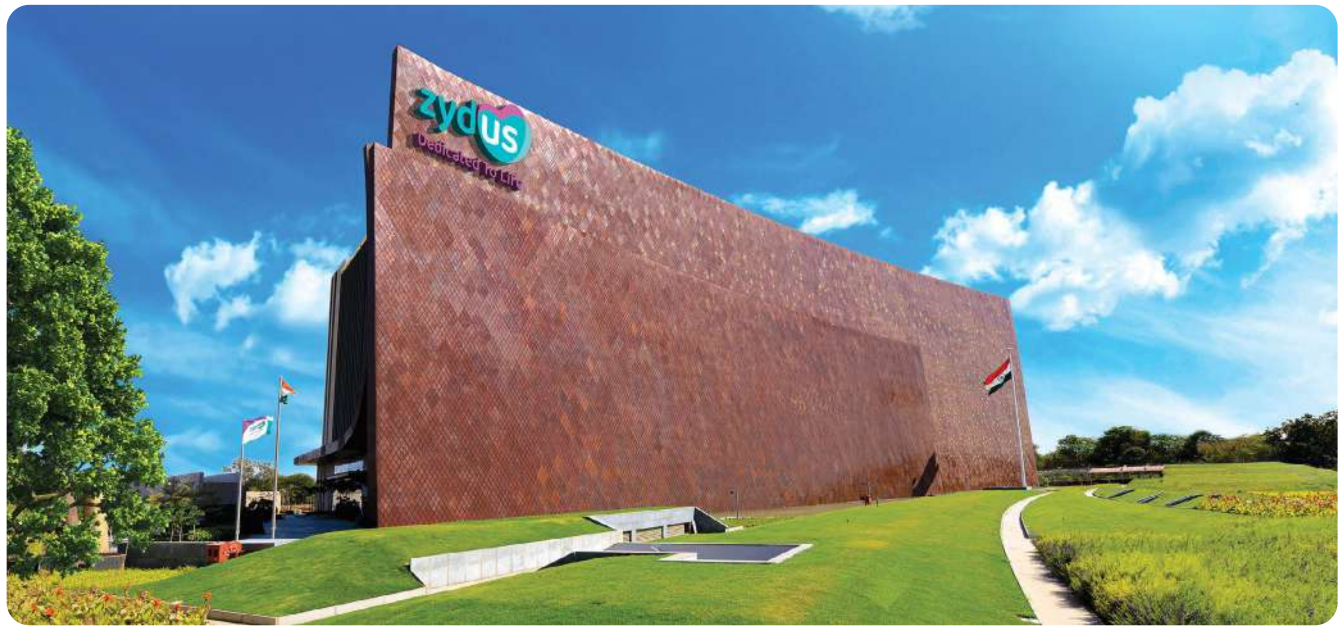
6
Continents

Source: Internal MIS/ Nielsen

* Excluding the Comfort Click business

A Future-Ready Company Aligned with Global Health & Wellness Trends

GLOBAL TRENDS	zydus wellness nourish • nurture • energize	PROPOSITIONS
Low Sugar/No Sugar	Sugar Free, I'm lite	Leader in sugar substitutes, expanding into healthier cookies and chocolates
High Protein	RiteBite, Complan, Viemax	Full-spectrum protein portfolio covering bars, snacks & cookies for every occasion
On the go Hydration/Energy	Glucon-D Activon, Recharge	Scaling Ready to Drink expansion across energy & hydration categories
Functional Skin and Hair Care	everyuth naturals, Cuticolor, nycil	Natural ingredients led skin and hair care with functional benefits across multiple applications
Active Lifestyle	Max Protein, Nutralite	Portfolio designed for today's active lifestyle consumer
New Age Vitamins, Minerals and Supplements	WeightWorld, maxmedix, Animigo	Rising consumer demand for natural, plant-based and specialty nutritional supplements across human and pet health products



Zydus Corporate Park, Ahmedabad

Key Milestones

1988
Launched Sugar Free[1]

1991


Launched Everyuth Skincare Range[1]

2005
Launched Sugar Free Natura with Sucralose[1]

2006
Acquisition of Carnation Nutra (CNAFL)

2009
ZW listed on NSE. Brands Sugar Free & Everyuth transitioned from Zydus Lifesciences to ZW

2011


New production facility in Sikkim – Unit-I

2017
Launched Sugar Free Green with Stevia and set-up new production facility in Sikkim – Unit-II

2018


Launched Everyuth Tan Removal Range, Nutralite Mayonnaise

2019
Acquisition of Heinz India Private Limited (Heinz)

2020


Capital restructure (QIP and Preferential Issue of ₹10,000 million) and repurchased NCDs of ₹15,000 million

2021
Relaunched Complan with enhanced proposition and improved taste

Launched Nutralite DoodhShakti Professional range, Butter and Ghee and Everyuth Body Lotion

2022


Launched new variant 'Mango blast' in Glucon-D

2024
Launched ready to drink product, Glucon-D Activors, now Activon

2025


Acquisition of Naturell (India) Private Limited

Reimagining Wellness : The Company's new identity

2026
Marked first overseas acquisition - Comfort Click Limited along with its subsidiaries

Enters the high-growth vitamins, minerals and supplements (VMS) category for adults, kids and pet health

Note-1: Milestones that happened before Sugar Free and Everyuth hived off from Zydus Lifesciences to Zydus Wellness
Above year represents Financial Year: April 1 to March 31

Geographical Presence

Key Domestic Business Highlights

Headquartered in Ahmedabad, Zydus Wellness has built a strong pan-India presence, catering to consumers across urban, semi-urban and rural markets. ZW's extensive distribution network serves as a key enabler in strengthening market access, enhancing brand visibility and delivering health and wellness solutions efficiently at scale.

The Company's distribution capabilities are anchored by 25 integrated warehouses, strategically positioned to support both ambient and cold-chain product categories. This infrastructure is complemented by a dedicated on-ground sales force of over 2,700 feet-on-street representatives, who drive last-mile visibility, ensure effective in-store execution and foster strong relationships with channel partners.

Further strengthening the Company's go-to-market capabilities is a robust network of 1,950+ distributors, enabling the Company's portfolio to reach approximately 2.8 million retail outlets across the country. Alongside ZW's strong physical distribution footprint, the Company continues to enhance consumer engagement through digital channels and e-commerce platforms, expanding accessibility and driving Direct-to-Consumer reach.

With a diversified portfolio spanning nutrition, personal care and wellness categories, the Company has also progressively reduced its dependence on season-specific demand cycles. A growing contribution from non-seasonal and everyday consumption products has helped create a more balanced business mix, supporting greater resilience and consistency in performance across the year.

Going forward, Zydus Wellness remains focused on deepening market penetration, optimising supply chain efficiencies, strengthening channel partnerships and expanding the Company's digital footprint to further enhance reach and consumer accessibility across geographies.

25	2,700+	1,950+	~2.8 million
Integrated warehouses	Feet-on-street Representatives	Distributors Robust Network	Retail outlets across the country

Above data is excluding Comfort click business.

Key International Business Highlights

On the acquired Comfort Click Business:

- During the year, Alidac UK Limited, a wholly owned subsidiary acquired Comfort Click Limited (CCL) in United Kingdom, at an equity value of GBP 242 million including agreed profit ticker. This acquisition marked ZW's first overseas acquisition and its entry into the Vitamins, Minerals and Supplements (VMS) category and aligns with the strategic vision of expanding the Company's international footprint while deepening the capabilities in consumer-centric health, presence in digital health and personalised wellness.
- The acquisition provides direct access to key international markets, including the UK, EU and USA, significantly expanding the Company's global footprint and accelerating the growth of its international digital business platform. It also marks the Company's entry into high-growth VMS categories spanning adult nutrition, kids wellness and pet health products.
- The acquisition brings a diversified portfolio of wellness brands into the Company's international business platform, including WeightWorld, focused on plant-based supplements, vitamins and minerals, collagen, omegas, probiotics, micronutrients and sports nutrition for adults; Maxmedix, a specialty VMS gummy brand catering to paediatric nutritional requirements; and Animigo, a natural pet wellness brand offering a range of pet care products. These brands enjoy strong consumer loyalty, high retention levels and a growing presence across international markets.
- The acquisition is aligned with the Company's long-term strategy of building a diversified global wellness portfolio and strengthening capabilities in digitally driven consumer health categories. Rising health consciousness, increasing focus on preventive healthcare and growing consumer adoption of digital wellness platforms continue to support strong growth prospects for the global VMS industry.

On the other Portfolio excluding Comfort Click Business:

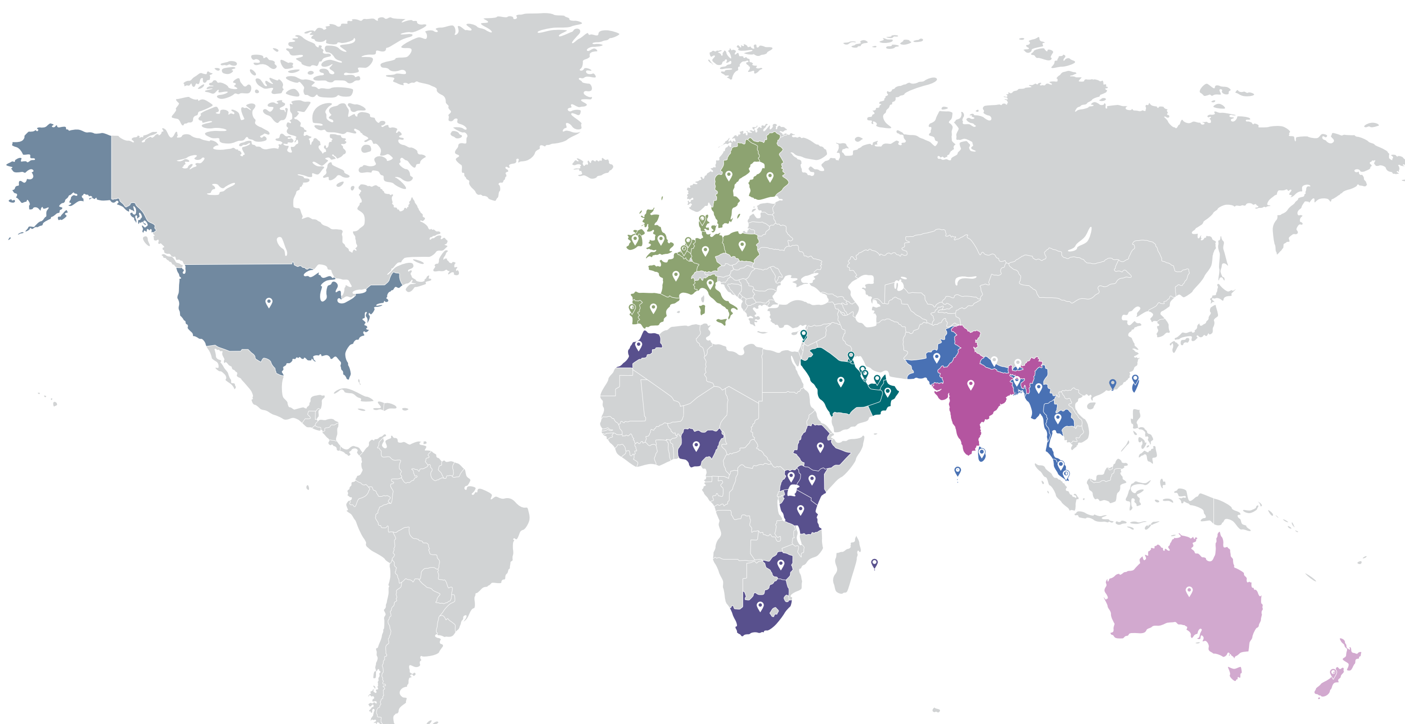
- Sugar Free, Complan, RiteBite - Max Protein and Nycil contribute a significant portion of the overall business.
- RiteBite – Max Protein successfully entered the international markets as per the strategic plan and expanded into nine international markets, demonstrating the brand's capability to reach broader global audiences and unlock access to a significantly wider consumer base.
- Despite subdued macro-economic conditions in Nigeria and the ongoing geopolitical disruptions, international business excluding Comfort Click delivered high double-digit topline growth.

Global Presence

Zydus Wellness has established a robust international presence, operating in over 44 countries worldwide. The Company's international markets span across:

- **Middle East:** UAE, Bahrain, Qatar, Kuwait, Kingdom of Saudi Arabia, Oman and Lebanon.
- **Asia:** Myanmar, Malaysia, Taiwan, Pakistan, Sri Lanka, Bangladesh, Nepal, Bhutan, Maldives, Thailand, Singapore and Hong Kong.
- **Africa:** Uganda, Tanzania, Kenya, Nigeria, South Africa, Mauritius, Zimbabwe, Ethiopia and Morocco
- **Oceania:** Australia and New Zealand.
- **Europe:** United Kingdom, Germany, Spain, Italy, France, Netherlands, Sweden, Denmark, Belgium, Ireland, Poland, Finland and Portugal.
- **North America:** United States of America

This diverse geographical footprint plays a pivotal role in driving business growth, resilience and market diversification.



Brand Performance

Glucon-D

Market Rank: 1

Category	Category Size#	Category Size CAGR **	Market Share
GLUCOSE POWDER	10,350	7.1%	58.9%

Complan

Market Rank: 4

Category	Category Size#	Category Size CAGR **	Market Share
NUTRITION DRINK	65,750	0.7%	4.0%

Sugar Free

Market Rank: 1

Category	Category Size#	Category Size CAGR **	Market Share
SUGAR SUBSTITUTE	3,550	2.1%	96.1%

Nycil

Market Rank: 1

Category	Category Size#	Category Size CAGR **	Market Share
PRICKLY HEAT POWDER	8,400	6.8%	33.2%

Everyuth naturals

Market Rank: 5

Category	Category Size#	Category Size CAGR **	Market Share
FACIAL CLEANSING*	46,950	13.4%	8.0%

Everyuth naturals

Market Rank: 1

Category	Category Size#	Category Size CAGR **	Market Share
SCRUB	4,050	14.6%	48.6%

Everyuth naturals

Market Rank: 1

Category	Category Size#	Category Size CAGR **	Market Share
PEEL-OFF	1,700	17.6%	75.5%

Category Size and Market share source: MAT March 2026 report as per Nielsen and IQVIA.

High saliency and exceptional growth of online platforms is not reflected in market share.

*Everyuth Naturals market rank 5 is at Total Facial cleansing category which includes Face wash, Scrub, Peel-off, face masks

₹ ~in Million

** Category Size CAGR Mar-21 Base

Nutralite

Category: FAT SPREAD

Market Rank: 1

RiteBite / RiteBite MAX PROTEIN

Category: NUTRITION & PROTEIN BAR, PROTEIN CHIPS & COOKIES

Market Rank: 1

Ranked as per company estimates

Food and Nutrition

Glucon-D

RiteBite

Complan

Nutralite

Sugar Free

Personal Care

Nycil

Everyuth

Cuticolor

Global VMS (Vitamins, Minerals and Supplements)

WeightWorld

Maxmedix

Animigo

Brand Highlights

Glucon-D, a market-leading brand in the glucose powder category, has been energising generations with its promise of instant energy for over 85 years.

1
Market Rank

- Pioneered Glucose Powder Category with 85%+ Top of mind awareness.
- Improving the core formulation to drive perception of 'Holistic Recovery & Immunity' along with 'Instant Energy'.
- Variants include Regular, Tangy Orange, Mango blast and Nimbu Pani.
- Available in 3 formats: Powder, Ready to Drink and ImmunoVolt tablets.

Category Size: ~10,350 Million
As per Nielsen Report MAT March 2026

Highlights, FY 2025-26

- Expanded the Glucon-D portfolio by entering the performance hydration category with the launch of Glucon-D Recharge in two formats and in three flavours across portfolio – Orange, Green Apple and Lemon.
- The launch was supported by a focused rollout across Modern Trade and E-commerce channels, further strengthening the brand's future-ready positioning.
- Milind Soman joined Glucon-D Recharge as brand ambassador, leading the 'Fuel Your Movement' campaign across marquee marathon and cyclothon events.
- Continued ImmunoVolt tablets for kids, combining vitamins C, D_3 and Zinc in tasty flavours.
- The 'Energy ka Gola' campaign further reiterated Glucon-D's instant energy proposition, with Irfan Pathan continuing as its lead ambassador.
- Holding a dominant 58.9% market share as per Nielsen MAT March 2026, the brand remained focused on sustaining long-term momentum amid a softer category backdrop in FY26.

New Launches

Glucose + Electrolytes | Vitamins, Minerals
Endurance Performance Supports Immunity

Electrolytes | Vitamins, Minerals
Energy Release

Zero Caffeine Formulations

Glucon-D's entry in Performance Hydration

Launched Glucon-D Recharge Energy Drink with Electrolytes, Vitamins and Minerals which provides 'Instant Energy' and supports immunity with no added sugar and zero caffeine in ready-to-drink and sachet format.

Hydration + Energy

Sugar Free enables healthier sugar replacement without compromising on taste, through a diversified portfolio comprising Sugar Free Gold+, Sugar Free Natura, Sugar Free Green and Sugar Free D'lite.

I'm lite is a smart blend of sugar and stevia that delivers the taste and texture of sugar with 50% lower calories.

Market Rank

- Positioned as India's first and largest-selling sugar substitute.
- Trusted as a safe and nutritious alternative that offers the sweetness of sugar with low calories.
- Maintains undisputed leadership in the category.
- Expanded Sugar Free D'lite into larger categories, backed by a sensorial campaign reinforcing its guilt-free indulgence proposition.

Category Size: ~ 3,550 Million
As per Nielsen Report MAT March 2026

Janhvi Kapoor is the brand ambassador for Sugar Free Green.

Highlights, FY 2025-26

- Sugar Free Green continued its strong momentum, delivering double-digit growth for the 20th consecutive quarter.
- Sugar Free strengthened its category leadership, retaining the No. 1 position with a market share of 96.1%, supported by a 24 bps year-on-year gain as per MAT March 2026 report of IQVIA.
- Campaigns launched with popular celebrities like Shahid Kapoor, Janhvi Kapoor, Malaika Arora and Sara Tendulkar.
- Targeted campaigns enhanced regional reach, with Sugar Free Green's New Year campaign driving pan-India TV visibility and Sugar Free Gold+ launching the 'Mishty made for mishty life' film in selected markets.
- Sugar Free D'lite strengthened its presence in the indulgence category, with chocolates witnessing strong e-commerce-led growth and cookies expanding across multiple markets.
- I'm lite continues to strengthen its healthier living proposition as a smarter everyday sugar alternative through the 'Sugar Badlo, Health Badlo' campaign.

Sugar Free Gold+: Sugar Free Gold+ offers a clean, calorie-free sweetening solution formulated with sucralose and chromium, supporting balanced blood sugar management without compromising on taste. Designed for health-conscious consumers, including diabetics and weight-management seekers, the product is ideal for everyday consumption across beverages and foods such as tea, coffee, milk, cereals and fruit juices.

Sugar Free Natura: Delivers the taste of sugar with lower calories, powered by sucralose, a globally recognised zero-calorie sweetener. The product is well-suited for use across desserts, confectioneries and everyday sweetening applications.

Sugar Free Green: Sugar Free Green is a 100% plant-based sweetener crafted with stevia, offering a natural low-calorie alternative to sugar for health-conscious consumers seeking balanced everyday sweetness.

Sugar Free D'lite: Sugar Free D'lite offers a range of no-added-sugar snacks and treats, delivering rich taste and guilt-free indulgence for everyday moments. During the year, the brand expanded its domestic portfolio with the launch of Choco Spread.

New Launch

Sugar Free D'lite Choco Spread - expanded in domestic market

Complan is a legacy milk-based nutrition brand offering scientifically formulated products designed to support overall growth, immunity, and holistic development across age groups.

4

Market Rank

Trusted heritage brand of: **80+ years | 90% brand recall**

Milk-based nutrition drink: High-quality milk protein content to meet the holistic growth of consumers.

Presence across three major consumer nutrition categories:
1) Toddlers – Complan NutriGro
2) Children – Complan
3) Adults – VieMax

Category Size: ~65,750 Million
As per Nielsen Report MAT March 2026

Highlights, FY 2025-26

- Launched a high-impact 'Thoda Plan, Thoda Complan' TV campaign featuring rising cricket talent Vaibhav Sooryavanshi as the new face of the brand, strengthening its connection with younger audiences.
- Continued high-visibility TV campaigns featuring brand ambassadors Madhuri Dixit and Sneha Prasanna strengthened consumer recall.
- Maintained a 4.0% market share despite a 4.8% category decline (Nielsen MAT March 2026). Nielsen report does not capture the high saliency and exceptional growth of online platforms.
- During the year, the brand strengthened its market position, moving up from fifth to fourth rank, as per the Nielsen report.
- Strengthening medical marketing team with a significant addition of skilled resources to help drive consumer awareness, increase penetration and create demand for premium products under the brand.
- Formulated for toddlers (2–6 years), Complan NutriGro is a milk-protein nutritional drink containing 33–39 essential nutrients—including whey and casein, plus DHA, iron, prebiotics and probiotics—to support physical growth, cognitive development, immunity and digestion.

International Portfolio

Built on its healthier-spreads proposition, Nutralite continues to strengthen its presence in the table spreads category while expanding into adjacent food categories to accelerate growth.

1

Market Rank*

India's leading food-accompaniment brand for great taste and better health

Leader in premium cholesterol fat-free spread

Expanding into the contemporary range of spreads like Mayonnaise Cheese and Chocolate Spreads loved by consumers

Building lifelong Consumer Relations through AI-powered recipe platform

The AI-powered recipe platform allowing users to:
- Upload food photos to receive recipes
- Send dish names via WhatsApp to get instant recipe suggestions

*As per company estimate under Fat Spread category.

Highlights, FY 2025-26

- Delivered double-digit growth, achieving a 6-year CAGR, driven by steady performance across the portfolio.
- Continuously broadening the portfolio basket and strengthening brand presence through digital media and e-commerce channel activations and engagements in food exhibitions.
- Further strengthened its association with Sanjeev Kapoor, leveraging the collaboration to enhance brand trust and consumer connect.
- Launched 'Sab ke liye Right, Nutralite' campaign positioning Nutralite as an everyday brand that suits every household member and meal occasion.
- The AI-powered campaign celebrating healthier family recipes received strong consumer engagement, turning signature dishes into engaging and share-worthy digital moments within minutes.

Innovative Product Expansion:

Demonstrated constant innovation to cater to diverse consumer preferences through launches such as Nutralite Active Peanut Butter & Spread in two exciting flavours each under the Nutralite Retail Range and Mayonnaise Slim and Cheesy Delight under the Nutralite Professional Range.

New Launches

Everyuth, established in 1991, is a leading skincare brand in the skin cleansing category, offering a diversified portfolio across scrubs, peel-off masks, tan removal solutions and face packs.

Positioned as India's fifth largest facial cleansing category.	Everyuth scrub positioned as India's number 1 under face scrub category	Everyuth Peel off positioned as India's number 1 under peel off category
5	1	1
Market Rank	**Market Rank**	**Market Rank**
Category Size: ~46,950 Million As per Nielsen Report MAT March 2026	**Category Size: ~4,050 Million** As per Nielsen Report MAT March 2026	**Category Size: ~1,700 Million** As per Nielsen Report MAT March 2026

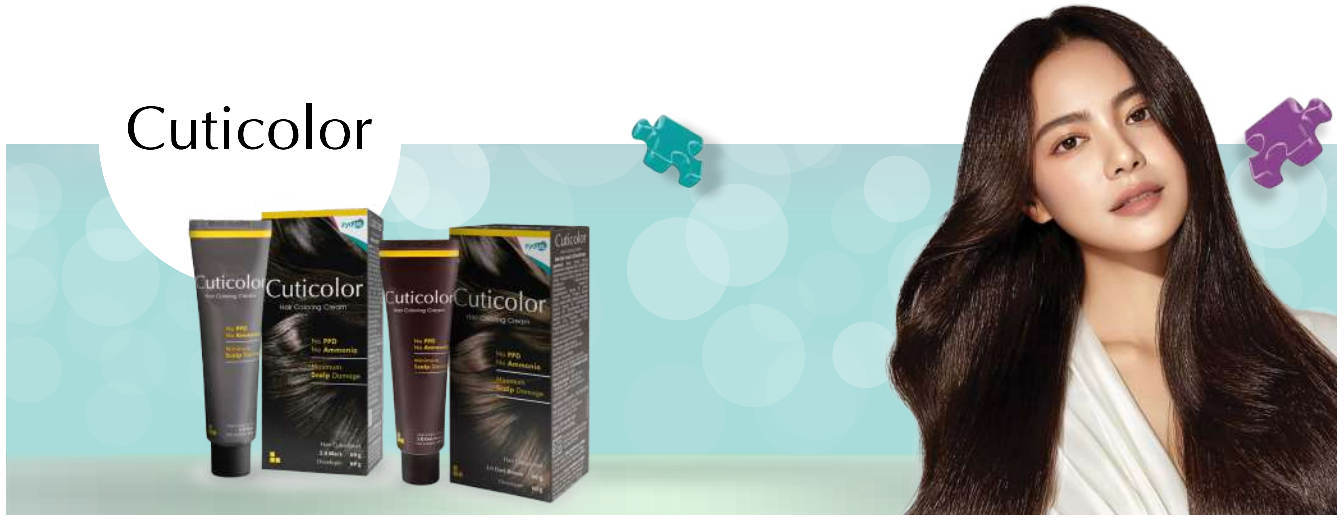
Highlights, FY 2025-26

- Expanded the consumer base through superior offerings and integrated digital-first campaigns across TVC, influencer and Glance AI platforms, while strengthening Everyuth's positioning through its association with Gujarat Giants in the Women's Premier League.
- Everyuth delivered double-digit growth supported mainly by product excellence, innovation, strong distribution and customer-centric experiences.
- **Face Scrub Category** has registered a 16.4% growth (MAT March 2026, Nielsen). Everyuth Scrub strengthened its leadership, achieving a 48.6% market share.
- **Peel-Off Mask Category** has recorded a 12.0% growth (MAT March 2026, Nielsen). Everyuth Peel-Off retained its #1 position with a 75.5% market share.
- **Facial Cleansing Category** of Everyuth secured the #5 position with a 8.0% market share, according to MAT March 2026 (Nielsen).

New Launch

TAN Removal continues to witness strong growth and increased its saliency within the brand. The recent launch of D-Tan Face Wash further strengthens the brand's presence in this category.

Cuticolor



Cuticolor is a premium hair color brand in the haircare segment, offering dermatologically tested, safe formulations designed for effective, gentle and luxurious coloring experience.

Marketing and Distribution initiated in organised channel.

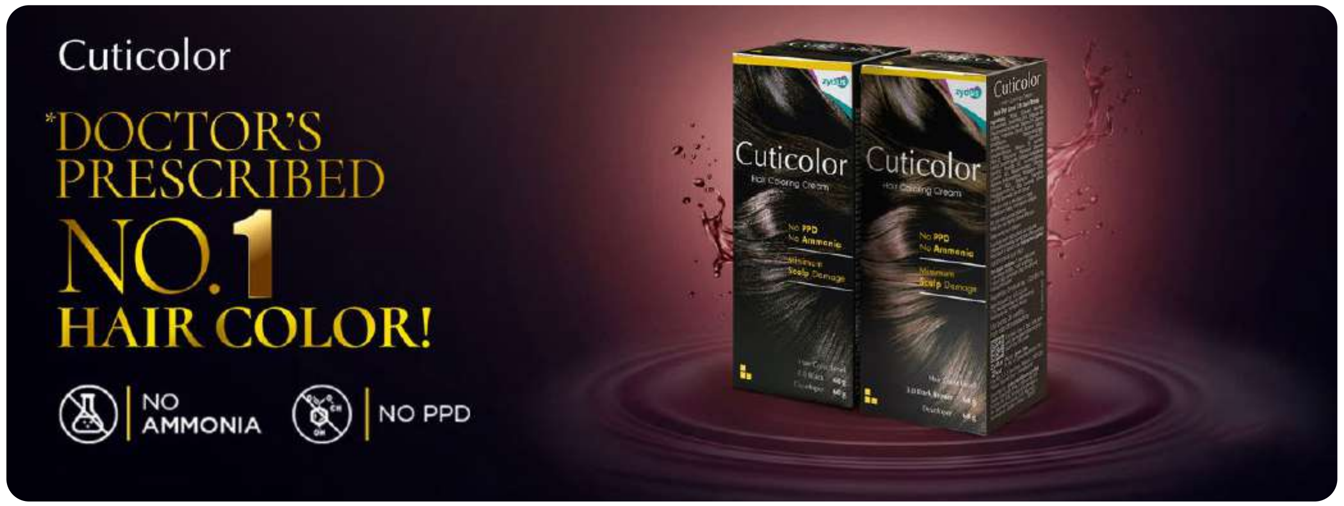
No.1 Doctor prescribed hair colour.

Luxury hair care crafted in Korea.

Free from ammonia, PPD and harmful chemicals, providing a safe and gentle colouring experience for healthy hair.

Highlights, FY 2025-26

- During the year, Zydus Wellness Products Limited entered into an agreement with Zydus Healthcare Limited for marketing, distributing and selling products under "CUTICOLOR" brand in India.
- Marketing and Distribution Initiated in the Organised Channel.
- Cuticolor's 'Dermatological Expertise' campaign targeted premium urban hair-color users across YouTube and Amazon, delivering a 67% uplift in brand awareness and 4x benchmark CTR.
- A dermatology-led influencer programme further amplified the campaign, strengthening visibility and consumer engagement by reinforcing the brand's safety credentials.
- The Cuticolor brand is receiving strong consumer traction and is outperforming expectations.



Nycil continues to lead the prickly heat powder category with its effective anti-bacterial protection and neem oil goodness, combining clinically proven efficacy with a gentle, skin-friendly approach.

1

Market Rank

75+ Years of Trust Expertise.

Leading talcum powder brand recognised for its trust and reliability.

Sustained category leadership through proven efficacy, strong consumer trust and high seasonal relevance.

Built on its proven germ-fighter proposition, the brand offers protection against sweat, body odour, rashes, itching and heat-related discomfort.

Category Size:~8,400 Million
As per Nielsen Report MAT March 2026

Highlights, FY 2025-26

- The prickly heat powder category has experienced a challenging environment with seasonal headwind leading to a degrowth of 6.7% at the MAT level.
- According to Nielsen's MAT March 2026 report, Nycil brand showed resilience and continues to hold the leading position with a market share of 33.2% in this category.
- Nycil is gearing up to strengthen brand communication and scale mass-market activations in the coming period, with a focused objective of enhancing household penetration and expanding its retail reach.

International Portfolio

In addition to its core prickly heat powder category, the international portfolio also includes soaps available in four fragrances.

RiteBite Max Protein is a leading player in India's fast-growing protein nutrition segment, offering a comprehensive portfolio of bars, snacks, and functional foods catering to diverse consumption occasions.

Market Rank* 1

- One of the pioneers in India's protein bar market.
- Comprehensive protein portfolio spanning bars, snacks, cookies, plant-based protein powder, ready-to-drink beverages and wafer bars catering to diverse consumption occasions.
- Leading and contributing in India's fast growing protein-consumption segment.
- Driving premiumisation in nutrition through innovation-led offerings for evolving consumer lifestyles.

*As per company estimate under Nutrition & Protein Bar, Protein Chips & Cookies category.

Highlights, FY 2025-26

- Successfully initiated the voluntary liquidation and integration of Naturell (India) Private Limited (NIPL) during the later part of Quarter 2, as part of the Company's long-term strategy enabling the expeditious consolidation of NIPL's business with Zydus Wellness Limited to achieve cost efficiencies and unlock Zydus' wide distribution reach for NIPL.
- One year post-acquisition, RiteBite Max Protein business continues to significantly outperform internal projections with strong volume and value growth.
- Delivered strong growth across NIPL's product portfolio—including nutrition bars, cookies and chips—driven by rising consumer demand for protein-rich, low-calorie and on-the-go nutrition; received a consistently positive response, in line with expectations.
- Continued to support the brand through digital media, e-commerce activation and consumer engagement at various events.
- Continuously innovating and expanding including introduction of Millet Wafer Bars, Ultimate Protein Boost (Protein Shake), Max Protein Roots (Ghee Jaggery Bar) and recent introduction of Korean-flavoured chips.

Innovative Product Expansion

First overseas acquisition

3 Brands:
WeightWorld | Maxmedix | Animigo

Fastest-growing digital consumer healthcare platforms in the VMS category.

Strong consumer engagement with high double-digit repeat rate.

Highlights, FY 2025-26

- Successfully completed the acquisition of Comfort Click Limited during the second quarter, marking a significant milestone in Zydus Wellness Limited's global expansion journey.
- The acquisition strengthens the Company's presence in the fast-growing VMS category while expanding its footprint across key international markets through a digital-first consumer healthcare platform.
- The acquisition adds a diversified portfolio of wellness brands, including WeightWorld, Maxmedix and Animigo, strengthening the Company's presence across adult nutrition, kids wellness and pet care products in international markets.
- WeightWorld is a plant-based supplements, vitamins and minerals, collagen, omegas, probiotics and micronutrients and sports nutrition brand for adults.
- Maxmedix is a specialty VMS gummy brand which caters to all paediatric nutritional requirements.
- Animigo is a natural pet VMS brand which offers a range of pet care products.
- Supported by strong brand equity, loyal consumers and Amazon ratings above 4.6 across key European markets, the business derives a significant share of its revenue from e-commerce and Direct-to-Consumer (D2C) channels.
- Backed by rising health awareness and increasing focus on preventive healthcare, the business remains well-positioned for sustained growth, with post-acquisition performance broadly in line with expectations.
- WeightWorld advanced its European expansion by entering Poland, Finland and Portugal, strengthening regional footprint and unlocking access to fast-growing wellness markets.
- Successfully expanded the WeightWorld and Maxmedix brands through launches on Boots.com, a leading UK health and beauty retailer and a fast-growing vitamins and supplements category and established a presence on Amazon in the UAE.

New Launches

MenoPhase Complex Capsules | Probiotic Gummies for Women | Turmeric with Ginger and Black Pepper | Pure Himalayan Shilajit Capsules | Probiotic Gummies

Asthaxanthin Softgels | Melatonin 1mg 120 Gummies | Biotin Gummies for Hair Skin and Nails | Myo & D-Chiro Inositol Gummies | 5 HTP Gummies | Probiotic Gummies for Kids

Pure Himalayan Shilaji Resin | Hemp Oil Liquid for Cats | Pet's Paw and Nose Balm for Cats | Multivitamins and Minerals for Cats | Flea and tick Defence Powder | Hemp oil liquid for dogs

Awards and Recognitions

Marketing Awards - RiteBite Max Protein

ISM Finalist

The RiteBite Max Protein cookie, made with 7 grains and a rich protein blend, is a no-added-sugar, wholesome energy treat - recognised as an ISM Finalist for Best Bakery Product

Marketing Awards - Everyuth

Influencing gen-z cohort on digital - Gold

Women's day occasional marketing - Bronze

Everyuth bagged Gold at Shark Awards'25 in 2 categories for Achanak moments campaign

- FMCG Personal Care
- Age targeted Digital Campaign

Everyuth Shark Awards

e4m Awards: Best use of Influencers award for Everyuth

Marketing Awards - Glucon-D

Gold for Glucon-D for 'Energy ka Gola' campaign in 'Best Integrated PR Led Content Campaign category'

ICMA awards

Silver for Glucon-D 'Right Here Right Now' campaign

IDMA Awards

Silver for Glucon-D for 'Best use of Mobile Marketing'

Silver for Glucon-D for 'Best CSR Initiative'

e4m Awards

BW APPLAUSE Award

Marketing Awards - Nutralite

Nutralite Activ PB Spread 'Best Vegan Butter by Peta India'

Peta – Best Vegan Butter

Bronze for Nutralite Chef AI

IDMA Awards

Nutralite Chef- Nutralite's technology first AI led innovation awarded under the FMCG - Food segment

Nutralite Brand Disruption Award

Sustainability Award

S&P Global TOP 10% Corporate Sustainability Assessment 2025 Score

Marketing Awards - Nycil & Complan

Bronze for Nycil for Best use of Mobile Marketing

Nycil e4m Awards

Complan won Bronze in ET Shark Awards in **FMCG Household Category**

Marketing Awards - Sugar Free

Gold for Sugar Free D'lite V-day campaign

IDMA Awards

Gold for Sugar Free for 'Best Content Marketing Campaign'

Bronze for Sugar Free for 'Best use of Celebrity/ Influencer'

e4m Awards

Category creation & Innovation - Gold

Content marketing campaign - Silver

Excellence in use of collaborative content - Silver

DG+ Awards

Company Award - Comfort Click

Top 20 Fastest Consumer Products firms in the UK. The UK Fast Growth Index is supported by UBS Bank

Achieved the Financial Times top 1,000 fastest growing companies in Europe for three consecutive years

Energy Efficiency Award - Aligarh Plant

ZWPL Aligarh emerged 1st Runner-Up at the 9th CII National Energy Efficiency Circle 2025 for "Best Application and Uses of Renewable Energy," reaffirming the commitment to sustainable innovation

HR Awards

Certified as a "Great Place to Work" for four consecutive years

Legal Awards

"Legal Team of the Year - FMCG" at the India Legal Awards 2025, honoring its impactful IPR enforcement and anti-counterfeiting efforts

Chairman's Message

Dr. Sharvil P. Patel, Chairman

Dear Shareholders,

Navigating a Changing Global Landscape

The global business environment in 2025–2026 has been shaped by geopolitical shifts and regional conflicts that have disrupted supply chains, increased energy and logistics costs, and heightened uncertainty across markets. While global growth has remained moderate, volatility has become a defining feature of the operating environment, making resilience, agility and disciplined execution essential for sustaining long-term performance.

In India, businesses have navigated rising input and packaging costs, supply chain volatility and demand sensitivity linked to monsoon patterns and rural income trends. At the same time, the Indian fast-moving consumer goods (FMCG) sector continues to evolve, with growth increasingly driven by volumes, differentiated product offerings, omni-channel distribution and a more balanced rural–urban demand mix. These shifts are shaping a competitive yet opportunity-rich landscape.

Against this backdrop, our organisation demonstrated resilience and stability. Our limited exposure to highly impacted regions, combined with strong supply chain capabilities and prudent risk management, enabled us to manage disruptions effectively. While certain seasonal categories experienced temporary headwinds, the overall business remained stable and well positioned, reflecting the strength of our portfolio and the discipline of our execution.

Scaling Growth, Expanding Global Reach

During the year, we made steady progress on our strategic priorities, guided by a disciplined approach to expansion and a strong focus on consumer-centric growth. A key milestone was our entry into the United Kingdom, European Union and United States markets through the acquisition of Comfort Click, marking an important step in strengthening our global presence.

We also continued to build our position in categories aligned with long-term consumer trends, particularly in Vitamins, Minerals and Supplements. These categories are benefiting from a growing emphasis on preventive healthcare and wellness and represent a natural extension of our science-led capabilities. Our increased focus on digital and direct-to-consumer channels has further enhanced consumer engagement and strengthened our ability to respond to changing market dynamics. Together, these initiatives are diversifying our revenue streams, expanding our geographic reach and reinforcing our foundation for sustained growth.

Trusted Brands, Meeting Evolving Customer Preferences

Our portfolio of iconic brands – Sugar Free, Glucon-D, Complan, Everyuth, Nycil and Nutralite – continues to enjoy the trust of millions of consumers. This trust has been built over decades through consistent quality, reliability and science-led innovation. At the same time, these brands continue to evolve to meet changing consumer expectations and lifestyles.

We remain focused on ensuring that our brands stay relevant in a dynamic marketplace. Through new formats, product innovations and wellness-oriented positioning, we are responding to emerging trends such as functional nutrition, convenience-led consumption and health-conscious choices. This ability to combine trust with adaptability enables us to offer consumers more meaningful choices while sustaining category leadership. In an increasingly competitive FMCG environment, maintaining consumer trust while expanding relevance remains central to long-term brand strength.

Strategic Actions, Sustainable Value

Our acquisitions, including Comfort Click, Naturell and Heinz India, have strengthened our portfolio and enhanced our capabilities across geographies and categories. These investments have expanded our digital and distribution networks, improved operational efficiency and accelerated our entry into new growth segments.

Importantly, they have increased our presence in higher-margin and digital-first business models, improving scalability and strengthening our long-term profitability profile. Our disciplined approach to integration and value creation ensures that these investments continue to contribute meaningfully to sustainable growth. Collectively, these strategic actions are helping us build a more diversified, resilient and future-ready enterprise.

Innovation Driving Differentiation And Choice

Innovation remains central to our strategy and is a critical capability in the FMCG industry, where evolving consumer preferences, shorter product cycles and heightened expectations for quality and convenience demand continuous renewal. Our R&D efforts are guided by consumer insights and scientific rigour, enabling us to develop differentiated, benefit-led solutions across categories.

Innovation also enables us to offer consumers a wider range of relevant and personalised choices, helping our brands remain responsive to diverse needs and preferences. We are increasingly leveraging data and advanced analytics to strengthen decision-making, improve forecasting and accelerate innovation cycles.

At the same time, we recognise that technology must be complemented by human judgement and scientific validation. Ensuring product safety, efficacy and consumer trust remains fundamental to our approach, reinforcing our commitment to responsible and consumer-centric innovation.

People at the Core of Progress

Our people remain the foundation of our success and a key driver of long-term performance. During FY26, we strengthened our focus on holistic well-being through initiatives supporting physical, mental and financial health, while continuing to foster a culture of inclusion, collaboration and growth.

Technology-enabled platforms have enhanced personalisation, recognition and transparency, while structured programmes such as SHINE and ASPIRE continue to build leadership capability and strengthen organisational resilience. These efforts have contributed to stronger engagement, improved diversity representation and a workplace culture grounded in trust and shared purpose. We believe that investing in our people is essential to sustaining performance and enabling future growth.

Sustainability in Action

Sustainability remains integral to how we are building our business for the future. Our commitment to responsible growth is reflected in our continued focus on climate action, water stewardship and responsible supply chain practices.

During the year, we strengthened our approach through alignment with global frameworks, expanded Scope 3 disclosures and the integration of environmental considerations into operational decision-making. These efforts are supported by strong governance and independent assurance, ensuring transparency and accountability in our sustainability journey. Our recognition among leading global ESG performers reflects steady progress and reinforces our commitment to responsible and future-ready growth.

Looking Ahead with Confidence

We remain optimistic about the future. Our strong portfolio, expanding global footprint and focus on high-growth segments provide a solid foundation to capture emerging opportunities and deliver sustained performance.

We will continue to invest in innovation, strengthen our brands and expand digital capabilities, while maintaining discipline in execution and capital allocation. Guided by a long-term perspective and a clear sense of purpose, we are confident in our ability to build a stronger, more resilient and future-ready organisation. Above all, we remain committed to creating enduring value for our consumers, employees, partners and shareholders.

Dr. Sharvil P. Patel
Chairman

Stakeholder Engagement

ZW's ongoing success is driven by its ability to strategically envision and effectively execute initiatives, supported by the continued trust and confidence of its stakeholders. Through sustained collaboration, the Company and its stakeholders have identified growth opportunities, explored new markets and achieved significant milestones. Active stakeholder engagement remains a core strategic priority, enabling the Company to refine its objectives, align with evolving expectations and identify emerging opportunities for long-term value creation.

Stakeholder Engagement Process

1. Identify and map key internal and external stakeholders
2. Assess stakeholder influence, impact and level of importance
3. Develop and implement tailored engagement strategies for each stakeholder group
4. Continuously monitor and strengthen stakeholder relationships through effective engagement mechanisms

Key Internal and External Stakeholders

Stakeholder	Coverage	Frequency of Communication	Engagement Topics	Engagement Channels	Capital Linkage
Employees The Company provides a progressive, inclusive and engaging workplace environment that fosters employee development and enhances job satisfaction. Continuous investment in its workforce enables the Company to improve productivity, reduce attrition and cultivate a culture of innovation and excellence.	• Human Resources • Corporate Services • Medical Services	• Annually • Quarterly • Monthly • Need-Based	• Employee well-being • Health & safety • Performance reviews • Career development conversations • Training	• Emails • SMS • Meetings • Surveys • Feedback • Website • Internal portals	• Intellectual • Human • Manufactured
Investors Executing a resilient and scalable business strategy is fundamental to ensuring financial stability and sustainable value creation for shareholders. A robust financial position strengthens investor confidence, enabling the Company to capitalise on new opportunities and drive long-term growth.	• Investors Relations • Regulatory & Business Compliance	• Annually • Half-Yearly • Quarterly • Monthly • Need-Based	• Financial performance • Growth plans and strategies • Shareholder returns and dividends • Annual Report • Long-term Value Creation • Business resilience & agility	• Meetings • Conferences • Investor calls • Correspondence • Annual General Meeting	• Financial • Social and Relationship
Customers The Company aims to reinforce its position as a preferred and trusted brand through a customer-centric approach focused on understanding and addressing evolving customer needs and expectations.	• Business Teams	• Annually • Monthly • Quarterly • Need-Based	• Customer Experience • Product and Service Quality • Consumer Expectations	• Meetings • Surveys • Web Portals • Advertisement • Consumer Grievance Redressal Mechanism • Social media Handles	• Financial • Manufactured • Intellectual • Natural • Social and Relationship
Suppliers & Business Partners The Company maintains strong, transparent and long-term partnerships with its suppliers and requires adherence to its Supplier Code of Conduct, ensuring ethical, sustainable and compliant business practices across the value chain.	• Critical/Strategic Suppliers	• Annually • Need-Based	• Vendor Meetings • Supplier Audits • Facility Visits • Terms of Trade	• Meetings • Annual Reports • Compliance Filings • Feedback	• Financial • Manufactured • Social and Relationship
Communities The Company prioritises the well-being of local communities as a key component of its social responsibility. By contributing to their development, the Company strengthens its social licence to operate, builds trust and fosters mutually beneficial relationships.	• CSR Teams • Zydus Foundation	• Annually • Half-Yearly • Need-Based	• CSR Initiatives • Employee Volunteering • Social media & Websites	• Meetings • Newsletters • Surveys • Trainings and Fieldworks • Virtual Engagement	• Natural • Social and Relationship
Government & Regulatory Authorities Regulatory frameworks and government policies play a critical role in shaping the Company's operating environment. Through proactive engagement, the Company ensures compliance, anticipates regulatory developments and aligns its strategies to leverage opportunities while mitigating risks.	• Regulatory and Business Compliance • Legal	• Annually • Quarterly • Need-Based	• In-person meetings • Conference • Official Communications • Statutory Publications • Through Industry Associations	• Industry Representations • Filings • Correspondence • Meetings	• Financial • Natural • Social and Relationship

Materiality Assessment

Zydus Wellness is committed to identifying and addressing the most relevant Environmental, Social and Governance (ESG) priorities to create sustainable long-term value for all stakeholders. Prioritising stakeholder interests enables stronger relationships, enhances brand reputation and supports sustainable business growth. The Company's approach reflects a responsible and forward-looking business model, recognising the critical role stakeholders play in shaping its long-term success.

The Company's Approach

The Company operates in a dynamic and continuously evolving business environment, requiring regular evaluation of material issues. It periodically assesses and prioritises key ESG topics that significantly impact both its business and stakeholders. During FY 2023–24, the Company conducted a comprehensive materiality assessment aligned with internationally recognised reporting standards to identify and prioritise material issues. The process included:

- Identification of key internal and external stakeholders with significant influence and impact.
- Collection of stakeholder inputs through structured engagement mechanisms.
- Detailed evaluation of potential material topics from both stakeholder and management perspectives.
- Prioritisation of material topics based on their strategic importance and impact.

The outcome of this assessment enables the Company to focus on critical areas that drive sustainable value creation and risk management.

Approach to Materiality Assessment

Peer Benchmarking: A comprehensive review of industry peers and globally recognised frameworks, including GRI and SASB, was conducted to identify and benchmark relevant material topics.

Stakeholder Identification: Key internal and external stakeholder groups were identified and prioritised based on their influence and impact on the organisation.

Stakeholder Survey: Structured questionnaires were administered to gather stakeholder feedback and assess the significance of potential material topics.

Stakeholder Response Evaluation: Feedback was systematically analysed and consolidated to develop a comprehensive understanding of stakeholder perspectives on material issues.

Material Topic Prioritisation: Insights from the analysis were used to prioritise material topics based on their significance to stakeholders and their impact on the Company's long-term value creation.

Key Material Topics

Parameters	Material Topics	Mapping with the Integrated Report
Environment	Climate Change Management – Energy and Emissions	• Natural Capital • Financial Capital
	Waste Management	• Natural Capital • Manufactured Capital • Financial Capital
	Water Stewardship and Management	• Natural Capital • Manufactured Capital • Financial Capital
	Circular Economy and Resource Efficiency	• Natural Capital • Manufactured Capital • Financial Capital
	Biodiversity Conservation	• Natural Capital • Financial Capital
Social	Employee Well-being and Engagement	• Human Capital • Financial Capital
	Human Rights and Ethical Labour Practices	• Human Capital • Intellectual Capital
	Occupational Health and Safety	• Human Capital • Manufactured Capital • Social and Relationship Capital
	Customer Relationship Management and Satisfaction	• Social and Relationship Capital • Intellectual Capital
	Community Development and Engagement	• Social and Relationship Capital • Human Capital
Governance	Research and Innovation	• Intellectual Capital • Manufactured Capital • Financial Capital
	Responsible Marketing and Product Stewardship	• Social and Relationship Capital • Intellectual Capital
	Sustainable Supply Chain Management	• Social and Relationship Capital
	Business Ethics and Integrity	• Social and Relationship Capital
	Corporate Governance and Compliance	• Financial Capital

Risks and Opportunities

As a prominent player in the health and wellness sector, the business operates in a dynamic and increasingly competitive business environment shaped by evolving consumer preferences, input cost volatility, regulatory scrutiny and macroeconomic uncertainty. These external and internal factors have the potential to influence its operating performance, margins and long-term value creation.

In line with its strategic priorities, the Company continues to balance growth acceleration with disciplined risk management, ensuring resilience while capitalising on structural demand for nutrition, wellness and preventive health solutions.

To safeguard stakeholder interests, the Company has established a comprehensive enterprise risk management framework that enables the early identification, assessment and mitigation of material risks across the value chain.

Concurrently, Zydus Wellness continues to actively pursue growth opportunities through premiumisation, product innovation, distribution expansion and operational efficiencies, while capitalising on evolving consumer trends and selective expansion into high-growth markets. This strategic focus enables it to respond proactively to market shifts, reinforce its competitive position and create sustainable long-term value for all stakeholders.

Risk Governance

A strong risk governance structure forms the backbone of the Company's enterprise-wide risk management process. Framed in accordance with regulatory standards, the Board-approved Risk Management Policy provides a structured mechanism to identify, assess and mitigate risks in a timely manner.

The Risk Management Committee conducts periodic reviews of the system, offering strategic guidance to Management and the Board to enhance risk resilience.

This governance framework supports ZW's focus on execution excellence, margin protection and sustainable growth, ensuring that strategic initiatives, such as portfolio premiumisation, supply chain optimisation and channel diversification, are pursued within clearly defined risk thresholds.

The Board of Directors provides oversight and ratifies risk-related policies, while the Audit Committee reviews internal controls and the effectiveness of risk systems. The Risk Management Committee (RMC), a Board-level body, periodically reviews key risks, monitors mitigation progress and reports to the Board.

The Senior Management implements risk strategies and assesses performance at the operational level. The Chief Risk Officer, a role held by the CFO, ensures integrated risk evaluation across the enterprise.

Risk Governance Framework

Risk Management Committee
Policy formulation, implementation oversight, evaluation and reporting

Senior Management
Develops and executes risk mitigation and business continuity plans

Functional Heads
Risk identification and control implementation in respective domains

Employees
Adherence to controls and proactive risk reporting

Risk Management Framework

ZW's risk management framework is a cornerstone of its governance and decision-making processes. It ensures that risks are managed systematically, in alignment with the Company's risk appetite, capital allocation priorities and medium-term strategic objectives, as communicated to stakeholders.

The framework is designed to remain agile, enabling management to respond swiftly to emerging risks such as commodity price volatility, competitive intensity from new-age wellness brands and evolving regulatory requirements, while continuing to support growth initiatives.

Risk Identification
Ongoing identification of internal and external risks across strategic, financial and operational domains

Risk Assessment & Analysis
Prioritisation based on likelihood and impact—classified as High, Medium, or Low

Risk Mitigation
Strategies include transferring (e.g., insurance), sharing (e.g., partnerships), or retaining with internal controls

Control & Monitoring
Continuous monitoring through internal systems and action plan tracking by RMC

Risk Reporting
High-rated risks reported to the Board and Audit Committee; others are tracked internally

Strengthening Risk Culture

Zydus Wellness believes that building a robust risk culture goes beyond systems; it requires alignment of mindset and behaviour across the organisation. To this end, it actively promotes transparency, responsiveness and cross-functional collaboration in managing uncertainties.

As the Company scales innovation and premium offerings, fostering a strong risk culture remains critical to ensuring responsible decision making, disciplined execution and consistent delivery against strategic commitments shared with investors and stakeholders.

Key Risks and Opportunities

The Company identifies and manages key strategic and operational risks while actively pursuing growth opportunities aligned with long-term market trends and investor priorities. Its approach ensures business continuity while supporting sustainable and profitable performance.

Emerging key risks include volatility in input costs, intensifying competition in the wellness and nutrition segment, regulatory changes impacting product formulation, claims and execution risks associated with premiumisation and innovation.

These risks are mitigated through cost management initiatives, diversified sourcing strategies, strong compliance processes and continuous monitoring of market dynamics.

Key opportunities arise from increasing consumer focus on health and wellness, expansion of value-added and premium product offerings, deeper penetration across modern trade and digital channels and productivity-led margin improvement initiatives.

ZW's strategic emphasis on innovation-led growth, brand strengthening and operational efficiency positions it well to capture these opportunities while managing associated risks.

For detailed insights on key risks and opportunities, refer to the Management Discussion and Analysis section and the Business Responsibility and Sustainability Report of this Annual Report.

Corporate Governance

Corporate governance is the foundation of ZW's commitment to responsible business practices, transparency and accountability. The Company's governance framework is designed to uphold the highest standards of integrity while aligning with the evolving expectations of stakeholders and regulatory authorities. Guided by a well-experienced Board of Directors (Board), robust policies and a culture of ethical conduct, the Company ensures that every decision contributes to long-term value creation.

ZW's business operations, strategic direction, growth agenda and transformation journey are driven by a visionary leadership team. It follows a top-down approach to embedding ethical values and responsible conduct across the organisation. The strong internal control systems establish effective checks and balances at every level, ensuring compliance with all applicable laws and regulations.

Governance Structure

ZW's governance structure is designed to uphold accountability, transparency and strategic oversight across the organisation. The Company operates under a one-tier Board system, in which a unified Board is collectively responsible for its governance, performance and compliance with applicable legal, regulatory and ethical standards. The Board comprises Executive, Non-Executive and Independent Directors with diverse expertise spanning consumer business, sustainability, finance, law, business management, information technology & cyber security and governance. This enables balanced decision-making and effective oversight. The Board plays an active role in identifying emerging risks and opportunities, shaping key policies and safeguarding long-term stakeholder value.

Both Audit Committee and Nomination and Remuneration Committee are chaired by Independent Directors.

This robust Board structure enables disciplined, transparent and stakeholder-focused decision-making, supporting long-term value creation alongside sustainable business growth.

Name of the Director	Designation	Committee Memberships
Dr. Sharvil P. Patel	Chairman (Non-Executive Non-Independent Director)	• Chairman - CSR and ESG Committee • Chairman - Risk Management Committee • Chairman - Share Transfer Committee • Chairman - Finance and Administration Committee
Ms. Dharmishtaben N. Raval	Independent Woman Director	• Chairperson - Audit Committee • Member - Nomination and Remuneration Committee
Mr. Srivishnu R. Nandyala	Independent Director	• Member - Audit Committee • Member - Nomination and Remuneration Committee • Member - Stakeholder's Relationship Committee
Mr. Akhil A. Monappa	Independent Director	• Member - Audit Committee • Member - Risk Management Committee
Mr. Kulin S. Lalbhai	Independent Director	• Chairman - Nomination and Remuneration Committee • Member - Audit Committee • Member - CSR and ESG Committee • Member - Risk Management Committee
Mr. Ganesh N. Nayak	Non-Executive Non-Independent Director	• Chairman - Stakeholder's Relationship Committee • Member - Audit Committee • Member - CSR and ESG Committee • Member - Share Transfer Committee • Member - Finance and Administration Committee
Mr. Tarun Arora	CEO and Whole - Time Director	• Member - Stakeholder's Relationship Committee • Member - Share Transfer Committee • Member - Finance and Administration Committee

Board Diversity

4
Independent Directors (57.1%)

54 years
Average Age

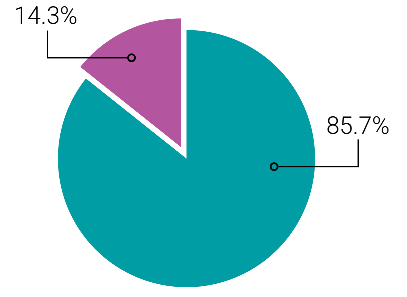
10.6 years
Average Tenure (Overall)

6.6 years
Average Tenure - Independent Directors

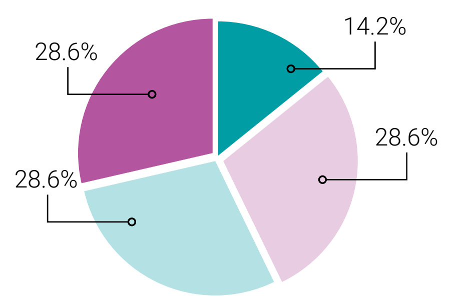
The Company views Board diversity as a strategic enabler that enhances governance quality and decision-making. The Company's Board brings together individuals with varied expertise, experiences and perspectives, enabling balanced deliberations and effective oversight. As of March 31, 2026, the Board comprised 7 (seven) Directors, including 4 (four) Independent Directors and 3 (three) Non-Independent Directors. The average age of the Board members is 54 years and their average tenure is 10.6 years. For Independent Directors, the average tenure stands at 6.6 years, reflecting both continuity and objectivity in Board functioning.

Zydus Wellness has adopted a formal Board Diversity Policy, developed by the Nomination and Remuneration Committee (NRC) and approved by the Board, in line with the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations). Through this Policy, the Company commits to fostering diversity in thought, experience, age, gender, background, knowledge and ethnicity. ZW's director appointments are merit-based, aiming to complement and broaden the collective competencies of the Board, especially in areas such as consumer business, sustainability, business strategy, law, information technology & cyber security and finance. Zydus Wellness does not discriminate based on religion, gender, age, or other personal attributes, provided individuals demonstrate the skills and integrity to contribute effectively.

Board Diversity - By gender



Board Diversity - By age



Board Meetings

The Board of the Company ensures strategic oversight and responsive governance through structured, well-documented and actively attended meetings. During the financial year 2025-2026, the Board convened 6 (six) meetings.

These meetings covered a wide spectrum of subjects, including business performance, strategic priorities, acquisition, risk mitigation, sustainability, compliance and shareholder interests. In addition, 36 Committee meetings were held during the financial year. The maximum gap between two committee meetings did not exceed 120 (One Hundred and Twenty) days, except Risk Management Committee meeting where the gap between two committee meetings did not exceed 210 days (Two Hundred and Ten) days as prescribed in the Companies Act, 2013 (the Act) and the Listing Regulations.

Nomination and Remuneration

The NRC plays a key role in ensuring that the Board and Senior Management possess the necessary diversity, competencies and ethics to lead the Company effectively. The NRC is composed entirely of Independent Directors, underscoring its autonomy and alignment with the Listing Regulations.

The NRC plays a crucial role in ensuring the effective leadership by identifying, nominating and evaluating Directors and Senior Management. It is responsible for recommending appointments, re-appointments and succession planning, while also formulating and reviewing policies on Board diversity and remuneration of the Directors and Key Managerial Personnels.

The NRC follows a structured, performance-driven remuneration Policy as outlined in the Board approved Nomination and Remuneration Policy, which:

- Aligns pay with performance and long-term business objectives.
- Balances fixed and variable pay components.
- Ensures transparency, fairness and compliance with legal standards.
- Governs sitting fees, commission, and incentive structures for Executive and Non-Executive Directors.

The Board re-election process involves Independent Directors serving fixed term up to 5 (five) years, with eligibility for re-appointment for one additional term up to 5 (five) years, subject to performance and approval of the members. The Executive and Non-Executive Directors retire by rotation, with one-third of the rotational directors retiring each year, in accordance with section 152 of the Act.

Capacity Building and Performance Evaluation of the Board

The Company recognises that a well-informed and engaged Board is essential for effective governance. The company takes a continuous and context-driven approach to enhance the collective capabilities of the Board members. This is often facilitated through ongoing dialogue, periodic reviews and strategic interactions that take place during the course of regular Board and Committee meetings. Zydus Wellness encourages open exchange of ideas and cross-functional insights on emerging topics-ranging from regulatory changes and governance practices to sectoral shifts and Sustainability & Climate Change related aspects. These touchpoints enable the Board to remain contextually informed and provide guidance that is both strategic and future focused.

In the context of the Company's ongoing digital transformation journey, these discussions also cover key technology initiatives such as unified BI dashboards, enterprise data lake creation, migration to secure cloud infrastructure and process digitisation through a cloud-based Distributor management system and warehouse management system, along with functional enablement through AI-enabled sales force automation and connected manufacturing interventions.

Zydus Wellness also recognises that as digital adoption scales, cybersecurity and data privacy are critical governance priorities. Accordingly, the Information Security & Cybersecurity Policy defines principles, responsibilities and minimum controls across the organisation and third parties, with Board / Risk Management Committee oversight of cyber risk appetite and incidents with defined roles for implementation and reporting.

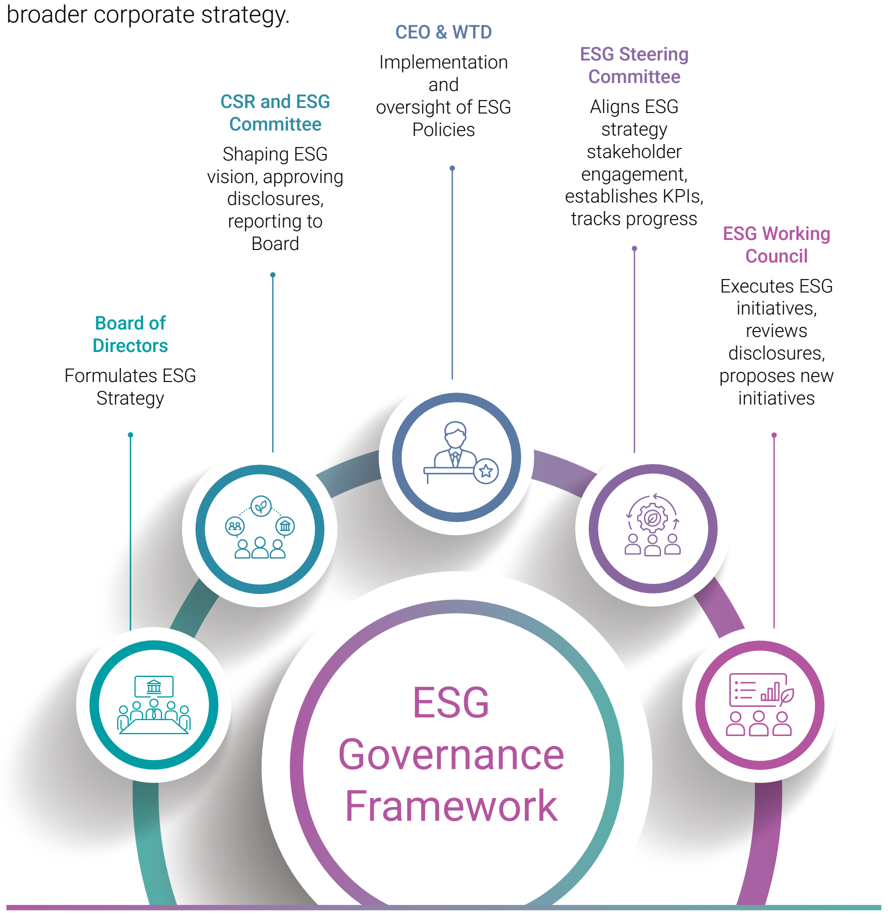
Zydus Wellness undertakes a formal, annual evaluation of the Board, its committees and individual Directors, overseen by the NRC. The evaluation covers a range of parameters including Board composition, dynamics, contribution to strategic direction and effectiveness of oversight mechanisms. The process is designed to be comprehensive and forward-looking, helping the Company identify areas of strength and opportunities for improvement. Insights from the evaluation inform decisions related to Board composition, succession planning and governance enhancements, ensuring that the actions and decisions of the Board align with the strategic vision and corporate ethos of the Company.

Sustainability and Climate Governance

ZW's approach to sustainability is integrated within the broader ESG framework, ensuring that the Company's actions are aligned with regulatory expectations and global standards. ZW's governance structure ensures that the ESG and climate related strategies align with its corporate objectives, regulatory requirements and global ESG standards.

Board Oversight

The Company's CSR and ESG Committee, made up entirely of Board members, provides strategic oversight of the climate related initiatives. This Committee with well defined terms of reference is responsible for defining the Company's ESG agenda, assessing ESG risks and opportunities, monitoring progress and approving public climate disclosures. The CSR and ESG Committee and Board reviews sustainability performance on a periodic basis, integrating them into the broader corporate strategy.



Management Responsibility

ZW's climate related strategies are subject to structured oversight and periodic review. The ESG Steering Committee, comprising department heads, monitors the implementation of initiatives and tracks progress against the Company's sustainability goals. This committee operates under the guidance of CEO & WTD, ensuring that sustainability considerations are embedded into organisational decision-making and aligned with long-term business objectives. The Company's CEO & WTD is directly responsible for overseeing the implementation of sustainability policies, ensuring they align with the long-term sustainability commitments. The ESG Leads oversee specific climate activities, while the ESG Working Council ensures these initiatives are carried out effectively across the organisation.

Business Ethics

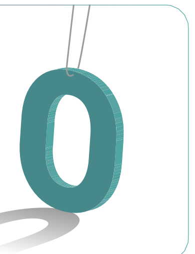
Ethical conduct is at the core of ZW's corporate ethos, which emphasises ethical decision-making, fair competition, human rights and responsible supply chain management. ZW promotes transparency and encourage open dialogue, inviting its employees, stakeholders and Directors to raise ethical concerns or report potential violations via whistle blower mechanism. The Company addresses these reports with due diligence and take necessary actions to resolve any issues, reinforcing the Company's dedication to upholding the highest ethical standards.

Code of Conduct

The Code of business conduct and ethics provides a framework for all employees, Directors and stakeholders, ensuring actions align with the core values of professionalism and fairness. This code is publicly available on the website of the Company and all Directors and Senior Management personnel are required to affirm their adherence to this code annually. The code emphasises compliance with all applicable laws, including those related to insider trading, anti-bribery and anti-corruption and upholds the confidentiality of company and stakeholder information. It further stresses the importance of avoiding conflicts of interest and ensuring that personal interests do not interfere with the Company's best interests.

In FY 2025-2026, the Company had no reported instances or grievances concerning bribery, corruption, conflicts of interest, or any other ethical misconduct. There were also no pending legal cases or actions initiated against the Company for breaches of legal regulations, including anti-competitive actions and violations of anti-trust and monopoly laws.

NIL
instances of Breach of Code of Conduct



Whistleblower Mechanism

Established a vigil mechanism to provide stakeholders with a secure channel to report unethical behaviour, misconduct, fraud, or violations of the Code of Conduct, including the leakage of Unpublished Price Sensitive Information (UPSI), in compliance with the act and Listing Regulations. The policy covers all stakeholders, including employees, customers, suppliers and directors and allows them to report concerns such as abuse of authority, fraud, breach of laws, misuse of confidential information, negligence and UPSI leakage.

Reporting of complaints for financial matters can be made to Chief Financial Officer and non-financial matters to Chief Human Resource Officer on email id specified in the policy or to the Chairperson of the Audit Committee, in case of complaints against the above persons or if the concerned is not satisfied with the outcome of investigation on email id specified in the policy. The anonymous complaints are not accepted. The Company ensure protection for whistleblowers against retaliation, discrimination, or unfair treatment and guarantee confidentiality throughout the process. If a report is found to be malicious or false, the whistleblower will be barred from further reporting. The outcome of investigations is communicated to the whistleblower and the Company reserves the right to amend the policy as needed. In the financial year 2025-2026, the Company reported zero complaints regarding any malpractice or unethical behaviour.

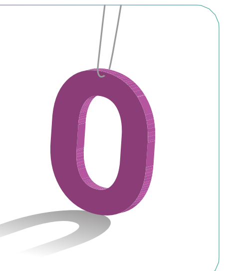
Sustainability and ESG Policies

The Company's Sustainability and ESG policies form the foundation of the governance and risk management approach, guiding ethical, responsible and compliant decision-making across the organisation. Regularly reviewed and updated, these policies enable the Board and leadership to align with evolving regulatory requirements and global best practices, while safeguarding stakeholder interests.

The policies are publicly available on the website of the Company and can be accessed at the following link: https://zyduswellness.com/investors.php. For a detailed list of policies, refer to the corporate governance report, which forms part of the Integrated Annual Report.

Cybersecurity and Data Privacy

NIL
instances of Data Breach & Cybersecurity incidents



Zero data breaches and Cybersecurity incidents

The Company continues to prioritise data protection and cyber resilience as a critical business imperative. During the financial year 2025-2026, the Company strengthened the cybersecurity roadmap to address evolving threats and regulatory expectations, ensuring confidentiality, integrity and availability of information.

Advanced Technology and Zero-Trust Approach

Zydus Wellness transitioned towards a Zero Trust Network Access architecture by deploying Zscaler, which enforces secure connectivity across endpoints and cloud resources.The Company's cybersecurity backbone is further reinforced by CrowdStrike Endpoint Detection & Response, offering proactive threat detection and response. Additional safeguards, including USB port blocking, BitLocker encryption and Multi-Factor Authentication, were enforced organisation wide. The sensitive applications and websites were migrated to secure cloud platforms, backed by periodic Vulnerability Assessment & Penetration Testing and continuous monitoring.

Governance and Compliance

A comprehensive Information Security & Cybersecurity Policy has been adopted, aligned with ISO 27001 standards, governs all practices. This includes role-based governance, robust SOPs and a defined incident response framework. The vendor and partner engagements are monitored through ISO/SOC compliance checks, ensuring third-party security assurance. The Annual Business Continuity and Disaster Recovery drills, coupled with backup validation, ensure operational resilience.

Culture and Awareness

Recognising the human factor in cybersecurity, Zydus Wellness launched an enterprise-wide Cyber Awareness Program through learning management system, phishing simulations and targeted campaigns on authentication hygiene, phishing alerts and data protection best practices.

Sustainability and Privacy Commitment

In alignment with the sustainability goals, Zydus Wellness actively promote responsible information technology practices, such as certified e-waste management and energy efficiency in information technology operations. Protection of Personally Identifiable Information remains a cornerstone of the Company's data governance initiatives.

Value Creation Model

Value Creation Approach

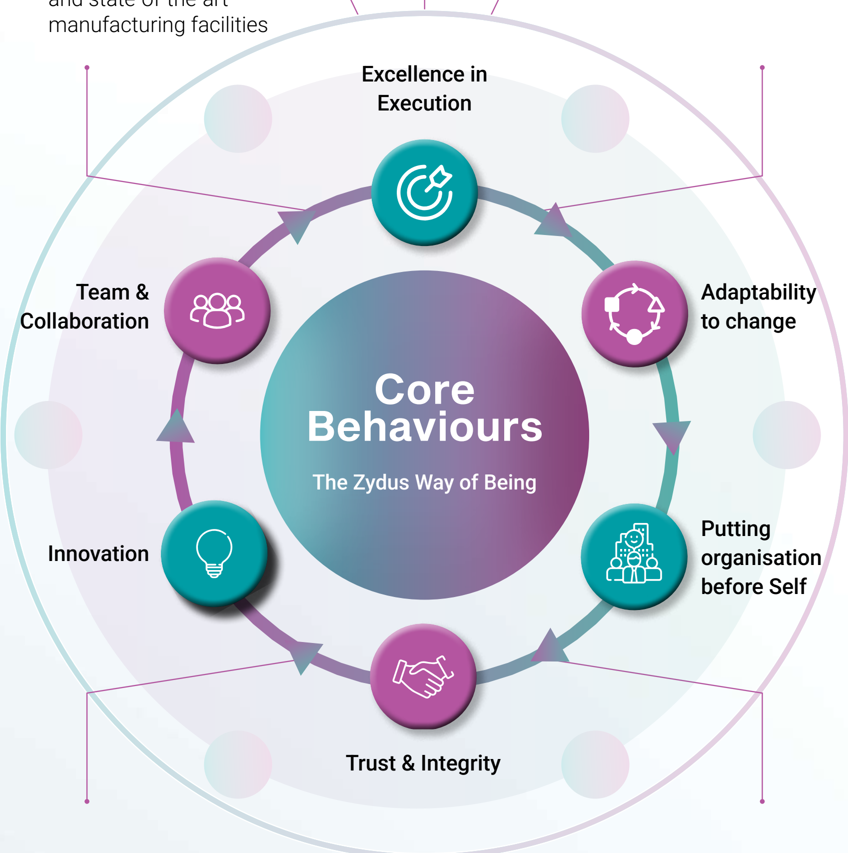
Vision
We bring Wellness to your Life. Our vision is to bring wellness to your life. We'll create new products that will Nourish, Nurture and Energize your life. We shall lead the way through Innovation.

Zydus Wellness DNA
To build new emergent categories with differentiated product propositions. Philosophy of building products that are good for you.

Zydus Wellness Strategy
Capital and resources are materially allocated towards brand strengthening, R&D, manufacturing efficiency, digital enablement and sustainability initiatives to balance short-term performance with long-term value creation.

Strategy execution and capital deployment
Strong R&D and innovation capabilities, quality labs and state-of-the-art manufacturing facilities

Agile distribution and supply chain network
Operations, innovation and supply chain management



Talent, customer and stakeholder engagement
AI-enabled and digitally driven consumer engagement

Sustainability, compliance and risk management
Integrated ESG goals into core operation strategy

Capital Type & Inputs	Outputs	Outcomes	Linkage to SDGs
Financial Capital as on April 1, 2025 • Shareholder's Fund ₹56,716 million; • Net Debt ₹754 million	• Revenue from operations: ₹39,610 million • Operating Profit: ₹5,097 million • Net profit: ₹1,972 million • Market Capitalisation: ₹1,35,568 million • Bolt on acquisition : GBP 242 million	• Growth in revenue: 46% • Increased shareholder value and proposed dividend	8, 9
Manufactured Capital • 4 state-of-the-art manufacturing facilities • 23 contract manufacturing sites across India, Bangladesh, New Zealand and Dubai • 1.80 lakh MT of Annual Capacity Capex Investments of ₹ 240 million in infrastructure, Technology upgradation & sustainable operation	• 12 new products and 23 new variants launched; Total 290+ SKUs; • 23% of chocolates and 58% of choco-spread exported from Ahmedabad; • 11% of cookies exported from Aligarh; • Continuous upgrades in infrastructure, hygiene, orderliness and sustainable plant operations	• Future-ready infrastructure supporting growth and scalability; • Enhanced productivity through efficient cost management; • Strong and consistent quality systems; • Faster product launches with shorter development cycles; • Zero-incident culture through strong safety systems	9, 12
Intellectual Capital • Dedicated R&D Centre • R&D Spend ₹141 million in FY 2025-26 • Establishment of state-of-the-art R&D institute • Advanced Predictive Analytics	• Market-leading brands • 12 new launches/ extensions • Increased saliency of organised channel • Collaboration with leading professionals to enhance scientific and product innovation capabilities	• Enhanced innovation leadership backed by research and clinical trials on functional claims • Strong consumer engagement through AI personalisation • Expanded market presence through new products with functional benefits	9
Human Capital • 1,685 Permanent workforce across geographies • 57,631 total training hours • Access to LinkedIn learning • Great Place To Work certified	• Certified as a Great Place to Work® for the fourth consecutive year • Zero incidents of violations • 27% improvement in last two years • Enhanced gender diversity • Internal job postings as preferred mode of hiring • Zero injuries/fatalities	• Increased employee engagement and retention • Positive workplace culture fostering innovation and inclusion • Future ready organisation with career progression through internal movements	3, 5, 8
Social and Relationship Capital • 378 R/M & P/M Suppliers; 426 Milk Suppliers • 1,950+ distributors • 2,700+ feet-on-street representatives • 80,000+ Direct and Indirect Farmers across 400 Villages • 25 Dairy Development Camps	• 80,000+ Direct and Indirect Farmers supported across 400 villages through DoodhShakti programme • Nourishes over 70+ million families • 12% input materials sourced from MSMEs / small producers	• Long-term sustainability and ethical business practices • Improved brand recognition and loyalty • DoodhShakti programme boosts rural economies by raising farmer productivity, promoting sustainable farming and improving livelihoods	1, 2, 12
Natural Capital • Energy Consumed 1.95 Lakh MWh • 2 MW Solar Capacity • Fresh Water 3.99 Lakh kL • 85.4% Green Fuel	• 11.4% increase in total energy consumption and 2.8% increase in water consumption (absolute basis) • During the reporting period, total energy and water consumption increased, primarily driven by expansion in Operational Capacity and acquisition of new Entities. Specific energy and water consumption also saw a temporary rise due to commissioning of new facilities and evolving product mix. • Biodiversity Management Plan and Climate Strategy implemented	• Improved Sustainability metrics (Energy, Water, Waste, Safety etc.). • Enhanced protection of local ecosystems and sustainable sourcing practices, thereby strengthening brand trust and regulatory compliance. • Advancing towards a Circular Economy. • Noteworthy accomplishment of scoring 84/100 in 99th percentile in S&P Global CSA, ranked 3rd globally in the food products industry, among 331 global companies in the peer group.	6, 7, 13

Growth Strategy

At Zydus Wellness (ZW), growth is pursued with purpose, anchored in consumer trust, science-led innovation and disciplined execution. Operating in a rapidly evolving health and wellness landscape, the Company continues to strengthen its position as a future-ready wellness company by aligning commercial success with long-term societal and environmental value creation.

A Consumer-Centric Growth Philosophy

The Company's growth strategy is rooted in a deep understanding of evolving consumer needs, particularly the increasing shift towards preventive healthcare, functional nutrition and wellness-oriented lifestyles. With a strong portfolio of trusted brands across nutrition, wellness and personal care, it focuses on enhancing relevance across consumption occasions, age groups and price tiers. This consumer-centric approach enables it to drive both volume growth and value expansion while reinforcing brand equity and trust.

Balanced Growth with Margin Discipline

The Company's growth approach balances topline momentum with profitability and resilience. It prioritises focused execution across core and power brands, supported by premiumisation, product renovation and science-backed innovation. At the same time, the Company maintains strong cost discipline through optimised operations and supply chain efficiencies to protect and enhance margins amid input cost volatility and competitive intensity.

Innovation and Portfolio Expansion

Innovation remains a key engine of growth. The Company continues to invest in product development aligned with emerging wellness trends, such as protein supplementation, low-sugar alternatives, functional foods and clean-label offerings. Its innovation strategy emphasises faster go-to-market execution, relevance-led line extensions and adjacencies that leverage existing brand strengths, reducing risk while accelerating scale.

A Year of Bold Moves

The Company continued to strengthen its global footprint by expanding into key international markets, including the UK, EU and USA, while entering high-growth categories within the VMS space across adult, kids and pet health categories. This strategic direction has also accelerated the scale-up of its overseas digital business platform.

In August 2025, the Company completed its first overseas acquisition of UK-based Comfort Click Limited (CCL). Through its three fast-growing brands, WeightWorld, Maxmedix and Animigo, CCL provides a strong entry into the rapidly expanding European VMS market, valued at GBP 11 billion. Operating across the UK and major European markets, CCL reported revenues of GBP 134 million, audited, for the financial year ended 30 June 2025, delivering a five-year CAGR of 57% and an adjusted operating profit of GBP 21 million. The company has also been recognised by the Financial Times as one of Europe's top 1,000 fastest-growing companies for three consecutive years.

Closer to home, the integration of RiteBite Max Protein has progressed seamlessly, outperforming internal expectations and translating into tangible improvements in profitability and scale. The brand's growing international presence, coupled with a steady progression in margins, underscores the strength of its operating model and the effectiveness of a disciplined integration approach.

The brand continues to demonstrate strong momentum, reinforcing its leadership in the protein snacking category through innovation and agile market responsiveness. Its expansion into new, high-potential categories during the year reflects its ability to anticipate and capitalise on evolving consumer preferences, while driving category development and broadening its addressable market.

Reimagining What Wellness Means

ZW's legacy brands continue to define and dominate their categories. Sugar Free holds a 96.1% market share in sugar substitutes, excluding the D'lite range and I'm lite. I'm lite is strengthening its 'Sugar Badlo, Health Badlo' proposition through sustained digital-led engagement, driving relevance and steady growth.

Glucon-D commands 58.9% of the glucose powder category, while Nycil leads the prickly heat powder category with a 33.2% share. Everyuth Scrub and Peel-Off continue to hold undisputed market leadership positions. This sustained leadership is driven by deep consumer understanding, product innovation and investments in brand equity.

Complan has a deeply loyal consumer base and extraordinary brand equity spanning 90 years. The Company is committed to reimagining its role in the nutrition space through new propositions across toddler nutrition, adult nutrition and new formats, making it more relevant to the health priorities of today's families.

Nutralite delivered double-digit growth, underpinned by a strong six-year CAGR and consistent portfolio performance.

In FY26, Zydus Wellness initiated the marketing and distribution of Cuticolor in organised channels. India's No. 1 doctor-prescribed hair colour, Cuticolor is free from ammonia, PPD and harsh chemicals, offering a safe and gentle colouring experience.

Multi-Channel Expansion and Digital Enablement

The Company's growth strategy is supported by a diversified and expanding distribution footprint. It continues to deepen its presence across general trade while accelerating growth through modern trade, e-commerce and emerging digital channels. Strong data analytics-led decision-making, targeted consumer engagement and digital enablement enhance its ability to personalise offerings, optimise assortments and improve execution effectiveness across channels.

Responsible and Sustainable Growth

Sustainability is integral to the Company's growth story. The Company embeds ESG considerations into strategic planning, capital allocation and day-to-day operations, ensuring that growth is responsible, resilient and future-oriented. Its commitments to climate action, resource efficiency, people's well-being, ethical governance and responsible supply chains reinforce long-term value creation for all stakeholders.

By aligning growth objectives with its ESG framework and the six capitals of value creation, the Company ensures that financial performance is achieved alongside positive environmental and social outcomes. This approach strengthens stakeholder confidence and supports sustainable competitive advantage.

Zydus Wellness' S&P Global ESG score reached 84 in 2025, placing the Company in the 99^{th} percentile among 331 global companies in its industry group and ranking it among the top three globally in the FAO Food Products category. This recognition reflects years of deliberate effort in renewable energy adoption, water intensity reduction and inclusive community development.

Resilience and Business Continuity

In an environment shaped by macroeconomic uncertainty, climate risks and supply chain complexity, resilience underpins the Company's growth strategy. It continues to strengthen business continuity capabilities across manufacturing, procurement, technology and talent management. Investments in digital safeguards, supplier partnerships and operational agility ensure uninterrupted delivery and reinforce its ability to execute growth initiatives consistently.

Global Ambitions, Grounded in India

With the acquisition of CCL, the Company's international business has grown from less than 5% of group revenue to over one-third of consolidated revenues. It now has a meaningful global footprint across 40+ countries, spanning Europe, the UK, SAARC, GCC, Africa and beyond. This geographic diversification is not merely a revenue story; it is a risk management imperative and a reflection of the Company's belief that Indian wellness expertise can serve the world.

Looking Ahead

As the Company progresses, it remains focused on building a trusted, innovation-led, future-ready and sustainable wellness platform. Through disciplined execution, selective portfolio expansion, consumer-centric innovation and strong governance, the Company is well positioned to deliver sustainable and profitable growth, creating enduring value for consumers, investors and society at large.

Driving Sustainable Value through ESG

At Zydus Wellness, sustainability is not a parallel workstream; it is embedded in how the Company plans, allocates capital and operates. The Company manages its business through the lens of six capitals: Financial, Manufactured, Intellectual, Human, Social & Relationship and Natural. Each investment decision, product innovation and partnership is evaluated for its impact across these six capitals.

This section sets out how that integration works in practice: the framework that organises the Company's ESG approach, the long-term vision that gives it direction, the FY 2025-26 progress that demonstrates delivery and the external benchmarks that hold it accountable.

ESG framework

ENVIRONMENT

Zydus Wellness is committed to reducing its environmental footprint across energy, water and waste. Its approach encompasses process-level resource efficiency, responsible waste and effluent management, a robust emissions inventory aligned with TCFD requirements and the development of green supply chains. Biodiversity preservation and targeted green initiatives complete its environmental programme, underpinned by science-based targets.

PEOPLE AND COMMUNITIES

ZW's social commitment centres on a workplace that is safe, inclusive and built for long-term well-being. The Company upholds human rights and fair labour practices across its operations, embeds occupational health and safety protocols at every facility and drives diversity, equity and inclusion through training, culture audits and measurable representation targets. Through community outreach and health-focused engagement programmes, the Company extends its wellness purpose beyond the factory gate.

GOVERNANCE

Robust governance is the foundation on which ZW's ESG commitments are made credible. The Company maintains a majority-independent Board, with independent chairpersons on the NRC and Audit Committee, holding Management accountable through a strong Code of Conduct and transparent disclosures. Stakeholder engagement, brand and information governance, cyber-security oversight and an effective grievance redressal mechanism complete its governance framework.

Vision

The Company's vision is to create wellness in the lives of people to nourish, nurture and energise through science-backed innovation. Zydus Wellness is extending this purpose into a future-ready enterprise: one whose products enrich lives sustainably, whose operations transition toward low-carbon and circular models, whose growth is accelerated by digital transformation and whose conduct is anchored in transparency, fairness and inclusion. As the definition of wellness expands to include planetary and social health, so does ZW's purpose and responsibility to deliver it. This is how the Company intends to build enduring value for consumers, communities, employees and shareholders alike.

Focus area	Strategic intent
Customer well-being	To anticipate evolving health and wellness needs and develop science-backed, consumer-centric products.
Sustainable operations	To transition towards climate-resilient, resource-efficient manufacturing and logistics.
Digital leadership	To harness data, AI and digital tools to personalise consumer experiences and drive operational agility.
Inclusive growth	To build a diverse, skilled and purpose-driven workforce that reflects the communities the Company serves.
Ethical governance	To lead with transparency, accountability and robust governance frameworks that protect stakeholder interests.

2025
Product innovation aligned with climate-smart solutions

2030
- 50% renewable energy
- 50% GHG reduction
- 25% freshwater reduction
- 100% critical supplier ESG compliance

2040
Carbon-neutral operations

ESG commitments

ZW's ESG commitments are specific, measurable and aligned with internationally recognised frameworks including the Science Based Targets initiative (SBTi) and the Task Force on Climate-related Financial Disclosures (TCFD). The following targets govern how the Company manages resources, cares for its people and uphold ethical governance through 2030 and beyond.

ENVIRONMENT*

50%
GHG emissions reduction from direct operations by 2030

50%
Energy efficiency improvement by 2030

50%
Renewable energy share by 2030

25%
Freshwater intensity reduction by 2030

Zero
Liquid discharge and waste to landfill by 2030

Net zero
Carbon-neutral operations by 2040

SOCIAL

Zero
Lost-time injuries

Zero
Discrimination across gender, caste, colour & creed

10%
Women in total workforce By 2030

GOVERNANCE

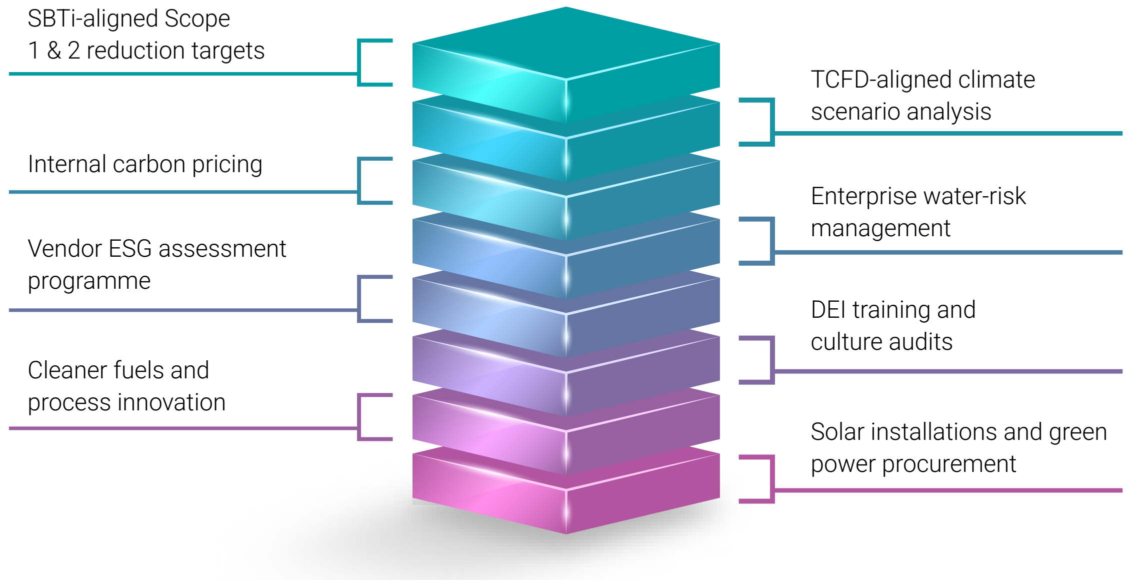
57%
Independent directors on the Board

Zero
Instances of data breach and cybersecurity

Zero
Complaints received under the whistleblower mechanism

*The Company has outlined specific 2030 goals against the base year FY 2021-2022

KEY ENABLERS ACROSS PILLARS



FY 2025-26 ESG Highlights

Theme	FY 2025-26 progress
Climate strategy	Expanded Scope 3 greenhouse gas inventory from five to seven categories, incorporating purchased goods & services and business travel, materially strengthening the completeness of ZW's emissions accounting.
	Formalised commitment of Scope 1 and Scope 2 emission-reduction targets to the Science Based Targets initiative (SBTi), aligning ZW's climate ambitions with the 1.5°C pathway.
	Conducted TCFD-aligned climate scenario analysis and translated scenario insights into operational mitigation plans, strengthening climate resilience across manufacturing and the supply chain.
	Introduced Internal carbon pricing, embedding the cost of carbon into capital allocation and investment decisions across the business.
Resource stewardship	Implemented an enterprise-wide water risk management approach, integrating site-level water risk assessment into operational planning for the first time.
	Advanced the recyclable packaging roadmap, directing 10-15% of annual spend and approximately 20% of development effort toward sustainability-led packaging innovation.
Nature	Identified 399 native flora and fauna species across ZW's operational footprint and strengthened biodiversity mitigation actions based on prior-year assessment findings.
Waste management	Achieved a waste recovery rate of 97% across manufacturing facilities in FY 2025-26, diverting 2,667 of 2,741 metric tonnes of total waste generated away from disposal through recycling. Zero waste was directed into landfills or incinerated.
	Reduced hazardous waste generation by 34.8% year-on-year and plastic waste by 14.6%, reflecting improvements in process efficiency and packaging sustainability across Aligarh, Ahmedabad and Sikkim operations.
Supply chain	Expanded the vendor ESG assessment programme to cover a materially larger share of the supply base, with structured guidance provided to vendors to improve compliance with ZW's sustainability standards.
Governance	Maintained strong board independence with 4 Independent Directors (57% of the Board), with NRC and Audit Committee chaired by Independent Directors, reinforcing the rigour of Board oversight.

External Recognition: S&P Global Corporate Sustainability Assessment

ZW's performance on the 2025 S&P Global Corporate Sustainability Assessment (CSA) reflects the cumulative impact of its ESG commitments. The CSA evaluates companies across environmental, social and governance dimensions against a global industry peer group of 331 companies in the food products category.

CSA Score 2025

84 / 100

From 38 in 2022 - +121% over three years

Global Standing

99th Percentile

Top 3 in food products industry (331 peers)

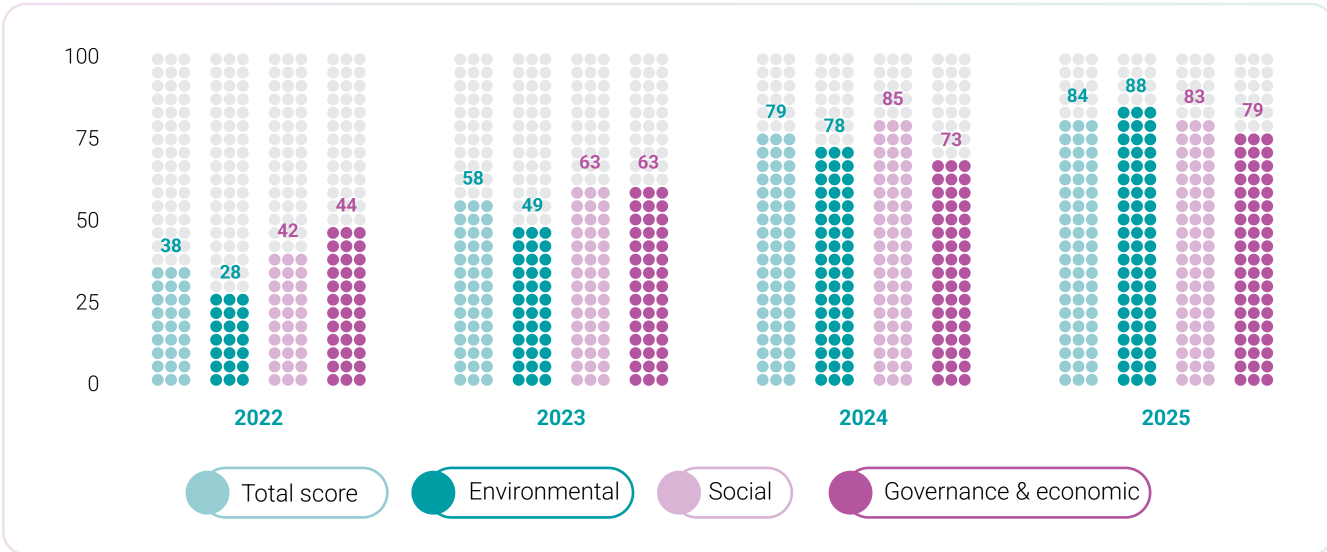
CSA Score 2025

Environmental	+12.8%
Social	-2.4%
Governance	+8.2%
Total	**+6.3%**

Source: S&P Global Corporate Sustainability Assessment, 2022-2025. Industry group: Food Products.

Top 10% Ranking in S&P Global Corporate Sustainability Assessment 2025

CSA Score Progression, 2022-2025 - Consolidated View



Total score in Zydus (Green); Environmental (Yellow), Social (Blue), Governance & economic (purple).
Value labels and year-on-year point changes shown on total line.

Sustainability as Strategy

Sustainability is embedded at the heart of Zydus Wellness' strategy, guiding how the Company grows, manages risk and creates long-term value. Through integrated thinking, strong governance and a clear focus on impact, the Company continues to align business success with broader environmental and social outcomes.

Financial Capital

Robust Financial Planning Drives Sustainable Growth

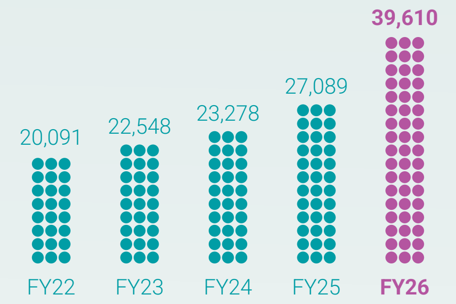
During the year, Alidac UK Limited, a wholly owned subsidiary of Zydus Wellness Limited, acquired Comfort Click Limited (CCL) in United Kingdom along with its three subsidiaries located in Ireland, USA and India at an equity value of GBP 242 million. This acquisition marked the Company's first overseas acquisition and its entry into the Vitamins, Minerals and Supplements (VMS) category.

During the year, the Company benefited from a gradual decline in prices of key inputs such as sucralose, dextrose monohydrate and stevia. In addition, it implemented strategic hedging initiatives, optimized the product mix toward higher-margin offerings and adopted calibrated pricing strategies. These actions resulted in consistent margin expansion across all four quarters, with gross margins improving by 772 basis points in FY 2025-26 and a cumulative recovery of 940 basis points over FY 2024-25 and FY 2025-26.

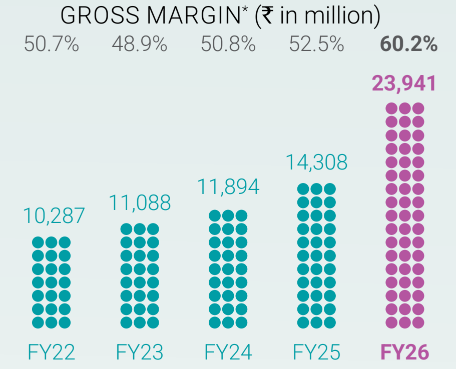
Key Financial Metrics

REVENUE FROM OPERATIONS (₹ in million)

Healthy CAGR - **18.5%**

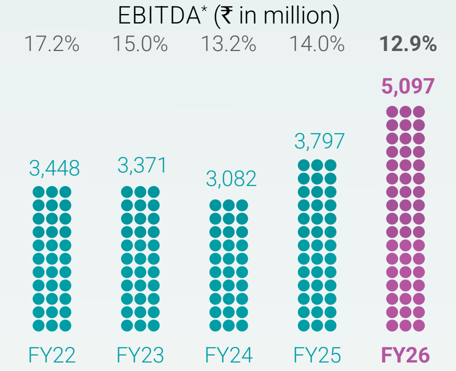


GROSS MARGIN* (₹ in million)



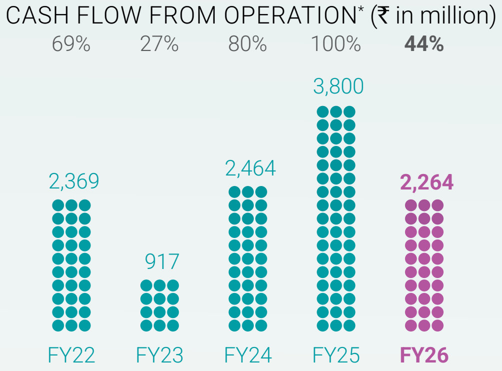
*Gross Margin% is calculated as % to Net Sales

EBITDA* (₹ in million)



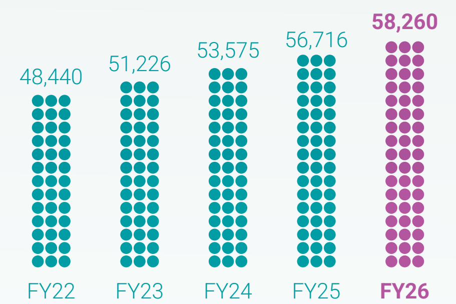
*EBITDA Margin% is calculated as % to Revenue

CASH FLOW FROM OPERATION* (₹ in million)

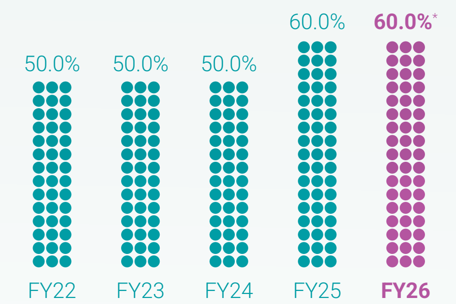


*Company's cash conversion from operations to EBITDA

NET WORTH (₹ in million)



DIVIDEND PER SHARE (FV)



*Proposed subject to shareholders approval

Economic value creation

Creating sustainable economic value is fundamental to ZW's business approach. In FY 2025-26, the Company focused on strengthening the financial performance while ensuring that the value generated is shared fairly among the Company's key stakeholders. By balancing profitability with responsibility, Zydus Wellness aims to foster trust and resilience across the organisation. This approach supports the Company's long-term vision of sustainable growth and value creation, driving positive impact for employees, investors, value chain and the communities , the Company serves.

Direct Economic Value Generated	FY 2025-26 (₹ in Million)	FY 2024-25 (₹ in Million)
Gross Revenues from operations (A)	39,610	27,089
Economic value generated from investment and other sources (B)	64	195
Total Economic Value Generated (A+B)	39,674	27,284
Economic Value Distributed		
Employee wages and benefits	3,130	2,372
Operating costs (includes cost of raw materials, depreciation and other expenses)	33,249	21,198
Interest payment to providers of credit	981	120
Dividend/Payout to shareholders	382	318
Community Investments	9	6
Payment to government (taxes)	333	119
Total Economic value distributed	38,084	24,133
Economic Value Retained		
Economic Value Retained	1,590	3,151

Tax

ZW's approach to taxation is an integral part of the Company's commitment to responsible business practices and ethical governance. The Company ensures full compliance with all applicable tax laws and uphold the highest standards of transparency in tax reporting. ZW's tax-related decisions are guided by the principles of integrity, accountability and alignment with the broader sustainability and corporate responsibility goals. The Company prioritises sound tax governance and proactive risk management to ensure compliance, strengthen financial resilience, foster investor confidence and support socio-economic development while maintaining stakeholder trust.

Tax Policy

Zydus Wellness follows the tax policy adopted by Zydus Lifesciences Limited at a group level, which lays down guiding principles for managing tax responsibilities globally. The tax policy ensures full compliance with all applicable tax laws and regulations across jurisdictions where the Company operate. Zydus Wellness integrates tax considerations into business decisions, focusing on transparency, ethical conduct and alignment with commercial substance. Zydus Wellness does not engage in artificial profit shifting to low-tax or secrecy jurisdictions and adhere strictly to transfer pricing rules based on the arm's length principle. The Company's approach includes proactive engagement with tax authorities to foster trust and timely resolution of tax matters. Zydus Wellness also utilises government-approved tax incentives, which are incidental to the Company's primary business objectives, in a responsible manner to optimise tax efficiency. The tax function is supported by skilled professionals and overseen by senior management and the Board to manage tax risks effectively.

Tax Governance

Zydus Wellness has a robust governance structure in place to oversee tax compliance and strategy. The tax function is led by a central tax team based in India, which works closely with local teams and external advisors to ensure compliance with jurisdiction-specific regulations. Material and non-routine tax matters are escalated to senior leadership, including the Chief Financial Officer and reviewed periodically by the Board. This layered governance framework ensures that tax risks are identified early and addressed through appropriate controls and expert consultations. The Board oversees all tax-related matters and the Company continues to operate in line with evolving global standards and regulatory expectations.

Tax Strategy

Zydus Wellness prioritises transparency, ethical conduct and alignment of tax practices with genuine commercial activities, paying taxes where economic activities occur and value is generated. Tax considerations are proactively integrated into the Company's business planning and decision-making processes. Zydus Wellness responsibly utilises government-approved tax incentives and reliefs, but only when aligned with the business activities and strategic goals. ZW's approach includes active tax risk management through regular reviews and collaborative engagement with tax authorities, fostering trust and timely resolution of tax matters. Overseen by senior management and the Board, this strategy ensures strong governance and accountability, enabling the Company to contribute fairly to the economies where it operates.

Tax Reporting

The Company ensures timely, accurate and transparent tax reporting across all jurisdictions where Zydus Wellness operates. The Company's filings comply with local laws and international standards and are supported by clear documentation to address regulatory inquiries or audits. In FY 2025-26, the tax disclosures continue to reflect ZW's focus on transparency and integrity, ensuring stakeholders have confidence in the Company's responsible tax practices. Regular reviews and controls help maintain high standards of governance and accountability, with reporting designed to reflect the true economic substance of ZW's transactions.

Financial Assistance Received from the Government

Zydus Wellness receives financial assistance from the government in various forms. The Company's benefits includes budgetary support under the Goods and Services Tax (GST) scheme, a 100% income tax deduction on profits earned from ZW's Sikkim manufacturing facility under Section 80IE of the Income Tax Act, 1961 and an insurance subsidy for operating expenses related to the Company's Sikkim manufacturing facility.

Defined Benefit Plan Obligation

Zydus Wellness prioritises employee well-being by providing a wide range of long-term benefits, including medical coverage, disability benefits, parental leave and retirement savings plans.

In FY 2025-26, Zydus Wellness allocated ₹ 64 million towards defined benefit and pension obligations.

(₹ in million)

Contribution to defined benefit schemes	FY 2025-26	FY 2024-25
Contribution to Provident Fund and other Funds	105	78
Contribution to Superannuation Fund	3	4
Contribution to Gratuity Fund	61	13

Manufactured Capital

Building a World-Class Business

4	23	1,80,000 MT	₹ 240 Million
MANUFACTURING FACILITIES IN INDIA	CONTRACT MANUFACTURING FACILITIES GLOBALLY	ANNUAL PRODUCTION CAPABILITY	CAPEX INVESTMENT IN INFRASTRUCTURE, TECHNOLOGY UPGRADATION AND SUSTAINABLE SOLUTIONS

Zydus Wellness leverages its advanced manufacturing infrastructure and research capabilities to deliver high-quality FMCG products. The Company's focus extends beyond India to all global markets where the Company's brands are present. Zydus Wellness strives to meet stringent international regulatory standards and enhance outcomes through a diverse and cost-efficient product portfolio. Supported by a robust supply chain and efficient distribution network, Zydus Wellness ensures consistent and timely delivery of products to customers.

The Excellence Compass – the Zydus Wellness Way to drive Value Creation- represents a structured approach to value creation, anchored in continuous improvement across quality, cost, delivery, safety and sustainability. It drives operational excellence by systematically optimising processes, eliminating waste and strengthening process capability, while fostering a culture where every employee takes ownership of improvement. This integrated philosophy ensures consistent performance enhancement, sharper competitiveness and responsible growth, translating operational discipline into sustainable business value.

Safety, Hygiene & Orderliness

- "SanKalp" In-house Structured OHS Framework
- Online EHS Index Monitoring-Consistently above 85%
- All Sites are ISO-14001:2015 & ISO-45001:2018 certified
- 5S: Focused drive- स्वच्छ वेलनेस, श्रेष्ठ वेलनेस

Strategic Alignment & Business Performance

- IIoT deployment expanded across production lines, scaling from 12 to 25 lines and from 3 to 6 product categories year-on-year, driven by AI-enabled real-time insights, predictive analytics and digital tracking of SLA, EHS and CI initiatives.
- Cost Optimization with Discipline resulted into Savings of ₹ 475 million through Operations Excellence Initiatives across Manufacturing Value Chain.
- Multi-fold increase in production capacity for Mayonnaise, Chocolate, Fat Spreads and Everyuth

Inventory Management

- Infrastructure modernisation with new warehouses, ASRS, WMS and racking systems to achieve 2x storage capacity and enhanced traceability
- Dispensing-Based Material Issuance implementation across all Sites

Human Capital Management

- Internal Capability Building through Skill Mapping and Workforce Upskilling via On-the-Job Trainings (OJTs)
- Team-Based Problem Solving using DMAIC, Quality Circles & Kaizen Initiatives
- Enhancing Digital and Analytics Proficiency
- Celebrating Operational Excellence and Employee contributions consistently.

Integrated Quality Systems

- Significant Y-o-Y improvement in CCPMP (Consumer Complaints Per Million Packs), from 3.01 to 2.15
- Robust System for Critical Complaints resolution within 48 Hrs
- Quality Index demonstrated sustained trend above 95%
- All Sites being certified with FSSC-22000
- Focused Cp & Cpk projects on Fat Spread and Sugar Free lines, improving process reliability and consistency in Quality

Visual Management

- Standardized Visual Management Systems across all manufacturing sites through dashboards, visual displays and controls
- Harmonised SOPs, Work Instructions, Process Flows and OPLs across all sites

Production Workflow Management

- OTIF consistently in the range of 90%+
- Achieved stable and competitive OEE across key product categories: Fat Spread (75%), Sugar Free (84%), Everyuth (78%), Complan (75%), Ghee (77%) and Milk Powder (85%).
- Ever Highest Production- EY Sachet (Sikkim), Mayonnaise & Chocolate (Ahmedabad)
- Total 450 Nos of Kaizen and CI projects completed

Equipment Reliability Management

- Future-ready maintenance systems aligned with expanded capacities and evolving plant requirements
- Digital enablement and IIoT leveraging real-time monitoring for improved planning and control
- Infrastructure strengthening through upgrades in equipment, utilities and spares to enhance machine uptime
- Spare parts optimisation ensuring availability of critical spares through efficient inventory management

Zydus Wellness is enhancing its operations by making strategic investments in advanced manufacturing technologies. These investments have improved production capabilities, optimised the Company's supply chain and speeded up the time it takes to bring its products to market.

During FY 2025-26, the Company launched 12 new products and 23 new variants, taking ZW's portfolio to 290+ SKUs. The Company also strengthened exports—23% of chocolate and 58% of choco-spread from its Ahmedabad site and 11% of cookies from Aligarh site. In addition, Zydus Wellness increased capacities across key categories (Mayonnaise, Chocolates, Everyuth, etc.) backed by continuous upgrades in infrastructure, hygiene, orderliness and sustainable plant operations.

Advanced Manufacturing Facilities

Equipped with state-of-the-art manufacturing facilities–primarily across India and supported by a growing global presence–ZW's manufacturing footprint reflects the Company's commitment to excellence. Each facility is equipped with cutting-edge technologies designed to meet stringent regulatory standards, enhance production efficiency and ensure consistent superior product quality.

During the financial year, the Company continued to strengthen ZW's manufacturing capabilities to meet the growing demand of FMCG products. Also, anticipating further growth, Zydus Wellness has undertaken infrastructural development projects where new manufacturing facilities are being established for various products such as Sugar Free D'lite cookies, Nutralite cheese, continuous butter making line for probiotic butter range, mayonnaise, Choco-chips and D'lite chocolate range adding manufacturing and service lines to the existing infrastructure.

Indian Manufacturing Locations
1) Ahmedabad
2) Aligarh
3) Sikkim (2 Manufacturing Facilities)

Operational Efficiency and Innovation

Leveraging the foundation built over the years, Zydus Wellness strengthened operational efficiency across manufacturing footprint through focused initiatives. Zydus Wellness has invested heavily in improving the system and process through various innovative initiatives ranging from automation to energy-saving projects to packaging material waste reduction.

The production boost has been driven by significant improvements in Overall Equipment Effectiveness (OEE), enabled by process optimisation, real-time performance monitoring and employee-driven improvement initiatives.

Key FY 2025-26 performance highlights include:

- On-Time, In-Full (OTIF) consistently in the range of 90%+.
- Stable and competitive OEE across key categories: Fat Spread (75%), Sugar Free (84%), Everyuth (78%), Complan (75%), Ghee (77%) and Milk Powder (85%).
- Highest-Ever Production – Everyuth Sachet (Sikkim) and Mayonnaise & Chocolate (Ahmedabad).
- Total 450 Kaizen and CI projects completed during the year.
- Cost optimisation delivered savings of ₹ 475 million through operational excellence initiatives across the manufacturing value chain.
- Multi-fold increase in production capacity for Mayonnaise, Chocolate, Fat Spreads and Everyuth.

Revitalising Operations for Optimal Performance

Zydus Wellness is aligning its efforts to enhance productivity through strategic initiatives aimed at upgrading the Company's equipment and facilities. Zydus Wellness consistently invests in cutting-edge machinery and technology enhancements throughout all manufacturing facilities to optimise production processes and enhance throughput. ZW's emphasis on operational efficiency enables Zydus Wellness to streamline workflows, reduce waste and shorten lead times, leading to cost savings and better responsiveness to market needs. To empower the Company's workforce to effectively utilise these operational efficiencies, Zydus Wellness has implemented a range of capacity-building and training programmes tailored to the specific complexities and requirements of each manufacturing facility. Also, ZW's facilities are enhancing their capabilities through strategic technology upgrades and automation initiatives, all geared towards achieving Operational Excellence.

Also, during the financial year, Zydus Wellness has integrated lean manufacturing principles across operations and across various departments resulting in 450 Kaizens and continuous process improvement projects leading in improving the efficiency and a more structured workflow in the operation. This improved and effective thinking reiterates the Company's strategic priority of cost optimisation.

Manufacturing Facility, Aligarh

Digital Automation

Embracing the significant advantages of automation and digitisation, Zydus Wellness is implementing advanced technologies and digital solutions to enhance the Company's manufacturing processes. This leads to improved operational efficiency, facilitating the global distribution of high-quality FMCG products. By adopting automation and digitisation, Zydus Wellness streamlines workflows, reduce human errors and increase both speed and accuracy in the Company's operations.

Digital and operational system enhancements during FY 2025-26 include:

- IIoT deployment expanded from 12 to 25 lines and from 3 to 6 product categories year-on-year, driven by AI-enabled real-time insights, predictive analytics and digital tracking of SLA, EHS and CI initiatives.
- Standardised visual management systems across sites through dashboards, visual displays and controls; harmonised SOPs, work instructions, process flows and OPLs across sites.
- Inventory management modernised with new warehouses, ASRS, WMS and racking systems—enabling ~2x storage capacity and enhanced traceability; dispensing-based material issuance implemented across sites.
- Equipment reliability strengthened through future-ready maintenance systems, real-time monitoring, upgrades in equipment/utilities/spares and critical spare parts optimisation.

During the financial year, investments were made in the integration of digital dashboard for five lines of Fat spread at Ahmedabad, seven lines of Everyuth at Sikkim and real time data monitoring system in the dairy plant at Aligarh, aimed at boosting throughput and maintaining consistent product quality. Automation levels were improved significantly, contributing towards the reduction of human intervention and improve process reliability.

Zydus Wellness has successfully rolled out a major digital transformation programme focussing on readiness for Industry 4.0. The key components responsible for the integration included the deployment of IoT-based sensors for real-time data analytics of fat spread manufacturing and Computerised Maintenance Management System (CMMS) for maintenance management for the packing of Everyuth products and live data monitoring in the dairy plant that has helped in enhancing the equipment uptime and reduced unplanned downtimes. Several other processes were also standardised and repetitive systems were eliminated for data reporting across the operational locations. The digitalisation initiative is further extended to Utilities and other remaining lines across the manufacturing units.

Sustainable Supply Chain Management

Efficient supply chain management is fundamental to ZW's operational strategy. Zydus Wellness cultivates strategic relationships with a varied global network of suppliers and distributors to ensure a continuous flow of raw materials and components. The Company's agile supply chain enables timely responsiveness to evolving market demands while maintaining product quality, integrity, and reliability. Through robust quality assurance processes and sustainability-driven initiatives, the Company minimizes its environmental footprint and enhances the resilience of its supply chain.

Zydus Wellness has consistently advocated the–Made in India initiative. To support this, the Company prioritises domestic markets for sourcing the raw materials needed for its products. During the financial year, Zydus Wellness sourced over 96% of its requirements within India. Currently, 18 % of ZW's raw and packaging materials are obtained from MSMEs and the Company aims to further enhance this proportion.

Delivering Freshness Through an Digitally Enabled Cold Chain :

The cold chain distribution system is the backbone of the modern food industry. For premium, temperature-sensitive consumer wellness and dairy-alternative products, an unbroken thermal chain is non-negotiable. A prime example of this execution is Zydus wellness, which utilizes an extensive, digitally optimized end-to-end cold chain infrastructure to preserve the consistency of flagship brands like Nutralite and Sugar Free Chocolates.

Zydus Wellness operates an advanced, pan-India cold chain ecosystem, featuring state-of-the-art cold room infrastructure across all manufacturing plants and distribution depots. To ensure absolute product integrity, transit is executed exclusively via temperature-controlled vehicles equipped with real-time temperature monitoring and automated alert systems.

Enhancing Quality and Food Safety Management

Zydus Wellness remains steadfast in its commitment to deliver safe, effective, and high-quality products to consumers. This commitment is reinforced by rigorous quality management systems and strict adherence to globally recognised quality and safety standards across all manufacturing locations.

The Company has maintained its focus on quality assurance through adherence to internationally recognised standards. During the financial year, the Company's facilities were certified or recertified for FSSC 22000, Agmark, HALAL, ISO 22716 and FSSAI Schedule IV underscoring the Company's commitment towards safe, high-quality manufacturing practices. Regular audits and compliance checks ensured alignment with global best practices and continuous improvement in production quality.

To sustain excellence across the Company's operations, it undertakes periodic internal and independent audits, supported by robust compliance reviews. These efforts enable the Company to benchmark against global standards, identify improvement opportunities and continuously strengthen product quality and operational efficiency.

Building a strong quality culture remains a strategic priority at Zydus Wellness. Through structured training programmes, awareness initiatives and capability-building workshops across all levels, Zydus Wellness reinforces quality-first behaviours and hygiene practices. These interventions go beyond compliance, equipping the Company's teams to consistently uphold the highest standards.

ZW's Management Review mechanisms further reinforce accountability and transparency, while providing clear direction for continuous improvement. They ensure the Company's operational priorities remain closely aligned with ZW's long-term commitment to consumer well-being and regulatory excellence.

Manufacturing Facility, Sikkim

Intellectual Capital

Transforming FMCG Excellence Through Innovative Approaches

1	20%	12
DEDICATED R&D CENTRE	PhD PERSONNELS IN THE R&D TEAM	NEW PRODUCTS LAUNCHED IN FY 2025-26

Zydus Wellness' Intellectual Capital comprises its scientific knowledge base, formulation expertise, digital systems, data governance frameworks and institutionalised research and development (R&D) processes. These capabilities enable the Company to consistently innovate, strengthen product credibility, protect consumer trust and sustain long-term competitive advantage in a regulated and evolving wellness ecosystem.

In an ever-evolving FMCG landscape, Zydus Wellness is driven by a relentless pursuit of science-backed solutions that elevate consumer health and well-being. Built on a strong base of thorough research, strategic collaborations, a skilled team of scientists and consistent commitment to excellence, the Company strives to transform the delivery and quality of FMCG products, paving the way for a healthier future for everyone.

Strategic Diversification and Innovation

At the heart of ZW's success lies a robust, multidisciplinary R&D ecosystem. This foundation is a scientific inquiry and a strategic imperative that supports formulation design, clinical validation, sensory testing and regulatory compliance. By integrating cutting-edge technologies, the Company has developed a suite of products tailored to the health, nutrition and personal care segments, ensuring that they meet the diverse needs of its consumers.

Zydus Wellness integrates advanced instrumentation and analytics to improve data capture and evidence-based development. This strengthens product outcomes and consumer trust. Through structured consumer research, sensory evaluation panels, market analytics and continuous feedback mechanisms, Zydus Wellness embeds consumer insights across the product lifecycle, from early concept development to post-launch refinement.

ZW's R&D diversification strategy is aligned with global consumer trends and evolving health needs. The Company focuses on differentiated products in high-growth segments such as personalised nutrition and wellness. ZW's R&D is working on addressing today's health challenges through its innovative product formulations that are scientifically designed and clinically tested. Balancing sustainability, cost and superior performance has been one of the key guiding principles of the Company's R&D.

Driving High-Impact Innovations

Launched several science-backed innovations that are strengthening FMCG relevance in today's wellness-driven world:

Glucon-D Recharge entered the sports hydration and performance space with a scientifically curated range combining glucose, five essential electrolytes and three energy release vitamins to support hydration, endurance and performance. Available in Ready-to-Drink bottles and powder sachets across multiple flavours, including a no added sugar variant, the portfolio reflects strong formulation expertise, format innovation and the ability to address evolving consumer needs across consumption occasions.

Everyuth Naturals Tan Removal Face Wash developed to address consumer demand for effective tan reduction in a wash-off format. The product is designed to help remove tan, pigmentation and marks, delivering visibly brighter skin with results from the first use.

Sugar Free D'lite Choco Spread Smooth Cocoa with Hazelnut was developed as a sugar-free, glutenfree and trans-fat-free indulgence aligned with health-conscious consumer preferences. Crafted using premium cocoa and 14% hazelnut paste, the product delivers a smooth, velvety texture and balanced flavour profile. Advanced formulation expertise enabled the integration of rich sensory appeal with nutritional offering. During the year, Sugar Free D'lite Choco Spread was expanded in domestic market.

Mayo Slim is a differentiated innovation in the mayonnaise category, offering a lighter 10% fat formulation without compromising on taste, texture, or spreadability. Engineered for excellent consistency, baking stability and optimal performance, the product combines technical formulation precision with balanced flavour, setting a new benchmark in low-fat mayonnaise solutions.

Cheesy Delight Mayonnaise is a cheese-based innovation designed for versatility and superior performance in high-temperature applications. With 26% fat, fine particle size and bake stability, it delivers smooth, creamy texture and excellent sspreadability. Ideal for burgers, wraps, sandwiches, dips and pizzas, the product offers an authentic cheesy aroma and taste.

Nutralite Activ Peanut Butter and Spread marked the brand's entry into the peanut butter category with a range of natural and chocolate variants in creamy and crunchy formats.

RiteBite Max Protein Roots, Ghee Jaggery Bar RiteBite Max Protein Roots marked the brand's entry into a new category inspired by traditional Indian ingredients. Crafted with desi ghee and jaggery, the range combines authentic taste with balanced nutrition, delivering 10g protein and 4g fiber. Available in Coffee Mocha, Cocoa Brownie, and Orange Burst flavours, the launch reinforces the brand's commitment to creating innovative protein snacks that blend familiar Indian flavours with modern nutritional benefits.

RiteBite Max Protein - Protein Shake (Ultimate Protein Boost) RiteBite Max Protein introduced the Company's first protein beverage, expanding the portfolio beyond bars into the rapidly growing ready to drink category. Formulated with 26g protein, and No Added Sugar, the product offers a convenient on the go nutrition solution for active consumers. Available in Berry Blush, Choco Burst, Coffee Crush flavours, the launch strengthens the Brand's presence in the high protein convenience segment while addressing evolving consumer demand for ready to consume functional beverages.

RiteBite Max Protein Korean Chips Zydus Wellness expanded the protein snacking portfolio with bold Korean inspired flavours, combining indulgent taste with better nutrition. Made with a blend of seven super grains, the range delivers 10g protein, 4g fiber and contains no palm oil, offering consumers a smarter alternative to conventional chips. Introduced in Gochujang, Hot Chilli, and Barbeque variants, the launch strengthened the brand's presence in the protein snacking category while addressing the growing demand for global flavours with functional nutrition.

Post the acquisition of Comfort Click business, the Company launched the following products under VMS Category:

MenoPhase Complex Capsules

Probiotic Gummies for Women

Turmeric with Ginger and Black Pepper

Pure Himalayan Shilajit Capsules

Probiotic Gummies

Asthaxanthin Softgels

Melatonin 1mg 120 Gummies

Biotin Gummies for Hair Skin and Nails

Myo & D-Chiro Inositol Gummies

5 HTP Gummies

Probiotic Gummies for Kids

Pure Himalayan Shilaji Resin

Hemp Oil Liquid for Cats

Pet's Paw and Nose Balm for Cats

Multivitamins and Minerals for Cats

Flea and tick Defence Powder

Hemp oil liquid for dogs

ZW's product development process employs clear product brief alignment, prototype creation, agile development principles, sensory evaluation panels, scale-up processes, technology transfer to manufacturing facilities and structured lab-to market transition mechanisms to minimise risk and enhance consumer acceptance. The integration of advanced instrumentation-including spectroscopy, texture analysis and stability systems-has significantly improved the precision and predictability of the Company's R&D outcomes. These technologies enable Zydus Wellness to redefine the Company's formulations and ensure that they meet the highest standards of quality and efficacy.

Translating Science into Public Impact

The Zydus Wellness Institute serves as a dynamic knowledge hub that bridges the gap between cutting-edge scientific research and real-world societal benefits. By enabling complex R&D insights into clear, actionable education, the institute empowers healthcare professionals and consumers. Through scientific symposiums, expert panels and targeted educational programmes on topics such as sweeteners and nutrition, it fosters informed decision-making and healthier lifestyles.

AI-enabled & Digitally Driven Intelligence

Zydus Wellness leverages AI-enabled and digital tools to strengthen its consumer intelligence, innovation efficiency and decision-making capabilities. Advanced analytics and digital platforms support data aggregation, trend analysis and insight generation across consumer research, product development and performance monitoring. These tools enhance the Company's ability to identify patterns, accelerate formulation optimisation and improve predictability of outcomes across the innovation lifecycle.

Clinical Advancements and Evidence-Based Innovation at Zydus Wellness

At Zydus Wellness, we are anchored in a strong commitment to scientific validation and consumer trust. Our products undergo rigorous clinical testing to ensure efficacy and safety across diverse consumer groups. For instance, the Everyuth Tan Removal Face Wash has been clinically evaluated on Indian skin and proven to deliver visible results starting from first use, with significant reduction in tan observed over a 21-day period. These findings highlight our dedication to generating robust clinical evidence that supports product claims and enhances consumer confidence.

Similarly, building on the science of sweeteners, sucralose has been clinically tested on both overweight/ obese participants and patients with diabetes in the largest landmark trials conducted by Madras Diabetes Research Foundation, India. When used as a substitute for added sugar in daily beverages like tea/coffee, sucralose helps reduce calorie intake without altering glycaemic and cardiometabolic parameters, while demonstrating improvements in weight and waist circumference.

Adapting with the latest science, we are now leveraging In Silico Models to strengthen predictions on the health outcomes of our products. These computational models allow us to simulate biological responses with precision and get advanced insights into nutritional interventions and their impact on health. By integrating such predictive technologies, Zydus Wellness is able to anticipate outcomes more accurately, design safer and more effective products, and accelerate innovation in evidence-based wellness.

Natural Capital

Nurturing Our Future and Attaining Sustainable Goals

TCFD
BASED CLIMATE RISK ASSESSMENT AND MITIGATION PLAN CONDUCTED

85.4%
GREEN FUEL CONTRIBUTION IN MANUFACTURING OPERATIONS

2 MW
SOLAR POWER PURCHASE AGREEMENT FOR ALIGARH FACILITY

SBTi
MADE A FORMAL COMMITMENT OF SCOPE 1 & SCOPE 2 EMISSION-REDUCTION TARGETS TO THE SCIENCE BASED TARGETS INITIATIVE (SBTi)

ALL PLANTS ARE CERTIFIED TO ISO 14001:2015 STANDARDS

BIODIVERSITY RISK ASSESSMENT CARRIED OUT AT ALL OPERATIONAL LOCATIONS

IMPLEMENTED AN ENTERPRISE-WIDE WATER RISK MANAGEMENT APPROACH

Climate change is one of the most pressing global challenges, with far-reaching impacts on human health, biodiversity, livelihoods, ecosystems and weather patterns. Recognising this, Zydus Wellness is committed to pursuing carbon neutral growth and strengthening its leadership in environmental stewardship. It has adopted focused strategies to minimise its environmental footprint, protect natural ecosystems and promote sustainable practices across its operations. Through these initiatives, it aims to support community well-being while contributing to the long-term resilience of the planet.

Targets

- Energy saving of 50% by 2030.
- Reduction of freshwater consumption by 25% by 2030
- Zero liquid discharge and Zero Waste to landfill by 2030
- Achieve carbon neutrality by 2040 for all Operations

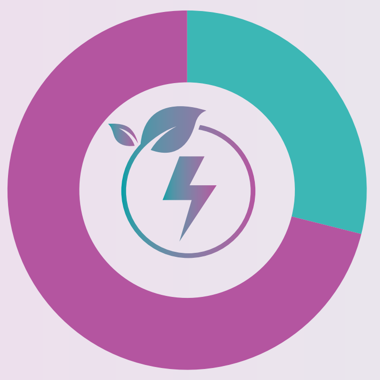
Driving Net Zero

Zydus Wellness aspires to achieve carbon-neutral operations by 2040 and are taking concrete steps to reduce its emissions and overall energy footprint. The Company's approach is anchored in robust greenhouse gas accounting and mitigation measures covering both direct and indirect emissions across Scope 1, Scope 2 and Scope 3. Through targeted actions and long-term planning, it is working steadily towards a low-carbon operating model aligned with global climate ambitions.

Energy Management

Zydus Wellness is committed to responsible energy use and emissions management across all its operational locations. ZW's direct emissions primarily arise from the use of fuels such as biomass briquettes, diesel, petrol and LPG, along with refrigerants deployed in its processes. During the reporting period, 71% of the Company's total energy consumption was sourced from renewable energy, including solar and wind power, as well as bio-based fuels such as briquettes and husk. This reflects its continued focus on transitioning towards cleaner energy sources and strengthening its environmental performance.

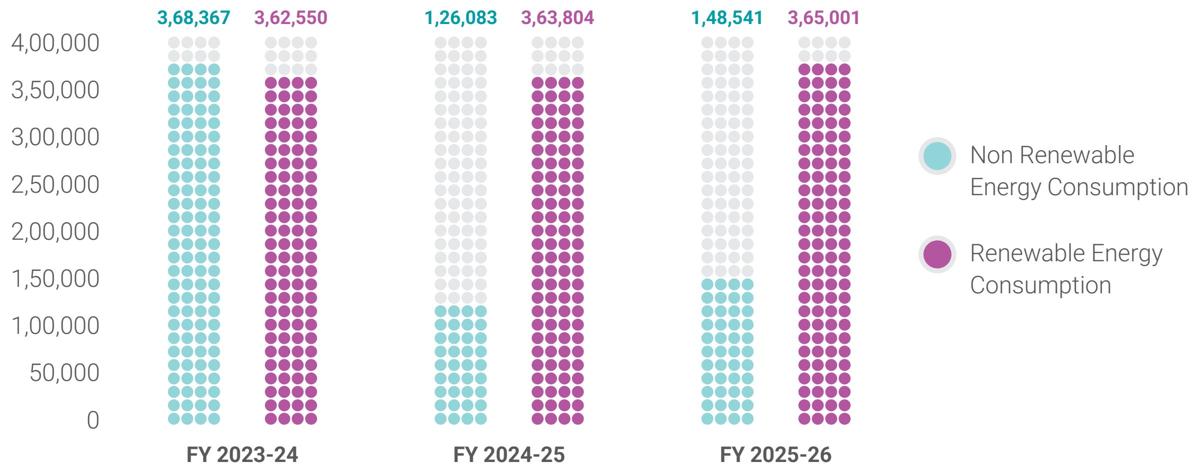
Energy Consumption FY 2025-26 (In GJ)



Non Renewable Energy Consumption
1,48,541

Renewable Energy Consumption
3,65,001

Energy Consumption within the organisation (In GJ)



The methodology and emission factors considered for the calculation of energy consumption are in alignment to GHG Protocol, WRI and IPCC (Stationary).

Emission Management

The Company prioritises the reduction of greenhouse gas (GHG) emissions as a key step towards achieving carbon neutrality. To reduce its environmental impact, the Company has implemented various initiatives aimed at optimising energy use and improving efficiency, thereby lowering emissions. Its Scope 2 emissions reduced by approximately 8.9% in FY 2025-26 compared to FY 2024–25.

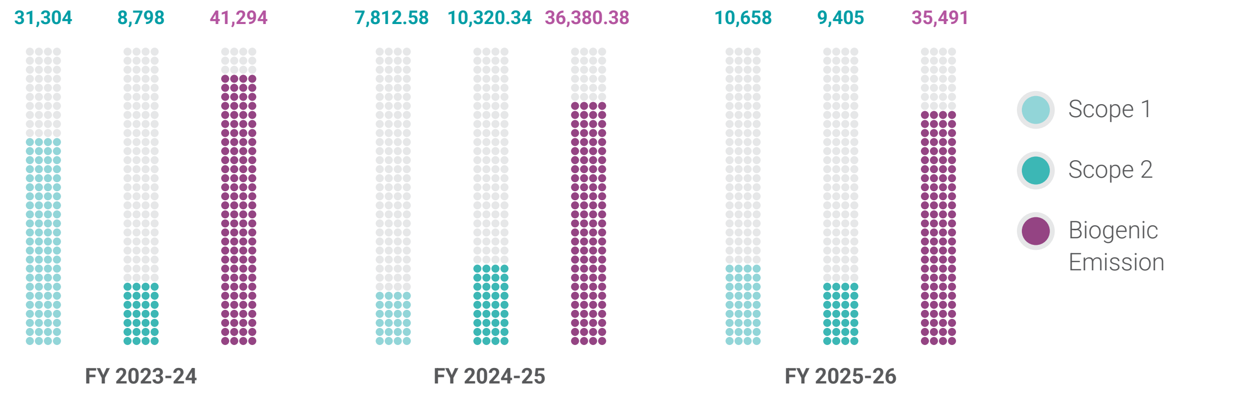
Zydus Wellness has further established annual internal benchmarks to decrease emissions and has implemented monitoring systems to track its progress. The following depicts the action plan:

Emission Reduction Action Plan

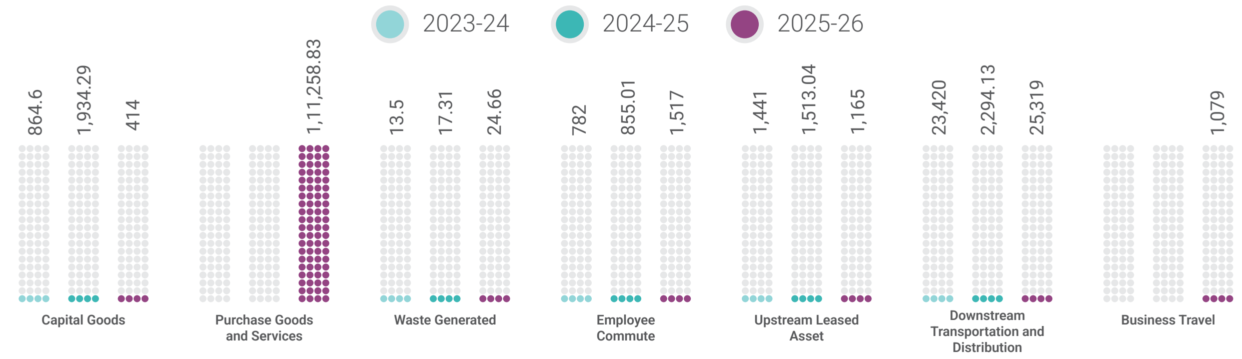
Scope 1 and 2
- Accelerating the transition to renewable energy consumption
- Reducing specific energy consumption
- Improving energy efficiency

Scope 3
- Decarbonising its product emissions during the downstream

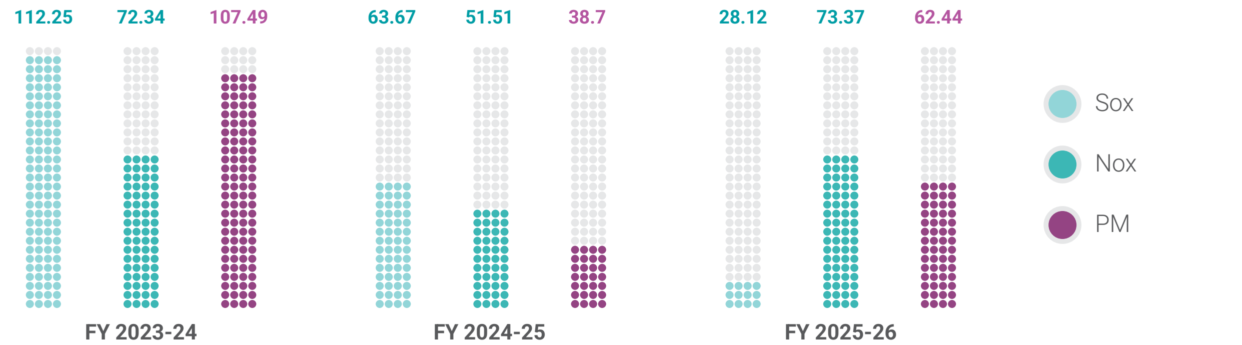
GHG Emission (tCO2e)



Scope 3 Emission



Air Emission (tCO2e)



Climate Risk Management

In FY 2023–24, Zydus Wellness adopted the Task Force on Climate related Financial Disclosures (TCFD) framework to systematically identify and assess potential climate related risks and opportunities across its business operations. The assessment covered all operational sites and offices, enabling a comprehensive evaluation of both physical and transition related climate risks.

Physical climate risks were assessed using climate modelling tools, detailed analytical assessments and location specific risk analyses. Transition risks were evaluated through scenario analysis aligned with pathways developed by the International Energy Agency (IEA) and the Network for Greening the Financial System (NGFS). These transition risk categories included regulatory (current and emerging), technological, legal, market and reputational risks.

The outcomes of the TCFD risk assessment indicate that, in the near term, the Company is not exposed to high or medium level physical or transition climate risks. However, recognising the evolving nature of climate scenarios and regulatory developments, it will continue to periodically review this assessment and strengthen its action plans where required. Further details on its climate risk assessment and response measures are available in the Climate Transition Strategy Report, accessible on the Company's website.

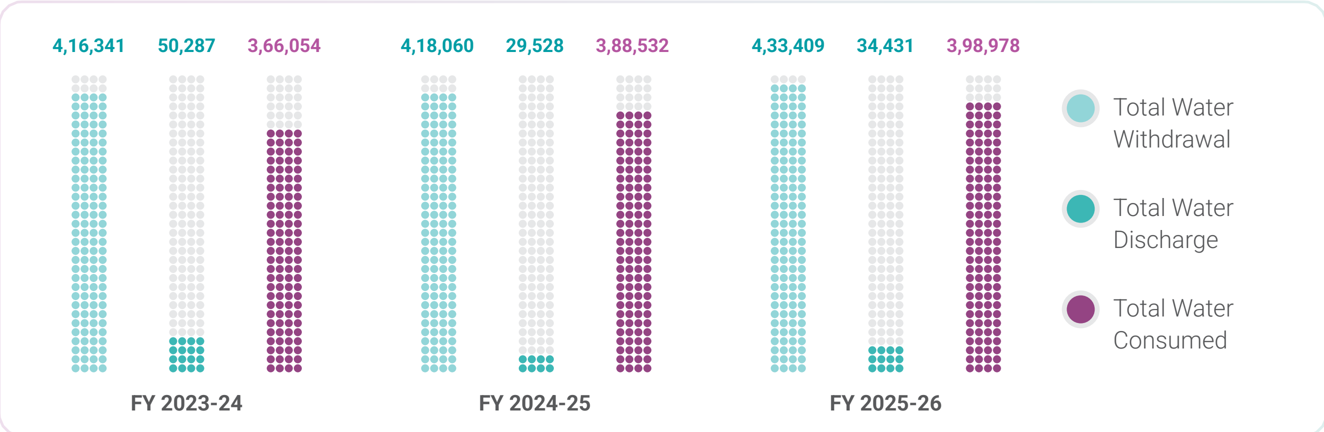
Water Management

Zydus Wellness recognises that water is a critical and shared resource, essential to both its operations and the communities in which it operates. Accordingly, the Company is committed to responsible water management across its value chain, with a strong focus on efficiency, conservation, circularity and environmental stewardship that goes beyond regulatory compliance.

It has established robust systems to monitor and track water withdrawal, consumption, discharge and the recycling and reuse of wastewater across its facilities. Through strengthened governance frameworks and targeted efficiency measures, the Company is progressively reducing its dependence on freshwater while maximising opportunities for reuse and recycling.

Zero Liquid Discharge (ZLD) remains a key pillar of the Company's water strategy, reinforcing its commitment to minimising environmental impact and promoting sustainable water practices. In addition, it has implemented an enterprise-wide Water Risk Management approach to identify, assess and mitigate water-related risks, ensuring long-term water security for its operations and surrounding ecosystems.

Water Management



Water Withdrawal by Sources

The Company has implemented comprehensive water efficiency management programme across all its operations to optimise water usage, enhance wastewater quality and promote recycling.

Waste Management

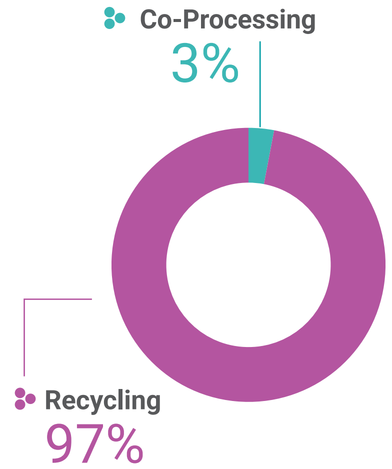
Zydus Wellness recognises the importance of effective waste management in preventing pollution and minimising adverse environmental impacts. Its operations generate various categories of waste, including hazardous waste and non-hazardous waste. All waste generated is systematically tracked and recorded and is handed over to authorised third-party recyclers or disposal agencies in compliance with applicable regulatory requirements.

In FY 2025-26, the Company conducted an internal audit across its manufacturing locations to strengthen the accurate classification of waste streams and identify opportunities to reduce waste generation at source. These efforts support the Company's commitment to responsible waste management and continuous improvement in environmental performance.

Waste Management FY 2025-26

Type Of Waste	Waste Category	Unit	Waste Generated
Hazardous Waste	ETP Waste	MT	69.678
	Process Residue Waste	MT	2.852
	Used Oil	MT	0.803
	E- Waste	MT	0.69
	Bio- Medical Waste	MT	0.085
	Total Hazardous Waste	MT	**74.108**
Non-Hazardous Waste	Carton	MT	65.585
	Glass scrap	MT	97.515
	Metal Scrap	MT	144.6734
	Miscellaneous Wastage	MT	423.521
	MS Tin	MT	4.18
	Paper	MT	1066.86
	Plastic	MT	864.947
	Total Non-Hazardous Waste	MT	**2667.28**

Waste Recycled and Co-Processed (MT)

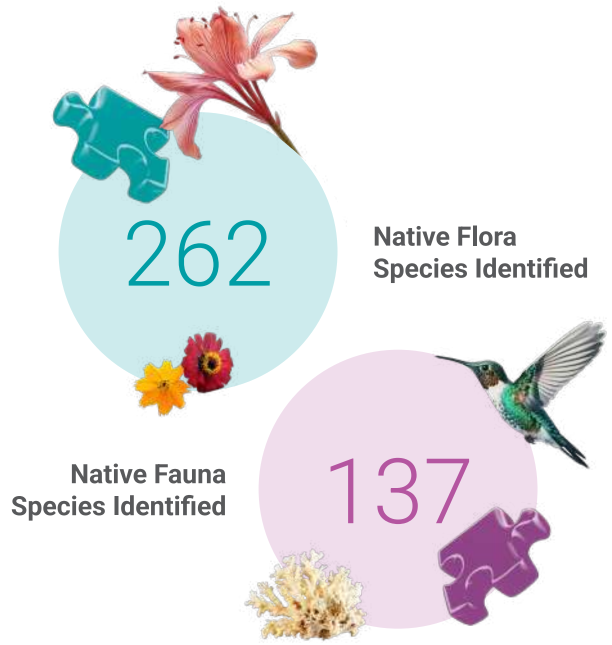


- 100% - Extended Producer Responsibility (EPR) target achieved.
- No fines were paid related to environmental issues.

Biodiversity Conservation

The Company recognises biodiversity as a fundamental pillar of a sustainable future and actively integrates biodiversity considerations into its decision making processes. Through sustainable land use practices, habitat restoration initiatives and measures aimed at conserving local ecosystems, the Company seeks to minimise its impact on natural habitats and contribute to ecological balance.

Biodiversity management remains integral to its operations. Zydus Wellness undertakes regular Biodiversity Impact Assessments across all its manufacturing locations to identify, monitor and mitigate potential impacts on local flora and fauna. These assessments support informed planning and reinforce its commitment to protecting biodiversity, particularly in and around its areas of operation.



zydus wellness
nourish • nurture • energize

Human Capital

Shaping Success with Passion and Purpose

Zydus Wellness recognises that human capital is fundamental to the Company's long-term success and the sustainable growth of business. The Company focuses on workforce capability, leadership development, employee engagement, safety and well-being to support effective strategy execution, operational excellence, innovation and organisational resilience. ZW's core philosophy revolves around supporting people in their pursuit of health and well-being, a principle that extends intrinsically to employees. The Company is dedicated to cultivating a workplace that is nurturing, stimulating and respectful for every individual. Adopting inclusive employment practices, promoting constructive industrial relations and implementing robust well-being and human rights frameworks contribute to workforce stability, foster trust and retention and reduce social as well as operational risks. Through this integrated approach, human capital functions not only as an operational input but as a strategic asset that underpins innovation, resilience and sustainable financial and societal value creation.

Workforce Profile

Zydus Wellness categorises workforce into two primary categories: employees and workers, each of which is further segmented into permanent and non-permanent roles. As of March 31, 2026, the total workforce comprised **1,685** permanent employees, including **1,491** management staff and **194** non-management staff (including subsidiaries), along with **131** non-permanent employees. The permanent employee base grew by 35% year-on-year compared to FY 2024–25 (primarily driven by the addition of employees from Comfort Click).

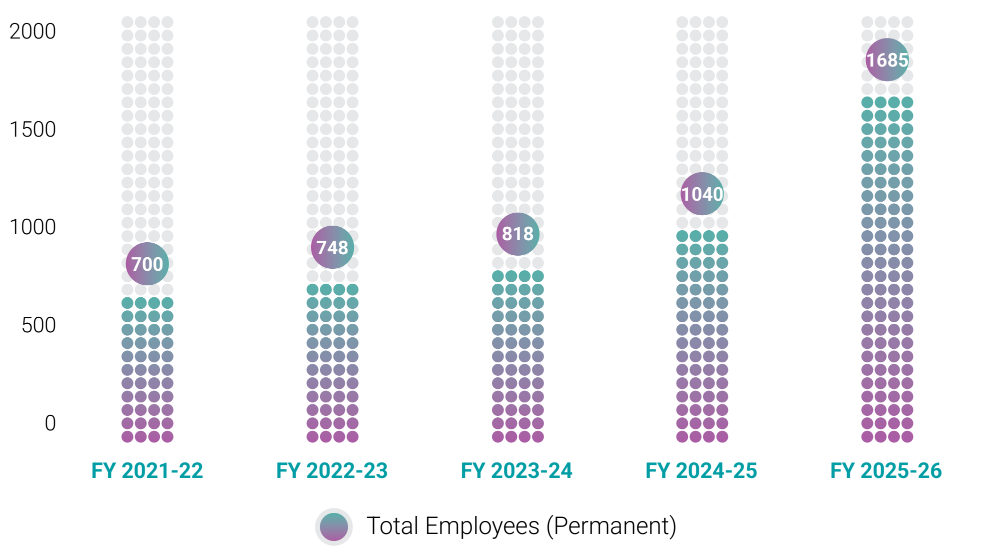
In addition to employees, the worker base — which includes individuals engaged primarily in operational and support roles — totalled **2,167** in FY 2025-26. This included **194** permanent workers, who form a stable and skilled part of operations and **1,973** non-permanent workers, who are typically employed through third-party contractors or for specific assignments that require flexibility in deployment.

ZW's dedication to creating a diverse and inclusive work environment is consistent and gender diversity stands out as a central element of the Company's human capital strategy. As of March 31, 2026, women represented **10.4%** of the total workforce, with **390** women employed across both employee and worker categories. Within the permanent employee base, **201** of the **1,685** permanent employees **(11.9%)** were women, reflecting the Company's ongoing efforts to promote gender balance in managerial and professional roles. Additionally, the Company continues to engage women in operational and support functions, with **163** female workers contributing significantly by **7.5%** to ZW's frontline workforce.

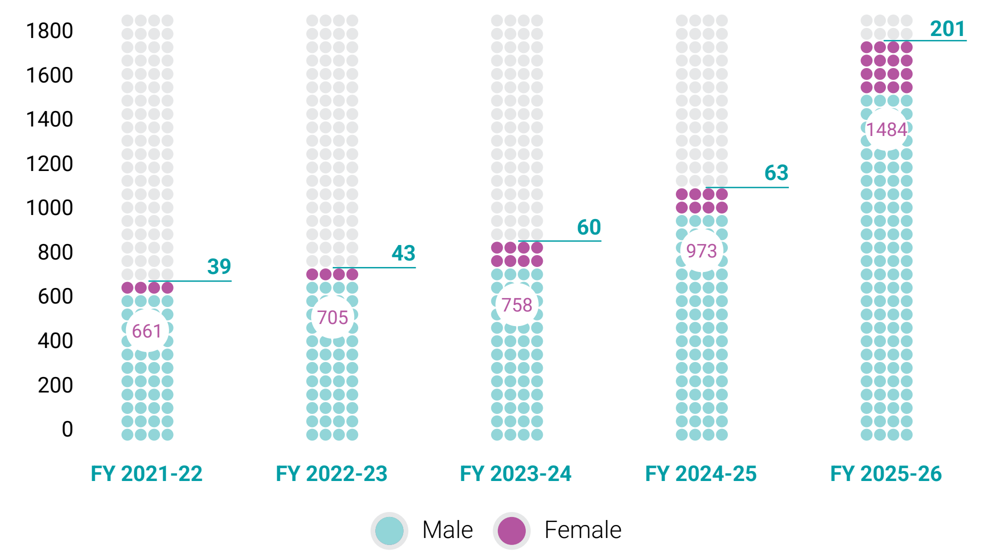
A significant aspect of ZW's workforce is the representation of employees by independent trade unions or collective bargaining agreements. Currently, 71% of the permanent workers are covered under such agreements. The total population eligible for union coverage is 194 out of which a total of 138 employees are being represented by unions. Permanent employees are not part of any associations or unions.

1,685	1,484	201	36
TOTAL PERMANENT EMPLOYEES	MALE EMPLOYEES	FEMALE EMPLOYEES	AVERAGE AGE OF EMPLOYEES

Total Employees (Permanent Employees)



Gender wise breakdown of Permanent Employees



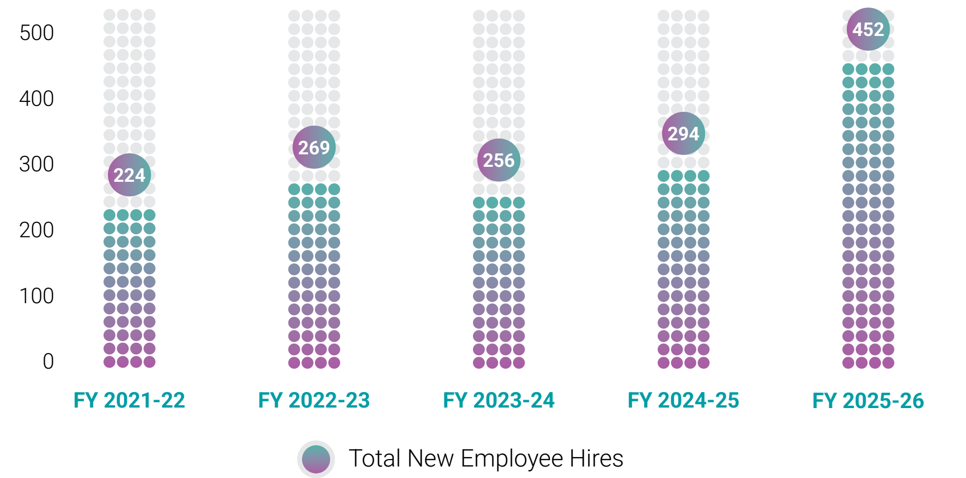
*FY 2025-26 also includes Non- Management Staff employee count & Comfort Click

Attracting and Retaining Talent

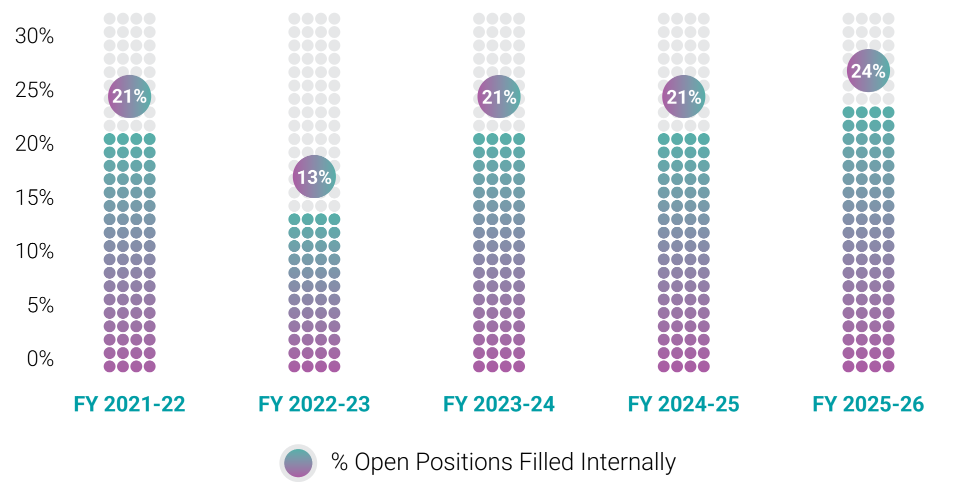
The Company is committed to the principle that having the "**Right person in the Right Role**" is essential for the success of business operations and the growth of the organisation. Effective hiring helps achieve organisational objectives and supports a positive workplace. The process of selecting and onboarding new employees goes beyond merely filling a vacant position; it is about shaping the future of the Company.

During the FY 2025-26, a total of 452 permanent employees were hired of which 28 were female and 424 were male. 88% were through Internal hiring. There has been a significant decrease in turnover rate as compared to FY 2024-25. In FY 2025-26, the Company recorded differentiated attrition trends across gender groups, with turnover among female employees improving to 12% from 14% in the previous year, reflecting enhanced retention outcomes, while turnover among male employees stood at 25% compared to 21% in FY 2024–25.

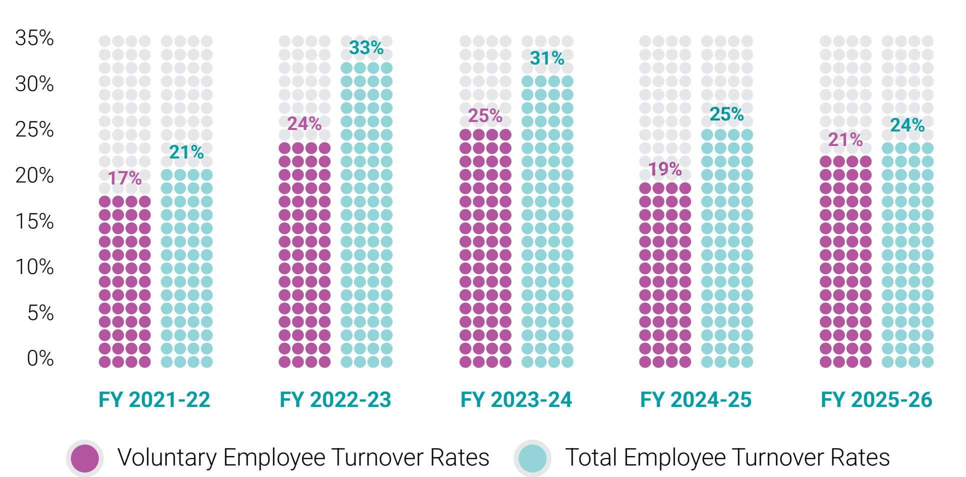
Total Number of New Hires



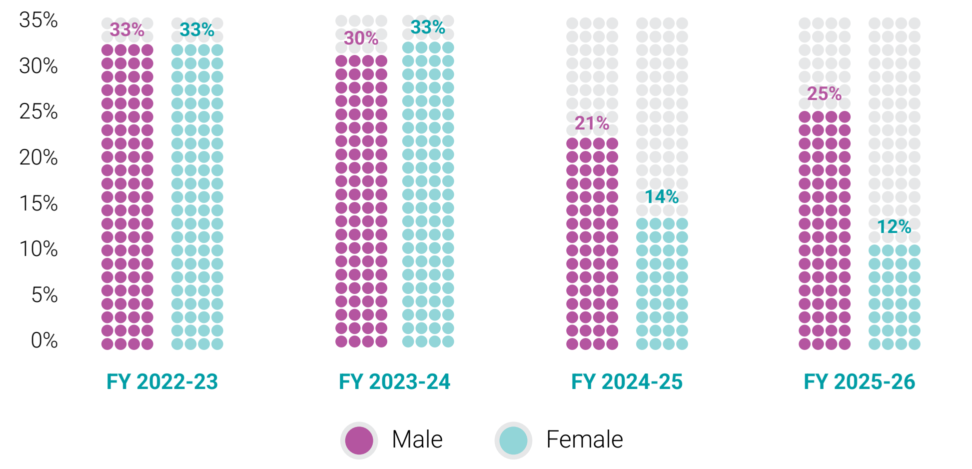
% Open Positions Filled Internally



Turnover Rates



Turnover Rates - Gender Wise Breakdown



Diversity, Fairness and Inclusion

Zydus Wellness is deeply committed to building an inclusive workplace that champions equal opportunity and values diversity in all its forms. Zydus Wellness has taken a target to achieve Zero discrimination based on gender, caste, colour and creed. Also, the Company is an equal opportunity employer. Zydus Wellness treats all job applicants fairly and does not support any form of unlawful discrimination. The Company respects all related laws in the employment decisions and does not discriminate against individuals based on race, colour, gender, age, national origin, religion, sexual orientation, gender identity or expression, marital status or disability. However, the emphasis will continue to remain on merit, skill fitment and business requirement.

As of FY 2025-26, women hold 14.3% of Board positions within the organisation. As a key diversity metric, the percentage of permanent female employees was 8% as of March 31, 2026, an increase from 7% in the previous year.

In FY 2025-26, the gross wages paid to female employees constituted 12.2% of the total gross wages paid, an increase from 7.14% in the previous year. Zydus Wellness, supports equal gender pay and ensures that employees are paid equally based on their experience, qualification etc. Among employees other than the Board of Directors and Key Managerial Personnel, female employees receive a higher median remuneration of ₹ 17,50,000 compared to a median remuneration of ₹ 12,36,144 for male employees, reflecting role mix, experience and responsibility levels across the workforce. In the workers' category, median wages reflect differences in role profiles and deployment, with male workers earning a median wage of ₹ 9,95,499, while the limited representation of female workers in this category results in a lower median wage of ₹ 3,26,255.

14.3%
GENDER DIVERSITY IN BOARD

8%
FEMALE WORKFORCE

12.2%
OF THE TOTAL WAGES PAID TO FEMALE EMPLOYEES

Employee Training and Development

Zydus Wellness views investment in employee training and development as critical for enhancing capabilities, promoting cultural alignment and reinforcing health and safety standards across the organisation. The total training hours amounted to 57,631 hours, an increase from 46,751 hours in FY 2024-25.

The average training hours per full-time equivalent (FTE) were 40 hours, which was 38 hours in the previous year. Additionally, the average expenditure per FTE on training and development was ₹7,826, compared to ₹6,420 in FY 2024-25. These metrics underscores ongoing focus on employee development and organisational growth.

57,631
TOTAL TRAINING HOURS

40
AVERAGE TRAINING HOURS PER FTE

₹7,826
AVERAGE AMOUNT SPENT PER FTE ON TRAINING AND DEVELOPMENT

100%
COVERAGE OF BOD AND KMPS UNDER TRAINING PROGRAMMES

While leadership development and training programmes go a long way to help employees achieve their career goals, they also help the business achieve their strategic objectives and acquire a competitive advantage. The Company designs such programmes and helps create new leaders with the goal of long-term value creation at Zydus Wellness. Enhancing managerial and behavioural capabilities is a common theme for these programmes. ZW's key programmes include ASPIRE and SHINE:

Ambition Success Performance Integrity Resilience Excellence

ASPIRE is a curated leadership development journey for DGM and above, designed to sharpen strategic thinking, drive business performance and strengthen leadership impact. It aligns with Zydus Wellness's NEEV competencies and fosters future-ready leaders equipped to lead with clarity and conviction.

Supporting Her to Inspire, Navigate and Excel

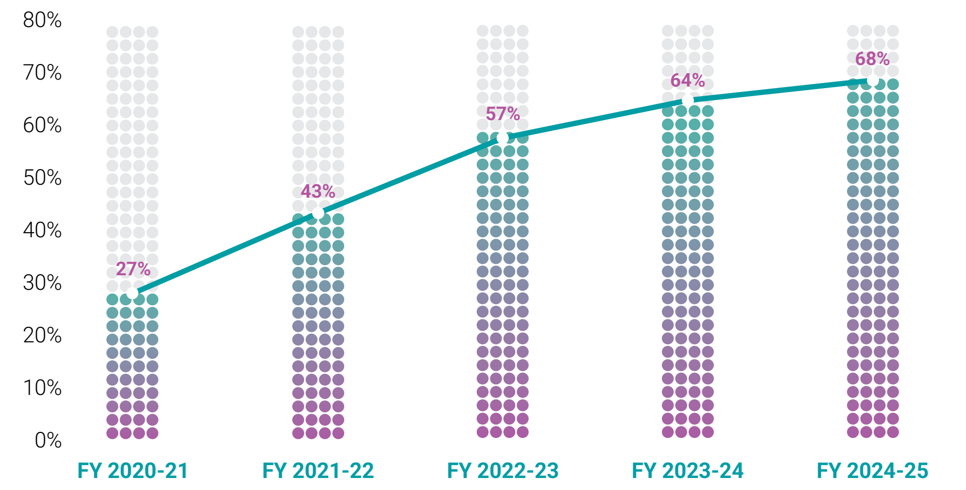
SHINE is a focused development programme for women professionals at Zydus Wellness, aimed at enabling career growth, building confidence and nurturing leadership potential. Conducted over four months, SHINE reflects ZW's commitment to fostering an inclusive and empowering workplace culture.

Employee Career Development and Performance reviews

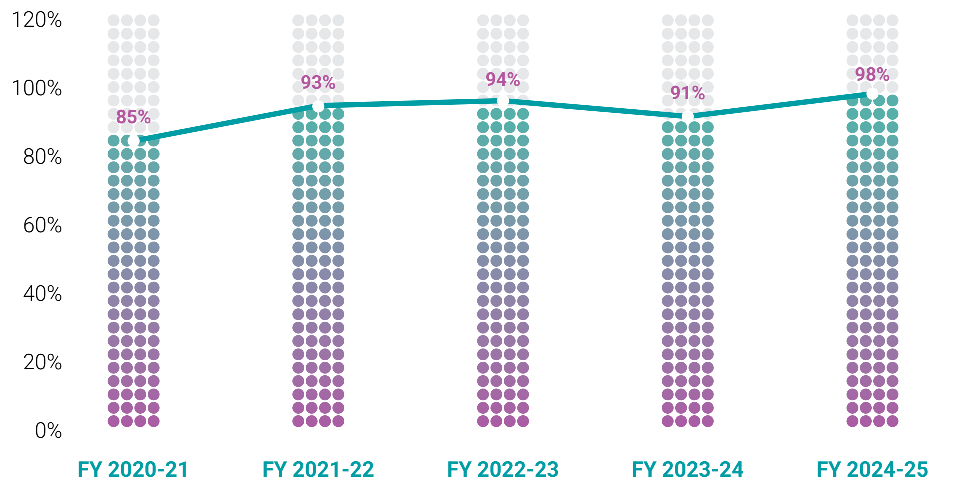
Zydus Wellness employs a Balanced Scorecard approach that incorporates both financial and non-financial measures to deliver a comprehensive view of past performance while also providing insights into future performance. The BSC serves as a robust framework that emphasises the alignment of measurable objectives across four key dimensions: Financial, People (Learning and Development), Process and Customers. This approach is favoured over Management by Objectives (MBO) at Zydus Wellness due to its broader scope, which integrates organisational goals and strategies. Additionally, Zydus Wellness has established various structured processes for effective performance management involving different external agencies tailored to various levels of management.

100%
OF ELIGIBLE EMPLOYEES COVERED IN PERFORMANCE REVIEWS

No. of employees participated in performance feedback survey



Overall Satisfaction Level for Performance Review



Jombay Assessment:

This assessment provides a fair and objective evaluation of the employees' relative strengths and areas of opportunity in relation to the competencies and traits essential for success at Zydus Wellness. The primary objective of this report is development. View the report from the lens of developing employees in critical behaviours that enable employees to be even more successful going forward. Each candidate's report is different. Therefore, there are no right or wrong in the competency scores. It just measures employees' current standing vis-à-vis the Zydus Wellness Neev competency framework.

SHL:

'We build people to build our business' - this has been the Company's motto and a way of life at Zydus Wellness. The Company believes that it is people who have made all the difference in its journey of growth over the years. It is the Zydus spirit of keeping the organisation before themselves, working together as a team to make things happen, thinking differently and making innovation a part of ZW's DNA and creating a culture of trust and openness that has been the greatest asset. As a future-focused organisation, the Company's growth has always been dynamic with a plethora of opportunities. This has been a unique strength of the organisation and an essential part of ZW's value proposition - GROW which looks at Global opportunities, Respect, recognition and care and building talent, Opportunities across the value chain and Working with the best. Zydus Wellness has collaborated with SHL for the assessment process. These assessments are from a behavioural point of view.

Phase I (Online Assessment):

Phase I comprises an online assessment covering two structured questionnaires and one survey: the Occupational Personality Questionnaire (OPQ), the Motivation Questionnaire and the Experience Survey. The indicative durations provided reflect the average time taken by participants to complete each component; the assessments are not time bound. The total indicative duration for Phase I is approximately 70 minutes.

Phase II (One on One Interaction):

Phase II consists of an in depth, one on one interaction with a trained assessor, with an approximate duration of 4.5 hours.

Team Based Performance Appraisal:

Zydus Wellness has got a well-defined process of Performance Appraisal encompassing both- Individual as well as Team performance. The Variable pay has got 80% weightage on Team Performance and 20% weightage is assigned to Individual Performance.

Variable Pay Out Calculation:

1. Top Line performance measured through Top line growth of the company (basis par growth – Weightage 40%)
2. Bottom Line performance measured through PBT of company (Weightage 40%)
3. Individual performance (PEAK Score) measured through KPIs and par growth for revenue functions (Weightage 20%)

Agile Conversations:

Agile Conversations foster collaboration and shared understanding through structured dialogue. It encourages active listening, enquiry and alignment on goals. Zydus Wellness uses SBI (Situation Behaviour & Impact) Model to support Agile Conversations. This model helps in providing structure to positive and negative feedback, thereby assisting the team to adapt to change.

The Company has introduced various rewards and recognition programmes, which are Shout Out, Zydus Value Awards, Every Win Counts and Pat on the Back, Team Awards, Long Service Awards, CEO Awards, Annual Conference, Zydus Group Awards, SLIM Awards etc. These programmes are focused on building a culture of appreciation and recognition, celebrating individual and team achievements, promoting core values and encouraging continuous improvement within Zydus Wellness.

Great Place to Work:

In FY 2025-26, Zydus Wellness continued to strengthen its people-first culture, achieving the Great Place to Work® certification for the fourth consecutive year. This recognition reflects an ongoing focus on building a workplace grounded in trust, fairness and a shared sense of purpose.

The Company's efforts to enhance employee engagement and organisational alignment are evident in the TRUST INDEX© Score, which climbed to 89 in FY 2025-26 up from 81 in the previous year and representing a 27% improvement since the first certification in 2022. The Company believes that a truly great workplace is one where employees feel empowered, connected and supported. Key indicators taken into account for the survey and assessment were overriding sentiment, retention, advocacy, motivation and discretionary effort.

As a result of focused cultural initiatives, employees are now able to dedicate more time to meaningful, high-impact work—driving both individual productivity and business outcomes.

To continuously capture employee sentiment and guide improvement efforts, Zydus Wellness conducts a Pulse Survey across all locations. The survey evaluates five key dimensions:

Credibility, Respect, Fairness, Pride and Camaraderie.

Employee Well-being

Zydus Wellness (ZW) adopts a structured and inclusive approach to employee well-being, designed to address the diverse needs of its workforce across employment categories, locations, gender and human rights considerations. This approach ensures that employee well-being remains integral to workforce engagement, motivation and long-term productivity.

Comprehensive Well-being Framework

Zydus Wellness provides a comprehensive suite of **financial and non-financial benefits** aimed at supporting employees through different stages of their professional and personal lives. During the year, the Company incurred an expenditure of ₹ 47.3 million on employee well-being initiatives, representing 0.12% of its total revenue.

Financial well-being measures include customised benefits aligned to role and contract type, flexible compensation structures, region-specific allowances, maternity and paternity benefits, equal opportunity benefits and inclusive healthcare coverage designed to address a broad range of medical needs. In addition, employees are supported through insurance, retirement benefits and financial literacy initiatives to enhance long-term financial security.

Non-financial well-being initiatives focus on enabling work–life balance and personal development. These include flexible working arrangements, leave policies, continuous learning and development opportunities and regular employee engagement mechanisms such as surveys and focus group discussions, which help ensure that benefits remain relevant and responsive to evolving employee needs.

Holistic Well-being Initiatives

Zydus Wellness addresses employee well-being holistically by focusing on physical, mental, emotional, spiritual and financial health. Physical well-being is supported through on-site fitness facilities at select locations, periodic health screenings and ergonomically designed workspaces aimed at preventing injuries and enhancing comfort at work.

Mental well-being is supported through Employee Assistance Programmes (EAPs), which offer confidential counselling, stress management resources and flexible work arrangements to help employees manage personal and professional challenges. Emotional well-being is built through recognition and reward programmes that acknowledge individual and team contributions, reinforcing morale and a sense of belonging.

Financial well-being initiatives further complement this framework through workshops on financial planning and investment awareness, along with structured insurance and retirement benefits. Together, these initiatives contribute to a supportive workplace environment that promotes employee satisfaction, retention and sustained performance, enabling employees to thrive both personally and professionally.

0.12%
OF REVENUE SPENT ON EMPLOYEE WELL-BEING

₹47.3
MILLION SPENT ON EMPLOYEE WELL-BEING

Human Rights

Zydus Wellness is committed to protecting and respecting human rights within the organisation through a comprehensive and structured mechanism that aligns with global standards and ethical practices. The Company's approach begins with a policy framework, including a human rights policy, a Code of Conduct that emphasises ZW's commitment to human rights, non-discrimination, equal opportunity and the right to a safe and respectful workplace. The Company also enforces anti-harassment including sexual harassment and anti-discrimination policies to ensure fair treatment for all employees. To promote awareness, Zydus Wellness provides regular training sessions on human rights, workplace ethics and the importance of diversity and inclusion, complemented by ongoing awareness campaigns that educate employees about their rights and the company's responsibilities. All employees and workers are provided with training on Human Rights issues and the policies of the entity. ZW's grievance redressal mechanism allows employees to report any human rights violations or unethical behaviour confidentially and impartially, supported by a whistle blower policy that protects those who come forward. Additionally, regular internal assessments to ensure compliance with human rights standards and identify areas are conducted for improvement, while holding leaders accountable for upholding these practices. By embedding these mechanisms into Zydus Wellness operational framework, Zydus Wellness ensures that human rights are protected, respected and upheld at all levels of the organisation.

Zydus Wellness has a zero-child labour and zero forced labour policy in place as a part of the Human Rights Policies, The Company's Code of Conduct and Vendors' Code of Conduct and is applicable to all Zydus Wellness sites and its subsidiaries. The policy is also extended to business partners and suppliers. In FY 2025-26, No incidents of violations involving rights of indigenous people were reported.

100%	Zero	Zero	4
WORKFORCE TRAINED ON HUMAN RIGHTS ISSUES AND POLICIES	COMPLAINTS RECEIVED ON HUMAN RIGHTS	POSH COMPLAINTS	TRAINING PROGRAMMES HELD FOR BOD AND KMPS

Occupational Health and Safety

Zydus Wellness is committed to safety through a range of initiatives, including regular training sessions, awareness programmes, mock drills and the establishment of a dedicated Occupational Health Centre equipped with visiting doctor facilities. These efforts institutionalise a culture of safety and support the organization's objective of achieving "Zero Harm." Additionally, Occupational Health and Safety (OHS) is integrated into operations, guided by the Occupational Health and Safety Policy. The Company is committed to achieving Zero LTI and adherence to defined Safety Standards.

All Zydus Wellness manufacturing sites – Ahmedabad, Aligarh and Sikkim are ISO 45001:2018 and FSSC 22000 certified. The Company is pleased to report no reportable safety incidents (LTIFR + Fatality + Permanent Disabilities) for employees and workers, including the contractual workforce, during FY 2025-26. The Company conducted multiple health and safety training programmes for its workforce and carried out regular assessments of health and safety practices, achieving 100% coverage across all manufacturing plants and offices during the year.

Zero	Zero	ISO 45001:2018	FSSC 22000	100%
RECORDABLE WORK-RELATED INJURIES	FATALITIES	CERTIFIED – ALL PLANTS	CERTIFIED – ALL PLANTS	SITES ASSESSED FOR HEALTH AND SAFETY MEASURES AND WORKING CONDITIONS

Zydus Wellness has established a documented Hazard and Risk Assessment (HIRA) sheet for all processes, which allows to identify the risks associated with operational activities and implement mechanisms to safeguard employees from these hazards. Additionally, the Company has instituted a Work Permit System at all sites to mitigate risks related to non-routine activities. A Plant Safety Committee, comprising equal representation from management and workers, meets monthly to discuss and resolve occupational safety risks reported by workers. Furthermore, the Company holds monthly meetings with contractual employees to address their health and safety concerns. Zydus Wellness also ensures that personal protective equipment (PPE) is provided to employees as needed to enhance their safety and protection from risks.

Zydus Wellness follows a comprehensive Safety Management System to ensure a safe workplace environment. Some of the key aspects are:

OHS Risk Assessment:

Systematic identification of potential hazards in the workplace.

Assessment of risks to understand what could cause harm.

Prioritization and Target Integration:

Quantified targets established to address identified risks.

Integration of action plans to mitigate risks and enhance safety.

Emergency Preparedness:

Integration of actions to prepare for and respond to emergency situations.

Employee training on emergency evacuation, fire extinguisher operation and rescue methods.

Progress Evaluation:

Management evaluates progress in reducing health and safety risks against predefined targets.

Internal inspections are conducted to ensure ongoing safety compliance.

Incident Investigation:

Procedures in place to investigate work-related injuries, illnesses, diseases and incidents.

Adequate measures implemented to prevent recurrence.

OHS Training:

Training programmes provided to employees and relevant parties to raise safety awareness.

Topics include machine safety, hazard reporting, defensive driving and more.

Procurement and Contracts:

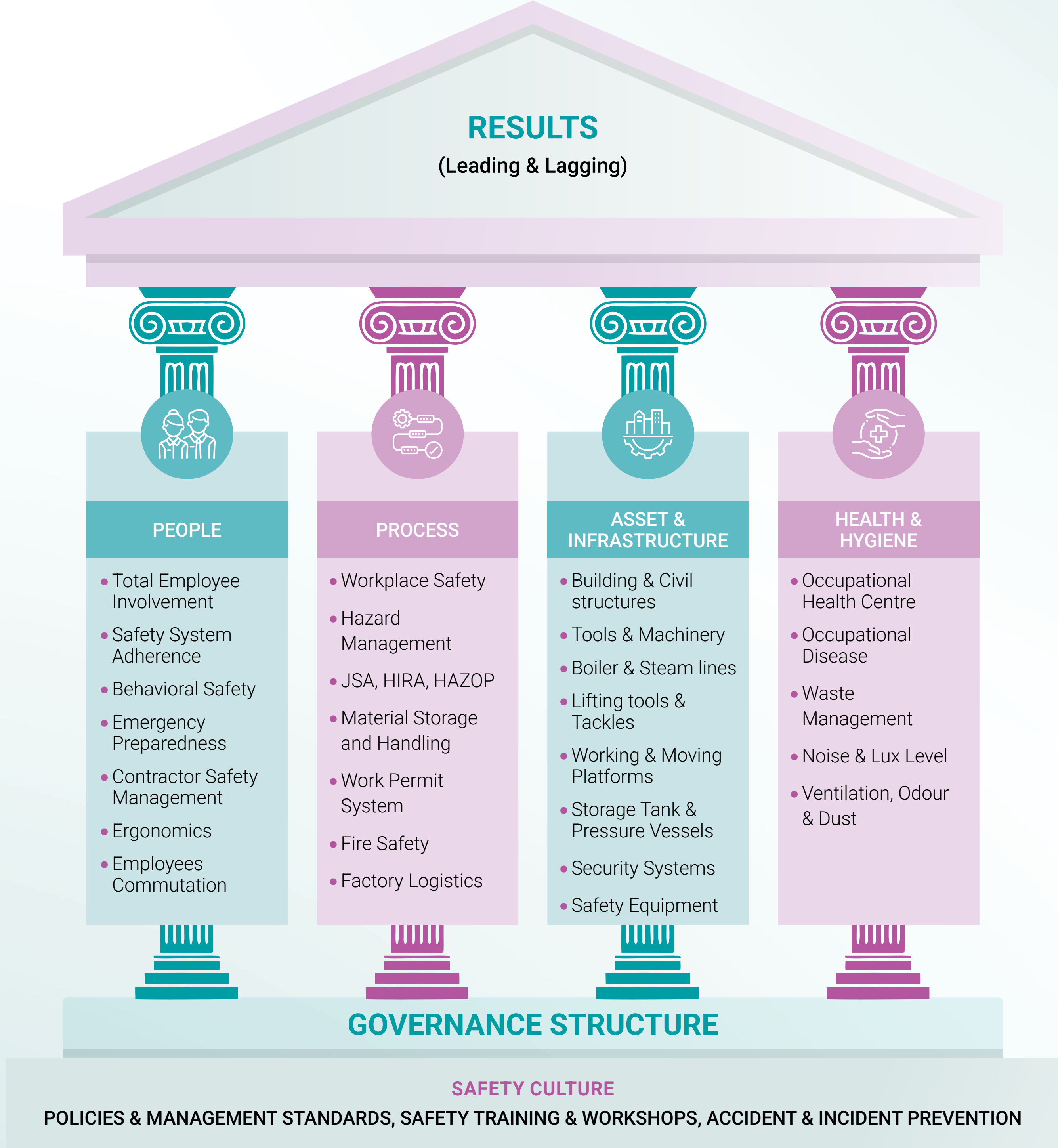
OHS criteria incorporated into procurement and contractual requirements to ensure safety compliance.

SanKalp

Sanraksha Dil Se

San-Kalp – Sanraksha Dil Se is a comprehensive Occupational Health and Safety (OHS) programme designed to embed a culture of Safety across the value chain of Zydus Wellness. The San-Kalp framework establishes a structured process to achieve a safe, sustainable and injury-free workplace.

Built on the strong foundation of Safety Culture supported by robust governance structure; its four core pillars - People, Process, Assets and Infrastructure and Health and Hygiene focuses on adherence to safety systems through 'Total Employee Involvement'. With "Sanraksha Dil Se" (Safety from the Heart) as its guiding principle, San-Kalp aims to create a sustainable, injury-free workplace through collaboration, accountability and continuous improvement.



Social & Relationship Capital

Partnering for Progress and Shared Value

80,000+	25	Zero
Direct and Indirect Farmers & 36 Collection Centres	Dairy Development Camps Annually	ADVERTISING COMPLAINTS
~4,00,000 LITRES MILK PROCURED DAILY	ANIMAL HEALTH, PREVENTIVE CARE & CAPACITY BUILDING SUPPORT	

At Zydus Wellness, the Company's purpose - reflected in its vision to bring wellness to your life – to go beyond the products the Company offers to the stakeholders and build stronger relationships. The Company's stakeholder engagement reflects the connections Zydus Wellness nurtures with communities, customers, employees, suppliers and partners, grounded in trust, collaboration and shared well-being. By sustaining long-term relationships with key stakeholders, Zydus Wellness is better able to understand their needs and concerns, respond meaningfully and deliver value. This chapter is central to ZW's long-term sustainability—helping the Company stays aligned with societal expectations, manage emerging risks and create shared value.

Engaging Stakeholders

Understanding the needs and concerns of the Company's stakeholders is fundamental to ZW's operations. Accordingly, the Company revisited materiality assessment in current year through a structured stakeholder engagement and consultation process to reassess and validate priority environmental and social topics. This exercise enabled the Company to capture evolving stakeholder expectations, emerging risks and areas of strategic focus. The refreshed materiality outcomes have been systematically integrated into the Company's risk management framework, strengthening the Company's ability to anticipate risks, prioritise actions and align sustainability initiatives with long-term business strategy and value creation.

Zydus Wellness is committed to engaging with various stakeholder groups, including vulnerable and marginalised communities, to understand their unique needs and perspectives and support their social and economic inclusion. Engagement events, both statutory and internal, are part of this commitment.

Zydus Wellness has established a robust grievance redressal mechanism to ensure that stakeholders - including communities, investors, shareholders, employees, customers and value chain partners - can raise concerns in a timely and effective manner. ZW's commitment to fair and transparent grievance management is supported by dedicated communication channels, such as a customer relationship cell for customers and defined points of contact for investors and shareholders. Clear policies further guide the Company's grievance-handling processes, reinforcing accountability and transparency. For example, ZW's Human Rights Policy and Whistleblower Policy outline formal procedures for employees and workers, while vendors and suppliers are encouraged to resolve concerns through structured meetings and designated communication channels. This systematic approach enables prompt resolution of grievances and reinforces trust, engagement and stakeholder confidence.

Responsible Supplier Relationships

ZW's supplier relationships are central to operational excellence and the extension of the Company's sustainability commitments across the value chain. To embed ESG considerations more deeply, the Company has introduced an ESG checklist as an integral enhancement to the existing Supplier Qualification Audit, complementing traditional Quality, Cost and Delivery (QCD) assessments. This enables a holistic evaluation of suppliers - covering raw materials, packaging, services, transportation and third-party manufacturing facilities - against 30 defined ESG parameters.

Supplier Onboarding
- Standard supplier qualification process
- ESG checklist integrated alongside Quality, Cost & Delivery (QCD)

ESG Assessment
- Assessment across 30 ESG parameters
- Conducted during onboarding and annual re-evaluations

Gap Identification & Action
- Low scores / No responses identified
- Suppliers submit time-bound corrective action plans
- Capacity-building support through guidance, follow-ups & engagement

Recognition & Preferential Engagement
- Preferential partnerships for strong ESG performers
- Inclusion in rewards & recognition programmes / public acknowledgement

Sustainable Supply Chain – Milk Procurement:

At Zydus Wellness, the milk procurement network enables efficient and responsible sourcing, with approximately 4,00,000 litres of milk procured daily through 36 strategically located collection centres across Aligarh and neighbouring districts. The Company works in direct partnership with ~30,000 Direct farmers, fostering long-term, trust-based relationships. Robust quality controls, end-to-end traceability and a transparent payment system ensure food safety while guaranteeing timely and equitable compensation for farmers. Guided by ZW's milk procurement policy, the Company remains committed to building a fair, inclusive and a sustainable dairy value chain that supports community development.

To strengthen farmer livelihoods, Zydus Wellness conducted 25 dairy development camps in FY 2025-26, focused on animal health, nutrition and productivity. These initiatives emphasise disease prevention, clean water practices, infertility treatment, deworming and vaccination, alongside training in sustainable dairy farming. Additional support includes free mineral mixtures, deworming medicines, a dedicated farmer helpline and targeted capacity-building programmes.

Customer Relationship Management

The safety and quality of ZW's products is paramount to the Company's operations and a fundamental aspect of it's relationship with customers. The Company's manufacturing facilities are subject to rigorous quality and safety certifications. The facilities at Ahmedabad, Sikkim (Unit I and II) and Aligarh are accredited for FSSC 22000, validating process, quality consistency and food safety. The Ahmedabad and Sikkim (Unit I and II) and Aligarh facilities also hold ISO 14001:2015 and 45001:2018 certifications. Zydus Wellness believes in providing goods and services in a manner that is sustainable and safe. The Company's R&D investments include developing capabilities and working on formulations that improve environmental and social impacts, such as reducing sugar content in products like the flagship offerings to enhance overall health and wellness.

Zydus Wellness has established a robust customer grievance handling mechanism that complies with all applicable rules and regulations set forth by regulatory authorities. Customers are encouraged to reach out with complaints, feedback, or queries through various channels like email/ toll-free number to call and raise a complaint etc. These contact details are also readily available on the Company's website and customer information is kept confidential in accordance with data privacy regulations. All complaints, feedback, or queries received through the customer care function are addressed within defined timelines, as per established internal protocols. ZW's Customer Care team handles product inquiries, while a dedicated team addresses complaints with support from relevant functions. Quality reviews all product issues and takes corrective action as needed. The Company actively informs customers about product usage through packaging and digital platforms, including brand websites. With a customer first approach, Zydus Wellness endeavours to provide replacements for all quality-related complaints without hesitation, ensuring that products are delivered directly to customers' addresses via courier or local resources whenever possible.

100%	Zero	Zero
CUSTOMER COMPLAINTS RESOLVED	PRODUCT RECALLS	INSTANCES OF CUSTOMER DATA BREACHES

To assess the effectiveness of the Company's distribution network and improve service quality, the Company conducted a Customer Satisfaction Index (CSI) survey among the distributors. The overall satisfaction score was calculated based on several key parameters, along with the distributors' likelihood of recommending ZW's services.

The evaluation parameters included:

- ***Delivery operations and stock management:*** Assessing the timeliness, completeness and efficiency of stock replenishment.
- ***Order accuracy and documentation:*** Evaluating the precision in order fulfilment and the accuracy of shipping and billing documentation.
- ***Invoicing and payments:*** Measuring the clarity, transparency and ease of financial transactions.
- ***Technology and systems:*** Analysing the effectiveness of digital platforms for order management and communication.
- ***Marketing and business support:*** Reviewing the quality of promotional support, visibility initiatives and business development assistance.
- ***Relationship management:*** Gauging responsiveness, engagement and the overall service experience with the company.

The insights gained from this evaluation will guide the Company in driving continuous improvements and strengthening the Company's distributor ecosystem for long-term success. In the reporting period, a total of 520 distributors, including both Domestic and Export Customers, participated in the survey, exceeding 50% coverage target from a base of over 980 distributors. The survey generated a consolidated average score of 72 out of 100, reflecting key strengths while also identifying areas for improvement. This structured feedback approach supports continuous process enhancement, reinforces distributor relationships and contributes to overall business growth.

Product safety and Responsible Marketing

At Zydus Wellness, the products are guided by a clear purpose- to add wellness to everyday lives - through safe, high-quality offerings and responsible marketing practices. The Company ensures full compliance with applicable product labelling and regulatory requirements, including the Legal Metrology Rules and relevant sector-specific regulations. Product labels provide clear and accurate information on ingredients, nutritional value (where applicable), usage instructions, safety warnings, expiry dates and recyclability, enabling informed consumer choices. Misleading claims are strictly avoided and a dedicated grievance redressal mechanism is in place to address consumer concerns within defined timelines.

ZW's R&D efforts focus on health and nutrition, spanning sweetener science, protein, paediatric and adult nutrition, lipid sciences, gut health and immunity. Product innovations adhere to clearly defined healthy nutrition criteria and regulatory standards, with no product exceeding 100% RDA and nutrient or health claims supported by 15–30% RDA, as applicable. Product safety and efficacy are validated through rigorous pre-clinical and clinical studies in line with Indian and global guidelines, including CTRI registrations where required. Zydus Wellness continues to refine formulations, including reducing sugar content in select products and support consumer awareness through clear on-pack guidance, outreach campaigns and free product trials.

Nurturing Communities

The Company believes that meaningful engagement with communities is essential to understanding their unique needs, priorities and perspectives, enabling Zydus Wellness to take purposeful action that supports social and economic inclusion. Through close collaboration and continuous dialogue, Zydus Wellness strives to contribute to the creation of healthier and more resilient communities.

The Company's community engagement efforts include a combination of event-based initiatives, undertaken either as part of statutory obligations or through internal programmes, aligned with a broader commitment to inclusive and sustainable development. These initiatives reflect the Company's endeavour to create a positive and lasting impact across the communities in which Zydus Wellness operates.

Zydus Shrishti, the Zydus Group's CSR programme, anchors its community initiatives and is focused on holistic development and long-term sustainable progress. In line with statutory requirements, the Company's CSR activities are guided by the CSR Policy framed under the Companies Act, 2013, with oversight provided by the CSR and ESG Committee, chaired by Dr. Sharvil P. Patel, ensuring strong governance and effective implementation.

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Management Discussion and Analysis

Global Economic Landscape

According to the International Monetary Fund's (IMF) *World Economic Outlook, April 2026*, the global economy continues to demonstrate resilience amid a period of heightened uncertainty. Global growth is estimated at 3.4% in 2025 and is projected to moderate to 3.1% in 2026, before stabilising at 3.2% in 2027 under the IMF's reference forecast. While the outlook reflects persistent challenges arising from heightened geopolitical tensions, particularly the conflict in the Middle East along with elevated energy prices, tighter financial conditions and increasing geopolitical fragmentation, economic momentum has been supported by sustained activity in key economies. Continued investment in technology, particularly digital and AI-related sectors, alongside adaptive trade reorientation and supply-chain adjustments, has helped underpin global growth and partially offset downside risks.

Inflation and Cost Pressures

After a phase of broad-based global disinflation during 2024-25, headline inflation is projected to temporarily increase from 4.1% in 2025 to 4.4% in 2026, before resuming its downward trajectory to 3.7% in 2027, as per the IMF's *World Economic Outlook, April 2026*. The near-term uptick largely reflects energy-related supply shocks associated with geopolitical disruptions, alongside lingering services inflation across major economies. While input cost pressures related to food, fuel and packaging remain volatile, the easing of select commodity prices has provided partial relief to consumer-facing industries. Pricing power, however, continues to remain constrained in value-oriented categories amid heightened price sensitivity and competitive intensity.

Trade and Supply Chain Dynamics

The IMF notes that heightened trade policy uncertainty and ongoing geopolitical conflicts particularly the war in the Middle East are disrupting global supply chains by increasing energy and input costs and contributing to financial market volatility. While global trade momentum has moderated, with trade volume growth easing from 5.1% in 2025 to 2.8% in 2026, a recovery to 3.8% in 2027 is projected as supply chains adjust and services trade remains resilient. The IMF highlights that continued policy coordination, predictable trade rules and supply-chain diversification are critical to supporting emerging and trade-dependent economies and reinforcing the durability of global trade flows.

Capital Flows and Financial Conditions

Capital flows into emerging markets continue to show heightened volatility, driven by global monetary policy developments and shifting risk sentiment. Tighter financial conditions and a stronger US dollar have increased pressure on exchange rates and financing conditions, particularly for commodity-importing economies.

Despite these challenges, stronger policy frameworks, improved foreign-exchange reserves and greater exchange-rate flexibility in several emerging markets have enhanced resilience to external shocks and helped contain financial instability amid normalising global liquidity conditions.

Source:
IMF-*World Economic Outlook, April 2026*

Indian Economic Outlook- Sustained Outperformance

Despite a challenging global environment, India continued to outperform peer economies. During FY 2025-26, the Indian economy is estimated to have grown at a robust pace of 7.6%[1], supported by resilient domestic demand, strong investment momentum and sustained services exports. This growth is particularly noteworthy amid a global backdrop where several major economies experienced subdued growth. For FY 2026-27, growth is projected at 6.5[2]-6.9[1]%, positioning India as the fastest-growing major economy globally, according to IMF and RBI estimates.

Inflation remained well-contained during the year with headline CPI inflation averaged below 3.5%[1], aided by a favourable food inflation trajectory, improved agricultural output and administrative supply-side interventions. The benign inflation environment provided monetary policy with the flexibility to maintain a growth-conducive stance, thereby supporting consumption and investment activity while remaining vigilant to evolving risks.

Labour market indicators strengthened further during FY 2025-26. According to the Periodic Labour Force Survey (PLFS) quarterly bulletin for October-December 2025 (Q3 FY26), the overall unemployment rate (current weekly status, persons aged 15 years and above) declined to ~4.9%[3], compared with ~5.2%[3] in Q2 FY26, reflecting an improvement in employment conditions even as labour force participation increased. This recovery was led by rural employment gains, with rural unemployment easing to ~4.1%[3] in Q3 FY26 from ~4.4%[3] in Q2 FY26, supported by agricultural activity, higher self-employment and sustained public spending, while urban unemployment moderated marginally to ~6.7%[3], indicating stable hiring trends in organised services and manufacturing.

A key structural development was the continued rise in female labour force participation. The female Labour Force Participation Rate (LFPR) increased to 34.9%[3] in Q3 FY26, up from 33.7%[3] in the previous quarter Q2 FY26, driven predominantly by higher participation among rural women. This contributed to a rise in the Worker Population Ratio (WPR) to 53.1%[3] from 52.2%[3], signalling enhanced labour absorption and supporting income stability, particularly in rural areas -an important supportive factor for consumption-led sectors such as FMCG.

Looking ahead, India's macroeconomic fundamentals-anchored by policy continuity, fiscal consolidation and rising private sector capital formation are expected to underpin medium-term growth, even as external risks persist. Complementing this is a supportive policy environment marked by a growth-oriented monetary policy framework and a reform-focused Union Budget geared towards long-term development. Additionally, the Government's continued focus on structural reforms through progressive labour law rationalisation aimed at providing greater operational flexibility to employers, coupled with reduction in GST rates, is expected to boost the demand. Further, revisions in income tax slab rates are likely to enhance disposable incomes, strengthen consumer sentiment and provide an impetus to discretionary spending and domestic consumption demand. Collectively, these measures are expected to support investment activity, improve industrial competitiveness and reinforce India's growth trajectory. Continued investments in infrastructure, digitalisation, manufacturing capabilities and rural development are expected to strengthen consumption demand and improve market accessibility across the country.

Source:
[1] RBI
[2] International Monetary Fund
[3] Periodic Labour Force Survey

FMCG Sector Overview

The Indian FMCG sector demonstrated resilience during FY2025-26 despite intermittent demand volatility, evolving consumer preferences and commodity-led pricing pressures. The sector continued to benefit from strong structural drivers such as rising disposable incomes, favourable demographics, increasing urbanisation, expanding digital adoption and improving access to organised retail channels. Consumption trends remained stable through the year, supported by sustained recovery in rural demand and gradual improvement in urban markets.

Rural markets continued to outperform urban markets for a significant part of the year. Urban demand, while initially subdued, witnessed progressive recovery during the latter half of the year, driven by improving consumer sentiment, easing inflation and stronger discretionary spending. Tier II and Tier III cities emerged as important growth centres, supported by rising aspirations, deeper distribution penetration and increasing adoption of digital commerce platforms.

The sector experienced divergent pricing trends across commodity baskets during the year. Elevated prices in edible oils, cocoa and select agricultural commodities contributed to inflationary pressures during the first half of the year, leading to price-led growth across several FMCG categories. However, commodity prices moderated during the latter half of the year, particularly in edible oils, resulting in easing inflationary pressures and gradual improvement in affordability and consumer demand. Consumers nevertheless continued to exhibit cautious spending behaviour, favouring affordable packs, value-oriented offerings and smaller stock-keeping units, while premiumisation trends remained visible across urban markets and emerging product categories.

Seasonal demand patterns remained uneven during certain quarters due to weather-related disruptions, including a shorter summer season, unseasonal rainfall and an early as well as extended monsoon, which impacted summer-linked categories. Despite these temporary headwinds, non-seasonal and core portfolios remained resilient, helping sustain overall sector performance.

The Indian FMCG landscape also witnessed continued transformation in channel dynamics during FY2025-26. Quick commerce, e-commerce and modern trade channels sustained strong growth momentum throughout the year, reflecting evolving consumer purchasing behaviour toward convenience-led and digitally enabled shopping experiences. e-commerce penetration increased significantly across metro markets, with quick commerce emerging as a major contributor to category expansion and impulse-driven purchases. Modern trade also witnessed a strong rebound during the second half of the year and contributed materially to incremental industry growth.

The implementation of GST 2.0 during the year led to temporary disruptions across trade channels as distributors and retailers adjusted to revised tax structures and compliance requirements. This resulted in short-term inventory corrections and moderation in purchase trends, particularly within traditional trade channels. However, the impact gradually stabilised over subsequent quarters as supply chains normalised and channel inventories improved.

Consumer preferences continued to evolve toward convenience, health and wellness-oriented products. Categories such as premium breakfast cereals, immunity products and low-sugar offerings recorded healthy growth during the year, reflecting increasing consumer preference for hygiene, convenience and healthier lifestyles. At the same time, digital exposure and changing shopping behaviour contributed to growing acceptance of regional brands, differentiated offerings and premium products, particularly within urban markets.

Going forward, the Indian FMCG sector remains well-positioned for long-term growth, supported by favourable demographics, rising household incomes, expanding retail infrastructure, increasing digital penetration and continued premiumisation trends. While near-term risks from commodity price volatility, weather disruptions and global macroeconomic uncertainties remain, the sector's underlying structural growth drivers continue to remain strong.

Source:

Bizom-The Kirana Pulse
Nielsen report
Kantar World Panel Household data report

Performance Overview - FY 2025-26

Consolidated financial highlights:

Parameters	FY 2025-26	FY 2024-25	Growth (%)
Net Sales	39,400	26,912	46.4%
Revenue from Operations	39,610	27,089	46.2%
EBITDA	5,097	3,797	34.2%
EBITDA Margin (%)	12.9%	14.0%	
Profit Before Tax (before exceptional items)	2,713	3,529	-23.1%
PBT Margin (%)	6.8 %	13.0%	
Net Profit	1,972	3,469	-43.2%
Net Profit Margin (%)	5.0%	12.8%	
Adjusted Net Profit*	3,554	3,474	2.3%
Adjusted Net Profit Margin (%)	9.0%	12.8%	

** Excluding amortisation of acquired brands and exceptional items*

Revenue and Segment-Wise Performance

During FY 2025-26, the Company recorded consolidated net sales growth of 46.4%, reaching ₹ 39,400 million. Revenue from operations stood at ₹ 39,610 million, reflecting a 46.2% year-on-year increase. Based on the FY 2021-22 base, this translates into a healthy revenue CAGR of ~18.5%.

Revenue Snapshot:

The international business, including the Comfort Click business, delivered a like-to-like growth of 29.5%, while the domestic business grew by 2.4%. Within the domestic business, the seasonal brands declined by 18.8%, primarily impacted by early and prolonged rainfall, whereas the skin and hair care brands registered a growth of 21.9% and food and nutrition brands grew by 15.5%.

As per internal data, the domestic business continued to witness a steady shift towards organised channels, with saliency improving to 30% in FY26 from 24% in FY25, driven by premiumisation as well as strong growth in modern trade and e-commerce channels.

Powered by its strong research & development engine, the Company continued to set benchmarks in innovation during FY 2025-26. A broad spectrum of new product introductions and portfolio enhancements demonstrated the Company's ability to anticipate consumer needs and translate insights into winning offerings. The positive consumer response to most of these launches highlights the strength of the Company's innovation capabilities, agility, brand equity and its ability to deliver solutions that resonate strongly in the marketplace.

Input Cost Management and Margin Performance:

On the macroeconomic front, moderation in food inflation supported a decline in overall inflation levels; however, price volatility particularly in edible oils and milk continued to pose challenges. The Company remained vigilant, closely monitoring price trends of critical raw materials and entering long-term procurement contracts wherever feasible. Risk mitigation measures included maintaining adequate inventory buffers and diversifying the supplier base.

During the year, the Company benefited from a gradual decline in prices of key inputs such as dextrose monohydrate and stevia. In addition, it implemented strategic hedging initiatives, optimised the product mix toward higher-margin offerings and adopted calibrated pricing strategies. These actions resulted in consistent margin expansion across all four quarters, with gross margins improving by 772 basis points in FY 2025-26 and a cumulative recovery of 940 basis points over FY 2024-25 and FY 2025-26.

Expenses Overview:

During the year, expenses remained well controlled and largely aligned with Net Sales growth. The significant increase reflected in the statement of profit and loss primarily driven by the inclusion of the acquired business.

Profitability Metrics:

On the EBITDA front, the Company posted a growth of 34.2% for FY 2025-26, closing the year at ₹ 5,097 million. Net Profit declined by 43.2% during the year. However, Net profit (excluding exceptional items and amortisation of acquired brands) increased by 2.3% to ₹ 3,554 million. Profitability during the year was impacted by higher finance costs arising from the acquisition, which was initially funded through a bridge loan denominated in GBP and subsequently refinanced into a lower-cost EUR loan towards the end of Q4 FY 26.

During the year, the acquisition of Comfort Click Limited was cash EPS accretive, and it is expected to become EPS accretive from the next financial year.

Earnings Per share (EPS) stood at ₹ 6.20 per share in FY 2025-26.

Net Worth and Capital Employed

The total net worth as on March 31, 2026, was ₹ 58,260 million, higher by 2.7% from the previous year. The return on equity (ROE = Reported Net profit after taxes / Average Shareholder Equity) stood at 3.4% during the year. Return on Capital Employed (ROCE = Earnings before Interest and Taxes / Average Capital Employed) stood at 4.2% during the year.

Net Debt

As of March 31, 2026, the Company's consolidated net debt stood at ₹ 30,711 million, compared with ₹ 754 million in the previous year, primarily on account of the acquisition of Comfort Click Limited, a strategic investment aligned with the Company's long-term growth objectives. The Company continues to maintain a healthy financial profile, with a net debt-to-equity ratio of 0.53, demonstrating balance sheet strength and disciplined financial management.

Capital Expenditure

The Company has incurred capital expenditure of ₹ 1017 million in financial year 2025-26.

Other Key Ratio

The Company's current ratio improved to 1.88 as of March 31, 2026, compared to 1.48 in the previous year.

The debtor's turnover days (Average Trade Receivables / Net Sales), decreased to 35 days from 44 days in the prior year. The reduction in debtor days is mainly due to lower debtor days of Comfort Click business.

The trade payables turnover days (Average Trade Payables / Net Purchases), reducing to 48 days from 67 days, mainly due to shorter payable cycles of Comfort Click business.

The inventory turnover days (Average Inventory/Net Sales) improved significantly, decreasing to 59 days from 67 days, mainly due to lower inventory days of Comfort Click business.

Market Leadership and Reach

The Company retained leadership positions across most categories that it operates in. Also, continued investments in distribution, category expansion, innovation, media campaigns, sales promotions and digital engagement further strengthened competitive positioning and market share across key brands. The Company today nourishes, nurtures and energises over 70 million families through an extensive omnichannel presence including ~2.8 million retail outlets stocking Zydus Wellness products. This widespread availability underscores the strength of the Company's brands and the Company's capability to meet the everyday needs and diverse shopping preferences of Indian consumers.

The Company continued to deliver on the seven key pillars that supported growth during 2025-26:

A. Acceleration of growth of core brands:

The Company marked a significant step in future-proofing Zydus Wellness' core franchises amid evolving consumer preferences, increasing category competition and heightened seasonality-related demand volatility. During the year, the Company adopted a multi-pronged growth strategy focused on purposeful innovation, sharper consumer segmentation, agile media deployment and channel-led retail excellence. The Company also strengthened its capabilities in data-enabled demand forecasting, micro-market prioritisation and analytics-driven Go-To-Market (GTM) optimisation, enabling improved responsiveness to changing market dynamics across categories.

The Company continued to drive growth across both existing and newly launched products through focused marketing initiatives and a robust GTM strategy tailored to the fast-evolving FMCG landscape. Key initiatives included integrated multi-channel advertising campaigns, in-store activations, strategic pricing interventions and consumer engagement programmes aimed at enhancing brand visibility, driving product trials and strengthening consumer loyalty. The GTM strategy remained focused on expanding distribution reach, improving retail execution and shelf visibility, optimising channel-level product availability and collaborating closely with trade partners to enhance speed-to-market. These integrated efforts enabled the Company to accelerate market penetration, strengthen brand equity and respond more dynamically to evolving consumer preferences and channel shifts, particularly across modern trade, e-commerce and quick-commerce platforms.

Glucon-D - Expanding Energy Relevance Beyond Seasonality

- Despite softer category demand due to adverse weather conditions, Glucon-D remained focused on building long-term brand momentum through innovation, portfolio diversification and consumer engagement initiatives.
- Successfully entered the performance hydration segment with the launch of Recharge, available in three refreshing flavours - Orange, Green Apple and Lemon. The range is formulated with electrolytes, vitamins and minerals to support energy release, endurance performance and immunity support, with no added sugar. It combines glucose + electrolytes for effective hydration and sustained performance and is offered in a zero-caffeine formulation to suit a wide range of consumers. The launch was further strengthened through a focused rollout across modern trade (MT) and e-commerce (EC) channels, ensuring wider reach and improved consumer accessibility.
- Strengthened experiential brand connect through the 'Fuel Your Movement' campaign featuring Milind Soman, leveraging marathon circuits, cyclothons and large-scale fitness events to deepen engagement with fitness-focused consumers.
- Reinforced mass consumer recall through the high-impact 'Energy Ka Gola' campaign featuring Irfan Pathan, strengthening Glucon-D's positioning as India's trusted instant energy brand.
- These integrated initiatives were aimed at reinforcing Glucon-D's category leadership while expanding its relevance across newer consumer cohorts, health and wellness occasions and active lifestyle consumption segments.

Complan - Building a Holistic Nutrition Ecosystem for Every Growth Stage

- Building on strong brand equity, the Company plans to reposition and expand the brand's participation in the nutrition segment through a series of relaunches and new product introductions aligned with evolving consumer need states and contemporary nutrition preferences.
- The Company is also strengthening consumer outreach through celebrity-led engagement initiatives, including a partnership with emerging cricket talent Vaibhav Suryavanshi, aimed at enhancing the brand's connect with younger consumers and driving relevance among the next generation audience.
- Focused on acquiring new users across the toddler and adult nutrition portfolios through targeted digital engagement initiatives, expert outreach programmes and clinically backed communication aimed at strengthening consumer trust and category penetration. Additionally, strengthening medical marketing team with significant addition of skilled resources will help drive consumer awareness, increase penetration and create demand for premium products under the brand.
- Continued to strengthen channel presence through focused initiatives across modern trade, general trade and e-commerce platforms, enhancing product distribution, retail visibility and consumer accessibility across key markets.

Sweeteners with Purpose - Driving Health-Conscious Growth and Engagement

- Sugar Free Green continued to deliver strong momentum through integrated 360-degree campaigns, consistently registering double-digit growth over the last five financial years.
- The brand strengthened regional consumer engagement through targeted campaigns, including Sugar Free Green's New Year campaign, which enhanced pan-India television visibility and Sugar Free Gold+'s 'Mishty made for Mishty life' campaign launched across select regional markets.
- Continued expanding the product portfolio in the domestic market with the introduction of Sugar Free D'lite cookies and chocolates in indulgent flavours, catering to the evolving preferences of health-conscious consumers seeking better-for-you snacking options.
- Continued to build consumer awareness and trust through regional-language forums and educational initiatives involving doctors and key opinion leaders, aimed at addressing concerns around non-nutritive sweeteners and promoting informed consumption.
- Strengthened consumer trust in the flagship sweetener portfolio by upgrading Sugar Free Gold to Sugar Free Gold+, now reformulated with sucralose and chromium. Chromium helps support the maintenance of normal blood glucose levels, while the removal of aspartame enhances product safety perception and improve product adoption in new format.
- On World Diabetes Day, Sugar Free Gold+ launched the #TakeControlWithSugarFree campaign, introducing a 'Sweetness Score Card' designed to help consumers assess sugar consumption habits and understand potential pre-diabetes risks, thereby reinforcing the brand's positioning in preventive health and wellness.

Nycil - Leading the Way in the Category Performance

- Continued to maintain its leadership position in the prickly heat powder category, retaining the highest market share in the segment.
- Despite an increasingly competitive market environment, the brand registered strong growth and continued to outperform overall category growth during the year.
- Building on its portfolio expansion strategy, Nycil further strengthened its international presence through the introduction of its soap variant in four different fragrances across select international markets during the previous year.
- Strengthening its brand communication strategy and scaling mass-market activation initiatives with a focused objective of enhancing household penetration, improving consumer engagement and expanding retail reach across markets.

Everyuth - Accelerating Premiumisation Through Culture and Innovation

- Continued to outperform category growth during the year, supported by superior product experiences, innovation-led offerings and culturally relevant marketing initiatives.
- During the year, the brand further strengthened its presence by the launch of D-Tan Face Wash under TAN Removal category.
- Delivered double-digit growth, aided by new product launches, expanded consumer reach and strong visibility across key channels and consumer touchpoints.
- Consumer engagement was further strengthened through AI-powered campaigns and creator-led digital ecosystems built around contemporary lifestyle occasions such as parties, date nights, travel and after-office interactions, enhancing the brand's relevance among younger consumers.
- Everyuth also strengthened its association with modern and confident female consumers through a strategic partnership with Gujarat Giants in the Women's Premier League, reinforcing the brand's positioning around confidence, spontaneity and self-expression.
- The brand further expanded its distribution reach and modern trade visibility, strengthening its presence across youth-focused urban markets and high-growth retail channels.
- Continued investments in television and digital campaigns helped amplify brand visibility, deepen consumer engagement and support sustained growth across core product categories.

Nutralite - Building lifelong consumer relationships

- Nutralite continued its transformation journey toward becoming a preferred staple in modern Indian kitchens, supported by innovation-led portfolio expansion and evolving consumer engagement initiatives.
- The brand continued to broaden its portfolio basket through consumer-centric innovations and category expansion initiatives.
- During the year, Nutralite expanded its offerings with the launch of products such as Nutralite Active Peanut Butter, Professional Mayonnaise Slim, Cheesy Delight and other innovation-led offerings aligned with evolving consumer preferences and healthier food choices.
- The 'Sab Ke Liye Right, Nutralite' campaign repositioned the brand as a versatile and inclusive food solution catering to every family member and multiple meal occasions.
- The brand further strengthened consumer engagement through sustained investments in digital media, e-commerce activations and targeted customer outreach initiatives across key channels.
- Nutralite also launched an AI-powered recipe platform aimed at tapping into the growing digital food ecosystem, enabling consumers to access personalised recipes through image uploads, dish-name searches and WhatsApp-based interactions.
- Continued partnership with Sanjeev Kapoor further strengthened the brand's culinary credibility, consumer trust and food inspiration positioning.

RiteBite Max Protein - Paving the way for future business

- During FY2025-26, the Company implemented rapid integration through voluntary liquidation of Naturell (India) Private Limited, aligning its operations with Zydus Wellness' enterprise-wide systems, distribution network and operating processes to unlock synergies across manufacturing, supply chain and go-to-market infrastructure.
- One year post acquisition, RiteBite Max Protein exceeded internal expectations on both value and volume growth, reflecting strong consumer acceptance and category momentum.
- The business also witnessed significant improvement in profitability, with EBITDA improving from near-neutral levels to almost double-digit margins, supported by topline growth, operating leverage, cost efficiencies, integration synergies and expanded distribution reach.
- The brand continued to deliver strong performance across its core portfolio comprising protein bars, cookies and chips, further strengthening its leadership position in the protein nutrition segment.
- During the year, the Company expanded the portfolio through innovation-led launches such as Millet Wafer Bars, Ultimate Protein Boost RTD, Max Protein Roots (Ghee-Jaggery Bar) and Korean-flavoured protein chips, catering to evolving consumer preferences and diverse nutrition occasions.
- Brand visibility and consumer engagement were further strengthened through digital-first campaigns, marathon partnerships and focused engagement with fitness and wellness communities, reinforcing RiteBite Max Protein's positioning within the active nutrition and healthy snacking space.

Cuticolor - Building a trusted, doctor-led premium hair colour brand

- During the year, the Company initiated marketing and distribution of Cuticolor across organised retail channels, strengthening the brand's presence in the premium hair care segment.
- The 'Dermatological Expertise' campaign targeted premium urban hair-colour users across digital platforms such as YouTube and Amazon, delivering a 67% uplift in brand awareness and achieving nearly 4x the benchmark click-through rate, reflecting strong consumer engagement and campaign effectiveness.
- Positioned as the No.1 doctor-prescribed hair colour brand, Cuticolor continued to strengthen its premium and safe hair-colour proposition through formulations free from ammonia, PPD and other harmful chemicals, offering consumers a gentle and healthier hair colouring experience.

B. Strategic Portfolio Diversification Through Acquisition, and Scale Building - Vitamins, Minerals and Supplements (VMS)

The acquisition of Comfort Click represents a pivotal milestone in the Company's strategic evolution. It significantly strengthens the Company's global presence in the fast-growing digital vitamins, minerals and supplements space, advances it's capabilities in personalised wellness and reinforces it's commitment toward innovation-led and consumer-centric health and wellness solutions. With its digital-first operating model, strong brand portfolio and shared focus on quality, Comfort Click positions us to scale sustainable wellness offerings globally and shape the future of preventive health and wellbeing.

FY 2025-26 marked a milestone year in the Company's growth journey, with acquisitions playing a transformative role in strengthening its international presence and diversifying its wellness portfolio. Through the acquisition of Comfort Click, the Company expanded its footprint across the United Kingdom (UK), Europe (EU) and the United States of America (USA), while significantly enhancing its participation in the high-growth Vitamins, Minerals & Supplements (VMS) category spanning adult nutrition, kids wellness and pet health products. The acquisition also accelerated the Company's digital business capabilities overseas, leveraging Comfort Click's strong Direct-to-Consumer (D2C) and e-commerce-led operating model.

Comfort Click's portfolio comprises three key brands:

- **WeightWorld**
  offering plant-based supplements, vitamins and minerals, collagen, omegas, probiotics and sports nutrition products for adults.
- **Maxmedix**
  a specialty VMS gummy brand catering to paediatric nutritional requirements.
- **Animigo**
  a natural pet VMS brand offering a wide range of pet care and wellness products.

Comfort Click has emerged as one of the fastest-growing digital consumer healthcare platforms in the VMS category and was recognised among the Financial Times' Top 1000 fastest growing companies in Europe, consecutive three years.

The European vitamins and minerals supplements market is estimated at around GBP 11 billion, while the global digital VMS market is projected to reach USD 50-60 billion by 2030, supported by rising health consciousness and increasing focus on preventive healthcare.

Post acquisition, Comfort Click further strengthened its portfolio through the multiple launches, reinforcing its positioning within high-growth wellness and preventive healthcare categories.

The WeightWorld brand also expanded its European footprint by entering Poland, Finland and Portugal, unlocking access to fast-growing wellness markets and strengthening regional scale. In addition, the Company successfully expanded the WeightWorld and Maxmedix brands through launches on Boots UK, one of the leading health and beauty retail platforms in the UK and a fast-growing channel for vitamins and supplements. The brands also established a presence on Amazon UAE, supporting geographic expansion and improving consumer accessibility across international markets.

Notably, the portfolio has also received strong consumer ratings in Amazon of >4.6/5.0 across key markets including the United Kingdom, Germany, France, Spain and Italy, underscoring consistent product quality, customer satisfaction and brand trust across its top-performing geographies.

C. Scaling International Business Across Multiple Growth Clusters:

The Company continued to strengthen its international footprint across the SAARC, Middle East & Africa (MEA), Southeast Asia (SEA) and Indian Subcontinent Cluster (ISC) regions through expansion into new geographies and the introduction of innovative products tailored to regional consumer preferences and market requirements. During the year, the Company also expanded the international presence of RiteBite Max Protein, which, within the first year of acquisition, was launched across nine international markets, significantly enhancing the brand's global reach and long-term growth potential.

Complan, Sugar Free, Ritebite Max Protein and Nycil continued to remain key contributors to the Company's international business performance, supported by strong brand equity, increasing consumer acceptance and expanding distribution reach across overseas markets.

Further strengthening its international diversification strategy, the acquisition of Comfort Click enabled the Company to strategically enter the United Kingdom (UK), Europe and the United States of America (USA), significantly expanding its presence across major global wellness and nutrition markets. The acquisition enhanced the Company's geographic diversification and reduced dependence on any single country or region, while also strengthening its participation in the fast-growing global digital Vitamins, Minerals & Supplements (VMS) ecosystem.

D. Significant initiatives to drive scale and enhance profitability:

The Company has taken various initiatives to increase consumer base and improve profitability.

- As the world witnesses shift in consumer desires, choices and how they access them, the Company's prime focus is to innovate new products and extensions that fit into the consumers' evolving preferences and bring novel solutions for category expansion. With the strong R&D team and state-of-the-art R&D facility at Ahmedabad, the Company has a strong new product pipeline in place which could be launched at an appropriate time based on the market requirements and consumer needs. The Company ensures that all its' new products are well researched and scientifically backed and substantiated.
- In today's competitive market, it's crucial to identify the most effective channels for reaching potential and existing customers together and increase overall penetrations of its brands. The Company continues to drive growth of its iconic brands through reimagined narratives and exploring new approaches to media exposure for its brands to achieve consumer connection with greater precision. The Company has been able to increase overall penetration of its key brands.
- The Company has successfully transitioned from a distribution-led model to establishing direct relationships with all modern trade and e-commerce partners. This strategic disintermediation has enhanced supply chain efficiency, improved product availability, reduced lead times and delivered margin benefits. Complementing this shift, the Company has steadily increased its focus on organised trade, introducing channel-specific offerings designed to resonate with new-age consumers.
- As a result, organised trade saliency excluding Comfort Click business continued to strengthen, reaching 30% in FY26, comprising 17% from e-commerce and 13% from modern trade (MT). Quick commerce has emerged as a key growth driver within e-commerce, now accounting significant to total e-commerce sales, supported by its lower cost-to-serve advantage over traditional e-commerce channels.
- As the Company continues to grow in scale and launch new products and extensions, it is imperative to make these products available across channels to reach to the consumers who are looking for such offerings through a right mix of distribution reach. The Company today nourishes, nurtures and energises over 70 million families through an extensive omnichannel presence-including ~2.8 million retail outlets stocking Zydus Wellness products.

E. Accelerating Digital Transformation & Advanced Analytics Adoption:

In response to rapidly evolving digital consumer behaviour, the Company has accelerated its digital transformation agenda to deepen customer engagement, enhance operational efficiency and enable sharper, data-driven decision making. Targeted investments in advanced analytics and AI-enabled platforms have delivered measurable benefits, including more effective media spend optimisation, improved demand forecasting, deepened consumer engagements and streamlined inventory management.

The Company's continued emphasis on Direct-to-Consumer (D2C) channels through brand-owned digital platforms and marketplace integrations has strengthened consumer relationships, expanded reach and enhanced ownership of consumer data.

Reinforcing its long-term vision, the Company remains committed to sustained investments in digitalisation, automation and real-time capabilities, positioning it for operational excellence and scalable, future-ready growth.

F. Sustainability & ESG Integration:

Recognising the growing consumer and investor emphasis on responsible business, the Company has made sustainability a core strategic priority:

- Sustainable packaging initiatives including increased use of biodegradable, recyclable, or reusable materials across product lines.
- Adoption of green manufacturing practices-reducing water, energy consumption and waste across facilities.
- Ethical sourcing partnerships established with suppliers to ensure fair labour practices and environmentally conscious raw material sourcing.
- Active monitoring and progress reporting on ESG goals, with alignment to global standards.
- For more details refer the BRSR and ESG section of this report.

G. Talent & Culture Transformation:

People are the core of innovation and execution. The Company continues to foster a culture of performance, agility and inclusion:

- Rolled out a leadership development programme to nurture internal talent pipelines and support succession planning.
- Focused on enhancing employee experience through well-being programmes and digital HR tools.
- Initiatives on gender diversity, through targeted hiring.
- The Company also follow a structured recruitment and development approach to attract, nurture and retain top talent. This year the Company onboarded number of employees, strengthened its future pipeline through programmes like LEAP, WINGS, Aspire, Shine, COMPASS and Project Gurukul and enhanced engagement via initiatives like LeaderScape and ZW Chronicles.
- Zydus Wellness continued to be certified as 'Great Place To Work'.

Building Stronger Stakeholder Relationships

The Company actively engages with employees as a critical stakeholder group through structured, transparent and participative mechanisms that foster trust, alignment and shared ownership of organisational goals.

The stakeholder network includes:

Employees

Employees are key stakeholders who drive business objectives as a cohesive unit. It is therefore imperative for the Company to address their needs, challenges and aspirations. The following initiatives are undertaken:

1. Employee Engagement:

- **Inclusive & Empowering Work Environment:**

  The Company promotes an employee-friendly workplace that encourages collaboration, idea-sharing and empowerment, enabling teams to operate cohesively while contributing to organisational outcomes.

- **Safe, Ethical & Respectful Workplace:**

  Strong governance frameworks ensure a work environment that is both physically and psychologically safe. Policies such as Prevention of Sexual Harassment (POSH), Occupational Health & Safety and Human Rights reinforce the Company's zero-tolerance approach toward discrimination and its commitment to dignity, fairness and respect at the workplace.

- **Performance Transparency & Fair Recognition:**

  A clear and equitable performance evaluation framework ensures that employee contributions are assessed objectively and recognised through consistent, merit-based processes, supporting fairness and motivation across the organisation.

- **Feedback Mechanisms:**

  The Company encourages open and continuous dialogue between employees and leadership. Platforms such as 'Chai Pe Charcha' for field teams, 'Espresso with the CEO' for mid-level managers, quarterly town halls for all the employees provide direct access to leadership, enabling candid feedback, experience sharing and two-way communication.

- **Recognition, Celebration & Belonging:**

  The Company believe in celebrating achievements and milestones together. Regular recognition programmes, off-sites, sales conferences, team-building initiatives and milestone celebrations are integral to building a culture of appreciation and a strong sense of belonging among employees.

- **Employee Health & Wellness Focus:**

  Employee well-being remains a key engagement priority. The Company's comprehensive Health and Wellness Policy supports physical and mental wellness through initiatives such as free health check-ups for employees and reimbursement support for personal health-related activities, encouraging preventive care and healthier lifestyles. Additionally, the Company offer medical insurance coverage to all employees and their families, ensuring a strong safety net for its people and their loved ones.

2. Professional Development:

The Company view professional development as a foundation of long-term and sustainable growth. Company's people development efforts focus on strengthening individual capabilities while progressively building leadership capacity across the organisation.

- **Talent Management:**

  Structured talent reviews and succession planning processes help identify and develop high-potential employees for critical roles, enabling leadership continuity and a steady internal talent pipeline.

- **Skills Development & Training:**

  The Company's comprehensive learning framework supports continuous upskilling through technical training at facilities and customised learning modules, ensuring employees remain aligned with evolving business and role requirements.

  The Company continues to strengthen its people capabilities through a structured and comprehensive learning and development ecosystem. Flagship programmes such as LEAP, WINGS, Aspire, Shine, COMPASS and Project Gurukul are designed to build leadership depth, functional excellence and future-ready skills across level.

- **Leadership Development:**

  Focused leadership development programmes, supported by tools such as Hogan 360, help employees build self-awareness, strengthen people skills and develop the confidence needed to lead teams and drive performance effectively.

3. Rewards:

- The Company actively nurtures a culture of appreciation by recognising and celebrating the efforts and achievements of its employees. During the year, the recognition and rewards framework was further strengthened through initiatives such as annual & quarterly individual and team awards, along with 'PAT On The Back' awards that acknowledge both exceptional performance and consistent everyday excellence.
- These recognition practices have contributed significantly to reinforcing employee morale, engagement and trust and have played an important role in Zydus Wellness' continued certification as a Great Place to Work for four continuous years. This recognition reflects the Company's ongoing commitment to creating a workplace where employees feel valued, supported and encouraged to perform at their best.

Shareholders & Investors

The Company places the highest importance on the trust and confidence of its shareholders and investors and remains firmly committed to maintaining transparent, timely and effective communication. To this end, the Company has instituted a robust investor engagement framework, which includes the following initiatives:

- The Company conducts quarterly investor conference calls with analysts, institutional investors and all shareholders to provide performance updates and address queries in a structured and transparent manner.
- The Company engages with investors through periodic domestic and international conferences and non-deal roadshows to strengthen awareness of the business, strategic direction and long-term value creation initiatives, while facilitating open dialogue with the investor community.
- Investor presentations, along with earnings call transcripts and audio recordings, are promptly made available on the Company's website and duly filed with the stock exchanges.
- Annual General Meetings (AGMs) are conducted and the Annual Report is published on both the Company's website and the stock exchanges. Annual General Meetings (AGMs) are held in accordance with statutory requirements and the Annual Report is published on both the Company's website and the stock exchanges to ensure wide accessibility.
- Press releases pertaining to significant corporate developments are disseminated through the Company's website and the stock exchanges to ensure consistent and timely stakeholder communication.
- Unaudited and audited financial results and statements are disclosed on a quarterly, half-yearly and annual basis via the Company's website, stock exchanges and leading newspapers, in compliance with applicable regulations.
- A dedicated investor section is maintained on the Company's website, providing easy access to disclosures, reports and updates in line with regulatory and governance standards.
- Investor grievances are actively monitored and addressed through the Stakeholders'/Investors' Relationship Committee, comprising Independent and Non-Executive Directors, thereby ensuring oversight and accountability.
- The Company continues to uphold strong corporate governance practices, reinforcing a culture of transparency, ethical conduct and accountability across all levels of the organisation.

Consumers

At the core of the Company's operations lies an unwavering commitment to placing consumers first and continuously evolving in response to their changing needs and expectations. This commitment is reflected through the following strategic initiatives:

- The Company actively engages with consumers on an ongoing basis to gain deeper insights into their preferences, enabling the development of relevant, meaningful product and packaging solutions.
- Consumer-validated decision-making, where key business strategies are shaped by direct consumer insights, ensuring relevance and impact. Key business decisions are anchored in consumer-validated insights, ensuring that strategies are data-driven, relevant and designed to deliver tangible impact.
- The Company empowers consumers to make informed choices by providing clear, transparent and easily accessible product information across multiple media platforms and through targeted social awareness initiatives.
- Superior consumer experiences are delivered through a strong focus on product quality and continuous innovation, supported by advancements in science and technology.
- Value creation for consumers remains a priority, with sustained efforts to optimise cost structures and enhance affordability without compromising product quality or standards.
- The Company maintains responsive and efficient consumer support mechanisms, promptly addressing queries, feedback and grievances through well-established service channels.
- To encourage product discovery and feedback, the Company facilitates consumer trials through free sampling of new product launches across both digital and physical touchpoints.

Government & Regulatory Authority

The Company actively collaborates with government and regulatory authorities, reinforcing its commitment to responsible corporate and inclusive development. Through structured engagement and institutional partnerships, the Company supports policy formulation and community advancement through the following initiatives:

- The Company engages in policy advocacy by working closely with government bodies through recognised industry associations, contributing constructively to informed and balanced policymaking.
- It actively supports government-led initiatives aimed at enhancing community welfare, social development and broader socio-economic impact.
- The Company participates in key platforms such as seminars, meetings and conferences organised by government authorities and industry associations, facilitating meaningful dialogue, knowledge sharing and collaborative progress.

Suppliers & Vendors

The Company remains committed to fostering long-term, collaborative relationships with its suppliers, vendors and all business partners through structured engagement and responsible procurement practices. This approach is aimed at strengthening the supply chain, enhancing quality and building mutual trust. Key initiatives include:

- The Company organises dairy camps to engage directly with farmers, strengthen upstream linkages and reinforce the resilience and sustainability of the supply chain. These camps facilitate efficient milk collection, provide a platform to understand and address farmers' needs and support knowledge-sharing on quality, productivity and best practices, thereby fostering long-term partnerships with the farming community.
- It supports supplier partners through education and health initiatives, including the distribution of mineral mixtures and de-worming tablets, to promote improved animal health and productivity.
- The Company maintains continuous engagement with key suppliers through regular virtual and physical interactions, ensuring operational continuity and supply stability in a dynamic business environment.
- Fair contractual arrangements and shared operational processes are adopted to drive quality enhancement, transparency and long-term trust across the supplier ecosystem.
- Periodic review meetings between suppliers and Company management are conducted to assess performance, address challenges and align on future growth plans.
- The Company shares regular updates on quality standards, compliance requirements and service expectations, fostering a culture of accountability and continuous improvement.
- The Company has instituted a ESG compliance framework for its vendor base, under which environmental, social and governance standards form an integral part of the supplier selection and contracting process. All key suppliers are required to meet defined criteria relating to human rights, labour compliance, environmental management, quality standards and statutory certifications. ESG compliance is regularly reviewed by management, with preference accorded to vendors meeting prescribed standards, while non-compliant suppliers are excluded from engagement.
- The Company undertakes a structured financial evaluation of vendors prior to their selection to assess financial stability, creditworthiness and operational resilience. This process helps ensure continuity of supply, mitigates the risk of vendor disruptions and safeguards the business against potential supply chain interruptions.

Planet & Society

The Company remains deeply committed to contributing positively to the planet and to society by integrating responsible, ethical and sustainable practices across its operations. This commitment is reflected through the following focused actions:

- The Company conducts its business in full compliance with applicable laws, regulations and governance standards, ensuring responsible and ethical operations at all times.
- It develops and delivers responsible products that incorporate sustainability considerations and are designed to create long-term social and environmental value.
- The Company actively engages in policy advocacy initiatives aimed at driving progressive outcomes for environmental protection and societal well-being.
- It participates in and supports environmental and sustainability initiatives with a focus on energy efficiency, water stewardship and waste reduction across its operations.
- The Company contributes to broader societal development by participating in working groups, industry forums, conferences and community development programmes, enabling knowledge sharing and collective impact.
- Due to its commitment to transparency and sustainable business practices, Zydus Wellness has featured in the S&P global Sustainability Yearbook 2026. Zydus Wellness is the only Indian Food Products Company ranked within the top 10% of S&P Global CSA scores, achieving the 99th percentile and securing 3rd position among 331 companies assessed in the Food Products (FOA) category of the S&P Global Corporate Sustainability Assessment.This achievement reflects the Company's alignment with international ESG benchmarks and its ongoing efforts to strengthen performance across environmental, social and governance dimensions.

Through proactive and collaborative stakeholder engagement, the Company aims to enhance transparency, enable informed decision making and foster long-term, value-driven relationships.

Further details are provided in the Stakeholder Engagement and Materiality Assessment sections of the Integrated Annual Report.

Risk identification, Risk mitigation, and Internal controls:

The Company's business comprises manufacturing and marketing of consumer wellness products. Its presence in these segments exposes it to various risks which are explained below:

Volatility in Key Input Costs:

Prices of key raw materials and inputs used in the Company's products are subject to volatility due to factors such as changes in government policies, inflationary pressures and fluctuations in foreign exchange rates, which may impact cost structures and margins.

The Company actively monitors input price movements and where feasible, enters into long-term sourcing arrangements to mitigate volatility. Adequate inventory buffers are maintained to manage short-term disruptions, while continuous efforts are undertaken to broaden and diversify the supplier base. These measures not only reduce cost volatility but also enhance supply chain resilience, support operational continuity and create opportunities for improved procurement efficiency and margin optimisation.

Intensifying Competition and Pricing Pressures:

While the Company's products hold leading positions in several categories, the business continues to face intense competition from existing players as well as new market entrants. Competitive dynamics across both the retail and institutional segments, each with distinct customer expectations, pricing structures and margin profiles may exert pressure on market share and profitability.

The Company leverages its strong brand equity, established market presence and continuous focus on enhancing product quality and expanding its wellness portfolio to remain differentiated. A well-defined and balanced marketing strategy enables the Company to effectively address the unique requirements of both retail and institutional channels. By strengthening execution, innovating consistently and deepening consumer and customer engagement, the Company is well positioned to increase its share across segments and convert competitive intensity into sustainable growth opportunities.

Evolving Consumer Preferences and Behaviour:

Rapid changes in consumer tastes, preferences and purchasing behaviour driven by increased health awareness, digital influence, urbanisation and shifting lifestyle patterns, require continuous innovation and agility. Failure to anticipate or respond effectively to these evolving expectations may impact the relevance and growth of core brands, potentially leading to loss of market share and competitive advantage.

The Company remains focused on accelerating the growth of its core brands through consumer-centric innovation, portfolio rejuvenation and data-driven insights. By closely tracking emerging trends, strengthening digital and omnichannel engagement and introducing differentiated wellness-oriented offerings, the Company is well positioned to respond proactively to changing consumer needs and convert evolving behaviour into long-term growth opportunities.

Litigation related to quality of products, intellectual properties and other litigation:

Operating in the consumer health and wellness segment, the Company is subject to stringent quality, safety and regulatory standards across its products, manufacturing processes and supply chain. Any deviation from prescribed regulations or non-adherence to quality standards established by regulatory authorities may result in regulatory actions, product recalls, penalties, or litigation from customers. The Company also faces potential litigation risks relating to product claims made to consumers. Additionally, strong brand equity exposes the Company to risks associated with unauthorised or illegitimate use of its brand name, packaging designs and other intellectual property by third parties.

The Company has established a comprehensive quality and compliance framework, supported by policies on quality risk management, food safety management systems and regulatory controls. Robust Standard Operating Procedures, including global food safety standards, manufacturing compliance protocols, self-inspection mechanisms and continuous quality improvement initiatives, are firmly embedded across operations. A dedicated regulatory affairs team actively monitors evolving regulatory requirements and assesses their potential impact, enabling proactive risk mitigation. The Company has also secured appropriate insurance coverage to mitigate risks arising from potential product recalls. High standards of accuracy are maintained in product claims, reinforcing consumer trust. Intellectual property is safeguarded through systematic registrations and legal protections. These measures not only mitigate regulatory, legal and reputational risks but also strengthen brand credibility, enhance stakeholder confidence and reinforce the Company's position as a trusted player in the wellness segment.

Geopolitical, Trade and Macroeconomic Risks:

The Company operates in a complex and interconnected global environment and is exposed to risks arising from international trade disputes, protectionist policies and evolving geopolitical and macroeconomic conditions. Trade tensions between countries may result in sudden changes in tariffs, import and export duties and the introduction of non-tariff barriers, leading to increased input costs, supply chain disruptions and restricted market access.

Additionally, geopolitical and macro-economic developments such as political instability, military conflicts, wars, terrorist threats, currency volatility, inflationary pressures and global economic slowdowns may disrupt trade flows, create commodity shortages and contribute to volatility in key resource prices, including crude oil and gas, thereby impacting logistics costs, industrial output and overall business operations.

Current global developments, including ongoing geopolitical tensions in regions such as the Middle East, volatility in crude oil prices and the emergence of tariff and trade realignments, further heighten uncertainty and may have cascading effects on freight costs, foreign exchange and input price stability.

The Company continuously monitors geopolitical and macroeconomic developments and engages closely with trade consultants, regulatory experts and local partners to ensure compliance, preparedness and business continuity. Strategic initiatives are being undertaken to strengthen resilience, including diversification of sourcing and manufacturing locations, portfolio diversification to reduce dependence on specific markets or products, localisation of manufacturing to mitigate foreign exchange exposure and calibrated geographic expansion into relatively stable and high-potential markets.

These measures enhance the Company's ability to manage uncertainty, respond swiftly to external disruptions and convert global volatility into opportunities for supply chain optimisation, cost efficiency and long-term sustainable growth.

Under-Penetration of Categories and Market Development:

The Company continues to invest in the long-term development of its brands and the categories in which it operates. Certain categories remain under-penetrated, which may pose challenges to achieving the Company's growth aspirations in the near term, including slower adoption rates, extended consumer education cycles and higher investments required for category expansion.

Underpenetration also presents a significant opportunity for sustained and scalable growth. The Company consistently innovates to address evolving consumer expectations and introduces differentiated and value-driven product propositions. Through focused brand building, category education and innovation-led offerings, the Company aims to expand consumption occasions, strengthen brand leadership and drive accelerated growth in both existing and emerging categories over the medium to long term.

Seasonal Demand Variability and Climate-Related Risks:

The performance of certain brands, such as Glucon-D and Nycil, is significantly influenced by seasonal demand patterns, particularly the timely onset and intensity of the summer season in India. Any delay, shortening, or shift in seasonal conditions may impact consumer demand, sales volumes and inventory management for these products.

The Company mitigates this risk through a flexible and responsive supply chain, enabling agile inventory planning and efficient demand-supply alignment. Improved forecasting capabilities, inventory optimisation and operational agility allow the Company to respond effectively to seasonal variability. These measures not only reduce the impact of demand fluctuations but also create opportunities to improve working capital efficiency, expand consumption occasions beyond peak seasons and strengthen brand relevance through targeted marketing and portfolio diversification. Additionally, the Company is constantly diversifying, reducing saliency of seasonal products and acquiring non-seasonal product portfolio in line with Company's long term strategy.

Counterfeit Products:

The manufacture and distribution of counterfeit products pose a significant threat to the Company's brand credibility, potentially leading to loss of sales, dilution of brand equity and erosion of consumer trust. Such fraudulent practices may also expose consumers to substandard products, thereby impacting the Company's reputation in the marketplace.

The Company actively monitors the market for counterfeit activities and takes timely and appropriate legal action to safeguard its brands, intellectual property and stakeholder interests. By strengthening enforcement mechanisms, enhancing brand protection measures and raising awareness across the distribution network, the Company not only mitigates reputational and financial risks but also reinforces consumer confidence, preserves brand value and strengthens long-term competitive positioning.

Supply chain disruptions:

Global uncertainties, including geopolitical disruptions and broader systemic shocks, have increased the risk to the resilience and continuity of the Company's supply chain. The supply network is exposed to potential adverse events such as physical disruptions, environmental or industrial accidents, labour unrest, trade restrictions and operational challenges or disruptions at key suppliers, which may impact manufacturing efficiency, logistics and timely delivery of products.

The Company mitigates supply chain risks through an adaptive and distributed manufacturing footprint, diversified sourcing strategies and proactive inventory management. Harmonious labour practices and close engagement with supply partners further strengthen operational stability. By maintaining adequate inventory buffers and ensuring multiple sourcing options for critical inputs, the Company enhances supply continuity and operational resilience. These measures not only reduce vulnerability to disruptions but also create opportunities to improve supply chain agility, responsiveness and long-term efficiency in an increasingly volatile global environment.

Dependence on Key Brands or Products:

A significant portion of the Company's revenue is derived from a few key brands. Any disruption in supply, quality, competitive positioning, or loss of consumer confidence in these brands could adversely impact business performance, growth momentum and market share.

The Company actively works towards brand rejuvenation through continuous innovation, refreshed consumer engagement and sustained marketing investments. Strategic efforts are being undertaken to diversify the product portfolio, including the development and launch of adjacent offerings under established and trusted brand platforms, supported by investments in research and development. These initiatives reduce concentration risk, strengthen brand longevity and create opportunities to expand relevance across multiple consumption occasions, thereby supporting sustainable and resilient growth.

Consumer Trust, Brand Reputation and Media-Related Risks:

Consumer healthcare and wellness products are highly dependent on consumer trust and brand credibility. Any adverse publicity, whether arising from misinformation, regulatory scrutiny, influencer backlash, or social media controversies can rapidly impact brand perception, consumer confidence and sales performance.

The Company has established a robust crisis communication and response framework and actively monitors digital platforms and online sentiment to proactively identify and address emerging issues. Clear communication protocols, responsible engagement practices and timely corrective actions help safeguard brand reputation. By leveraging transparent communication, strengthening stakeholder trust and actively managing its digital presence, the Company not only mitigates reputational risks but also reinforces brand resilience and credibility in an increasingly connected and fast-moving media environment.

Cyber Security and Information Security:

With increasing digitalisation of business processes and the adoption of hybrid working models, the Company is exposed to heightened risks of cyber-attacks, unauthorised access and misuse of sensitive information. Such incidents could disrupt business operations, compromise data integrity and confidentiality and adversely impact operational performance and stakeholder trust.

The Company has implemented robust information security frameworks and deployed appropriate technological safeguards, including advanced security tools and controls, to protect its digital infrastructure and data assets. Continuous monitoring, periodic system upgrades and employee awareness initiatives further strengthen cyber resilience. These measures not only mitigate operational and reputational risks but also enable secure digital transformation, strengthen stakeholder confidence and support efficient and scalable business operations in an increasingly digital environment.

Risk management and Internal Control Systems:

The Company operates in a dynamic and evolving business environment where risks cannot be entirely eliminated. Inadequate identification, assessment, or mitigation of enterprise-level risks, or weaknesses in internal control mechanisms, could impact operational efficiency, financial performance, compliance and the achievement of organisational objectives.

The Company has established a comprehensive and well-defined Enterprise Risk Management (ERM) framework, under which risks are systematically identified, analysed, assessed and prioritised based on their likelihood and potential impact. Structured risk mitigation strategies are formulated and implemented to minimise adverse effects on operations and performance.

Robust internal control systems are embedded across business processes to ensure efficient operations, reliable financial reporting, compliance with applicable laws and regulations and optimum utilisation of resources. In addition, an independent internal audit function, conducted by a reputed firm of chartered accountants, periodically reviews the adequacy and effectiveness of these controls. The internal audit reports are placed before the Audit Committee, which regularly reviews findings and recommends corrective and improvement actions.

This strong governance and control environment not only mitigates operational and financial risks but also enhances decision-making, strengthens accountability and supports sustainable value creation for all stakeholders.

Talent Acquisition, Retention and Development:

In an increasingly competitive FMCG environment, the ability to attract, retain and develop skilled talent particularly in critical functions such as innovation, digital, sales and supply chain is essential to sustaining productivity and driving long-term growth. High attrition levels, leadership gaps, or shortages in key skill areas may adversely impact operational efficiency, execution capability and the Company's ability to innovate and compete effectively.

The Company follows a comprehensive approach to talent management and human capital development. Robust employee engagement initiatives, leadership development pipelines, learning and upskilling programmes and flexible work practices are implemented to support retention and build future-ready capabilities. The Human Resources function plays a central role in ensuring equitable compensation practices, fostering diversity and inclusion, addressing workplace concerns and enhancing overall employee experience and satisfaction.

Recognising the importance of holistic well-being, the Company has also instituted comprehensive health and safety protocols across all its locations. This integrated focus on professional development, inclusive culture and employee wellbeing strengthens workforce resilience, improves organisational agility and supports sustained performance and long-term value creation.

Changes in Regulatory and Tax Environment:

The Company operates across multiple jurisdictions and is subject to evolving regulatory policies, tax structures and compliance requirements. Changes in laws, regulations, tax regimes, or the introduction of new compliance obligations may impact product pricing, profitability, operational flexibility and the overall ease of doing business.

The Company proactively monitors regulatory and policy developments and maintains close engagement with industry associations, legal advisors and regulatory experts to assess potential implications in a timely manner. Business models, processes and compliance frameworks are reviewed and adjusted as required to ensure adherence to applicable laws and regulations. This proactive and structured approach to regulatory readiness not only mitigates compliance and financial risks but also strengthens governance standards, enhances stakeholder confidence and enables the Company to adapt swiftly to regulatory changes while pursuing sustainable growth opportunities.

Environmental, Social and Governance (ESG):

Increasing expectations from regulators, consumers, investors and other stakeholders on sustainability and responsible business practices expose the Company to ESG-related risks. These include challenges related to plastic usage, carbon emissions, waste management, ethical sourcing and broader social and governance responsibilities. Any failure to effectively address these expectations may result in reputational damage, regulatory scrutiny, or potential sanctions, which could impact long-term business sustainability.

The Company has initiated a robust and structured ESG roadmap, encompassing initiatives such as the adoption of greener and more sustainable packaging solutions, implementation of waste reduction and resource efficiency programmes and reinforcement of responsible and ethical sourcing practices across the value chain. Periodic ESG disclosures enhance transparency and accountability toward stakeholders. By embedding sustainability into its business strategy, the Company not only mitigates ESG-related risks but also strengthens brand credibility, regulatory alignment, investor confidence and long-term value creation.

The Company continues to strengthen its resilience and drive sustainable growth by proactively managing risks and seizing emerging opportunities. For more details, refer to the Risks and Opportunities section of the Integrated Annual Report.

Boards' Report

Dear Members,

Your Directors are pleased to present Thirty Second Annual Report (Integrated), along with the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 ("**year under review**"). This Integrated Report reflects a holistic and transparent approach to corporate reporting, combining financial and non-financial disclosures to offer a comprehensive view of the Company's performance, governance, strategy, and market outlook. Anchored in the principles of integrated thinking, it outlines how the Company creates, delivers, and preserves value across various environmental, social and governance aspects. Through this milestone, the Company strengthens its commitment to sustainable value creation and long-term stakeholder engagement. The narrative section of the Integrated Report is aligned to the Integrated Reporting framework outlined by the International Integrated Reporting Council.

Financial Highlights:

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under section 133 of The Companies Act, 2013 ("the **Act**"), read with rule 7 of The Companies (Accounts) Rules, 2014 ("the **Accounts Rules**").

Pursuant to the provisions of section 134(3) read with rule 8 of the Accounts Rules, the standalone and consolidated financial performance of the Company, for the Financial Year ended on March 31, 2026, are summarized below:

₹ in Million

Particulars	Standalone		Consolidated	
	For the year ended on March 31, 2026	For the year ended on March 31, 2025*	For the year ended on March 31, 2026	For the year ended on March 31, 2025
Revenue from Operations and other Income	5,940	3,669	39,674	27,225
Profit before Interest, Depreciation, Amortization and Impairment expenses, exceptional item and tax	960	545	5,161	3,933
Less: Finance Costs	110	45	981	120
Less: Depreciation and amortization expenses	250	102	1,467	284
Profit before exceptional item and tax	**600**	**398**	**2,713**	**3,529**
Exceptional Items	112	-	408	(59)
Profit Before Tax (PBT)	**488**	**398**	**2,305**	**3,588**
Less: Tax Expenses Debited	112	101	333	119
Profit After Tax (PAT)	**376**	**297**	**1,972**	**3,469**
Attributable to:				
Owners of the Parent	376	297	1,972	3,469
Other Comprehensive Loss (net of tax)	(3)	(3)	(46)	(10)
Total Comprehensive Income	**373**	**294**	**1,926**	**3,459**
Attributable to:				
Owners of the Parent	373	294	1,926	3,459
Opening balance in Retained Earnings	3,879	3,903	20,263	17,117
Amount available for appropriation	**4,252**	**4,197**	**22,231**	**20,581**
Less:				
Dividend	(382)	(318)	(382)	(318)
Closing Balance in Retained Earnings	**3,870**	**3,879**	**21,849**	**20,263**
Earnings Per Share (EPS) (Face Value of shares of ₹ 2/- each)				
Basic and Diluted (₹)	1.18	0.93	6.20	10.90

* The amounts of previous year are re-stated after including Naturell (India) Private Limited with effect from December 2, 2024, on account of common control transaction accounting as per Ind AS-103 in Company's standalone financial statements.

Results of operations:

During the year under review, the consolidated revenue from operations and other income grew by 45.7% to ₹ 39,674 million (Rupees Thirty Nine Thousand Six Hundred Seventy Four Million only) from ₹ 27,225 million (Rupees Twenty Seven Thousand Two Hundred Twenty Five Million only) in the financial year 2024-2025. The profit before tax decreased by 35.8% y-o-y to ₹ 2,305 million (Rupees Two Thousand Three Hundred Five Million only). Net profit after tax (before OCI) decreased by 43.2% y-o-y to ₹ 1,972 million (Rupees One Thousand Nine Hundred Seventy Two Million only). The Net Profit margin, as a % (Percentage) to total operating income during the current year is 5.0%. A detailed analysis of performance for the year under review has been included in the Management Discussion and Analysis Report on page no. 106, forming part of the Integrated Annual Report. The EPS on consolidated financials for the year under review was ₹ 6.20 (Six Rupees Twenty Paisa only).

During the year under review, the standalone revenue from operations and other income was ₹ 5,940 million (Rupees Five Thousand Nine Hundred Forty Million only). The Company has achieved standalone Profit Before Tax of ₹ 488 million (Rupees Four Hundred Eighty Eight Million only) and Profit after Tax of ₹ 376 million (Rupees Three Hundred Seventy Six Million only). The EPS on standalone financials for the year under review was ₹ 1.18 (One Rupee Eighteen Paisa only).

Dividend:

During the year under review, your Directors have recommended a final dividend of ₹ 1.20 (One Rupee Twenty Paisa only) (60.0%) per equity share on 31,81,60,720 Equity Shares of ₹ 2/- (Rupees Two only) each fully paid-up for the Financial Year ended on March 31, 2026, amounting to ₹ 381.80 million (Rupees Three Hundred Eighty One Million Eight Hundred Thousand only). The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The dividend, if declared by the members at the ensuing Annual General Meeting ("**AGM**"), will be paid to those Members whose name stands registered in the Register of members on Friday, July 17, 2026 i.e. the Record Date. In respect of shares held in dematerialized form, it will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited ("the **Depositories**"), as beneficial owners.

The Dividend Payout Ratio for the Financial Year ended on March 31, 2026 is 19.4% of consolidated profit after tax. The Income Tax Act, 2025, ("the **IT Act**"), mandates that dividend shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source at prescribed rates, at the time of making the payment of dividend. More details on deduction of tax at source are provided in Note No. 6 of the Notice convening Thirty Second AGM.

Pursuant to regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**") the Company has formulated Dividend Distribution Policy, which is approved by the Board of Directors ("the **Board**") and is uploaded on the website of the Company and the weblink of the same is provided in a separate section in Corporate Governance Report on page no. 174, which forms part of the Integrated Annual Report.

The Dividend Distribution Policy sets out the parameters to be considered by the Board in determining the quantum of the dividend and / or the utilization of the retained profits earned by the Company.

Sub-Division / Split of Equity Shares:

During the year under review, the Board approved the sub-division / split of equity shares, such that 1 (one) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, was sub-divided into 5 (five) equity shares having face value of ₹ 2/- (Rupees Two only) each, fully paid-up.

Furthermore, the members, vide resolution passed at the Thirty First AGM held on July 30, 2025, approved the aforementioned sub-division / split of equity shares and the consequential alteration in the Capital Clause of the Memorandum of Association of the Company.

After the requisite approvals of the Stock Exchanges i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and Depositories, new ISIN: INE768C01028 was allotted to the Company. The effect of change in face value of the share was reflected in the share price at the Stock Exchanges where the Company is listed i.e. BSE and NSE effective from September 18, 2025 i.e. record date for the purpose of sub-division / split of equity shares of the Company.

Accordingly, the capital structure of the Company pre and post sub-division of equity shares is set out below:

Sr. No.	Particulars	Pre sub-division / split share capital	Post sub-division / split share capital
1.	Authorised Share Capital	₹ 100,00,00,000/- divided into 10,00,00,000 equity shares of ₹ 10/- each	₹ 100,00,00,000/- divided into 50,00,00,000 equity shares of ₹ 2/- each
2.	Issued and Paid up Share Capital	₹ 63,63,21,440/- divided into 6,36,32,144 equity shares of ₹ 10/- each	₹ 63,63,21,440/- divided into 31,81,60,720 equity shares of ₹ 2/- each

The details of dematerialization of shares and unclaimed suspense account are provided in the Corporate Governance Report on page no. 174, which forms part of the Integrated Annual Report.

Consolidated Financial Statements:

Pursuant to the provisions of Ind AS-110 on Consolidation of Financial Statements, section 129 of the Act read with Schedule III of the Act and Rules framed thereunder and the Listing Regulations, the Audited Consolidated Financial Statements are provided in the Integrated Annual Report, which provides the financial resources, assets, liabilities, income, profits and other details of the Company and its wholly owned subsidiary companies, as a single entity.

Listing of Shares:

The equity shares of the Company are listed on NSE and BSE. The equity shares of the Company are actively traded on NSE and BSE and have not been suspended from trading.

Subsidiary Companies:

As on March 31, 2026, the Company has 3 (three) Indian wholly owned subsidiary companies [including 1 (one) indirect step down wholly owned subsidiary] and 7 (seven) foreign wholly owned subsidiary companies [including 4 (four) indirect step down wholly owned subsidiaries] as mentioned below:

Sr. No.	Name of the subsidiary
1.	Zydus Wellness Products Limited ("**ZWPL**")
2.	Liva Nutritions Limited
3.	Comfort Click Softech Private Limited*
4.	Zydus Wellness International DMCC, UAE
5.	Zydus Wellness (BD) Pvt. Limited, Bangladesh
6.	Naturell Inc., USA
7.	Alidac UK Limited, UK@
8.	Comfort Click Limited, UK*
9.	Comfort Click Limited, Ireland*
10.	Comfort Click LLC, USA*

* With effect from August 29, 2025.

@ Incorporated on August 5, 2025.

The Board at its meeting held on June 24, 2025, accorded in-principle approval for expeditious consolidation of the business of Naturell (India) Private Limited ("**NIPL**"), a wholly owned subsidiary (until September 20, 2025) with the Company on a going concern basis pursuant to the provisions of section 59 and other applicable provisions of The Insolvency and Bankruptcy Code, 2016 ("**IBC, 2016**") read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("**VLP Regulations**") made thereunder and the provisions of the Act.

The Board and the members at the extra ordinary general meeting of NIPL held on June 24, 2025 and July 1, 2025 respectively, accorded their approval for voluntary liquidation on a going concern basis. Pursuant to the voluntary liquidation process, the Liquidator of NIPL, has distributed the entire business undertaking of NIPL on a going concern basis to the Company on and with effect from September 20, 2025. The consolidation has led to simplification of corporate structure, synergetic savings and efficiencies due to larger scale of operations of the Company. As on March 31, 2026, the application for dissolution is under process with Hon'ble National Company Law Tribunal, Ahmedabad Bench. Naturell Inc., USA became direct wholly owned subsidiary with effect from September 20, 2025, due to aforesaid distribution of the business undertaking of NIPL.

During the year under review, Alidac UK Limited ("**Alidac**") was incorporated in United Kingdom as a wholly owned subsidiary of the Company with effect from August 5, 2025.

During the year under review, Alidac UK Limited, a wholly owned subsidiary acquired Comfort Click Limited ("**CCL**") in United Kingdom, at an equity value of GBP 242 million (GBP Two Hundred Forty Two Million only) including agreed profit ticker. This acquisition marked the Company's first overseas acquisition and its entry into the Vitamins, Minerals and Supplements ("**VMS**") category and aligns with the strategic vision of expanding the Company's international footprint while deepening the capabilities in consumer-centric health, presence in digital health and personalised wellness.

CCL is one of the fastest growing digital consumer healthcare platforms in the VMS category. CCL has been recognized as one of the top 1000 fastest growing companies in Europe by the Financial Times for 3 (three) consecutive years. CCL has operations across United Kingdom and Europe (EU) and is expanding its operations in the United States of America. CCL has a strong and diversified portfolio across adult, kids and pet categories. Comfort Click's business portfolio comprises three brands: (i) WeightWorld which includes plant-based supplements, vitamins and minerals, collagen, omegas, probiotics, and micronutrients, and sports nutrition for adults, (ii) Maxmedix a specialty VMS gummy brand which caters to all pediatric nutritional requirements and (iii) Animigo a natural pet VMS brand which offers a range of pet care products. Comfort Click Limited, Ireland, Comfort Click LLC, USA and Comfort Click Softech Private Limited, India, wholly owned subsidiaries of CCL became step-down subsidiaries of the Company on account of the aforesaid transaction.

During the year under review, no companies have become the subsidiaries, joint ventures or associate companies, except incorporation of Alidac and acquisition of CCL and its subsidiaries. Liva Investment Limited ("**LIL**"), a wholly owned subsidiary was dissolved with effect from August 20, 2025 and NIPL ceased to be a wholly owned subsidiary with effect from September 20, 2025. Except, LIL and NIPL, no companies ceased to be subsidiaries, joint ventures or associate companies.

There has been no material change in the nature of business of the Company as well as subsidiary companies. Though company continued to operate in FMCG segment it has forayed into international territory through acquisition of CCL that operates its business into VMS category. The more details are provided in the Audited Financial Statements. During the year under review, the Board has reviewed the performance / affairs of the subsidiary companies.

Pursuant to the provisions of regulation 16(1)(c) of the Listing Regulations, the Company has formed a Policy relating to material subsidiaries, which is approved by the Board and weblink of the same is provided in a separate section in Corporate Governance Report on page no. 175, which forms part of the Integrated Annual Report. ZWPL and CCL are material subsidiaries of the Company, the details of which are provided in the Corporate Governance Report, which forms a part of the Integrated Annual Report. Pursuant to the provisions of regulation 24(1) of the Listing Regulations, Ms. Dharmishtaben N. Raval and Mr. Akhil A. Monappa, Independent Directors are nominated on the Board of ZWPL and CCL, material subsidiary companies, respectively.

Pursuant to the provisions of section 136 of the Act, the Audited Financial Statements of the subsidiary companies are uploaded on the website of the Company at www.zyduswellness.com. The Company will make available free of cost the Audited Financial Statements of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The Financial Statements of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. Pursuant to the provisions of sections 129, 134 and 136 of the Act, Rules framed thereunder and regulation 33 of the Listing Regulations, the Consolidated Financial Statements presented by the Company include Financial Results of its subsidiary companies.

Pursuant to the provisions of section 134 of the Act and rule 8(1) of the Accounts Rules, the details of the performance of subsidiary companies are covered in the Audited Financial Statements, which forms part of the Integrated Annual Report.

Pursuant to the provisions of section 129(3) of the Act and Rules framed thereunder, a statement containing the salient features of the Financial Statements of its subsidiaries in the prescribed format in Form AOC-1 is attached to the Audited Financial Statements on page no. 340.

Transfer of Shares and Dividend to Investor Education and Protection Fund ("IEPF"):

Pursuant to the provisions of sections 124 and 125 of the Act and Rules framed thereunder, during the year under review, the Company has transferred equity shares and dividend to IEPF Authority as mentioned below:

i. 43,910 (Forty Three Thousand Nine Hundred Ten) equity shares of ₹ 2/- (Rupees Two only) each of 176 (One Hundred Seventy Six) members whose dividend has remained unclaimed / unpaid for a consecutive period of 7 (seven) years to the demat account of IEPF after giving notice to the members and publishing advertisement in newspapers to claim their shares and;

ii. ₹ 0.76 million (Rupees Seven Hundred Sixty One Thousand Nine Hundred Twenty Eight only) held by 2,187 (Two Thousand One Hundred Eighty Seven) members, being the unclaimed dividend for the Financial Year ended on March 31, 2018 to IEPF after giving three notices to the members to claim their unpaid / unclaimed dividend.

As at March 31, 2026, 5,35,270 (Five Lakhs Thirty Five Thousand Two Hundred Seventy) equity shares are lying with IEPF.

Public Deposits:

Pursuant to the provisions of sections 73 and 74 of the Act read with Rules framed thereunder, the Company has neither accepted nor renewed any deposits from its members or public and as such, no amount on account of principal or interest on deposits was outstanding as on the end of the year under review.

Insurance:

The Company's properties, plants, equipment and stocks / inventory are adequately insured against all major risks. Also, the Company has insurance cover for product liability. Pursuant to the provisions of regulation 25(10) of the Listing Regulations, Zydus Lifesciences Limited, the Holding company has taken Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them, which also includes the Directors' and Officers' of the Company.

Management Discussion and Analysis ("MDA"):

Pursuant to the provisions of regulation 34(2)(e) read with Part B of Schedule V of the Listing Regulations, MDA, for the year under review, is provided in a separate section on page no. 106, which forms part of the Integrated Annual Report.

Related Party Transactions:

All contracts / arrangements / transactions entered into by the Company during the year under review with related parties were in the ordinary course of business, on an arm's length basis, in accordance with the Policy on materiality of related party transactions and dealing with related party transactions ("**RPT Policy**") and had no conflict with the interest of the Company.

Pursuant to the provisions of section 134(3)(h) of the Act read with rule 8(2) of the Accounts Rules and the Listing Regulations, disclosure of particulars of material transactions [i.e. for the Financial Year ended on March 31, 2026, the transactions exceeding 10.0% of the annual consolidated turnover as per the latest Audited Financial Statements] with related parties entered into by the Company in the prescribed format in Form No. AOC-2 is annexed herewith as **Annexure-"A"**. Disclosures on related party transactions as per Ind-AS 24 are set out in Note no. 39 of the Audited Standalone Financial Statements.

As a part of the Company's annual planning process, before the beginning of the Financial Year, omnibus approval of Audit Committee and the Board is obtained for transactions which are planned / repetitive in nature with the related parties and also for unforeseen transactions, within the limits laid down in the Act and Listing Regulations.

Further, approval is sought during the Financial Year for any new transaction / modification to the previously approved limits / terms of contracts with the related parties. This is followed by a quarterly review and approval of the related party transactions by the Audit Committee.

Pursuant to the provisions of regulation 23(1) of the Listing Regulations, the Board has approved RPT Policy and weblink of the same is provided in a separate section in Corporate Governance Report on page no. 174, which forms part of the Integrated Annual Report.

Pursuant to the provisions of regulation 23(9) of the Listing Regulations, during the year under review, the related party transactions were disclosed to the stock exchanges in the prescribed format and are uploaded on the website of the Company, on the date of publication of Standalone and Consolidated Financial results, for the half year.

Particulars of Loans, Guarantees and Investments:

Pursuant to the provisions of section 134(3)(g) of the Act and Schedule V of the Listing Regulations, details of loans, guarantees and investments covered under section 186(4) of the Act are given in the notes to the Audited Standalone Financial Statements, which forms of the Integrated Annual Report.

Directors and Key Managerial Personnel:

As at March 31, 2026, your Company's Board is comprised of 7 (seven) Directors who have considerable experience in their respective fields. The composition of the Board and category of Directors as on March 31, 2026 is as under:

Sr. No.	Category of Directors	No. of Directors	% to total no. of Directors
1.	Independent Non-Executive Directors	4	57.1
	• Including Woman Director	1	14.3
2.	Executive Directors	1	14.3
3.	Non-Executive Non-Independent Directors	2	28.6
	Total (1+2+3)	**7**	**100.0**

Note: Mr. Apurva S. Diwanji was appointed as an Additional Director (Independent) with effect from May 18, 2026, subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026.

Other statutory details are provided in the Corporate Governance Report, which forms a part of the Integrated Annual Report.

i. Appointment of Director:

Based on the recommendation of the NRC, the Board at its meeting held on May 18, 2026, passed a resolution to appoint Mr. Apurva S. Diwanji (DIN: 00032072) as an Independent Director ("**ID**") of the Company for the term of 5 (five) years effective from May 18, 2026 up to May 17, 2031, not liable to retire by rotation, subject to approval of the members at the Thirty Second AGM scheduled to be held on August 4, 2026.

In the opinion of the Board, Mr. Apurva S. Diwanji possesses requisite expertise, integrity, experience and proficiency.

ii. Retirement by rotation:

Pursuant to the provisions of section 152(6) of the Act and in terms of the Articles of Association of the Company, Dr. Sharvil P. Patel (DIN: 00131995) will retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

iii. Declaration of Independence:

Pursuant to the provisions of section 134(3)(d) of the Act, the Company has received declaration of independence as stipulated under sections 149(6) and 149(7) of the Act and regulations 16(1)(b) and 25(8) of the Listing Regulations from IDs confirming that they are not disqualified for continuing as ID. There has been no change in the circumstances affecting their status as ID of the Company.

All IDs have complied with the Code for Independent Directors prescribed under Schedule IV of the Act.

As per the declaration received from all IDs, they have registered themselves with The Indian Institute of Corporate Affairs. Further, they have qualified the online proficiency self-assessment test or are exempted from passing the test, as required under section 150 of the Act read with rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014 ("the **Directors Rules**"), as amended from time to time.

Pursuant to the provisions of rule 8(5)(iiia) of the Accounts Rules, in the opinion of the Board, all IDs possess requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

iv. Details of Directors seeking appointment / re-appointment:

Pursuant to the provisions of regulation 36(3) of the Listing Regulations and standard 1.2.5 of Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("**ICSI**"), particulars of Directors seeking appointment / re-appointment at the ensuing AGM is annexed to the notice convening Thirty Second AGM.

v. Key Managerial Personnel ("KMP"):

Pursuant to the provisions of sections 2(51) and 203 of the Act, the following persons are the KMP as on March 31, 2026 and there were no changes in KMP during the year under review.

1. Mr. Tarun Arora, CEO & WTD,
2. Mr. Umesh V. Parikh, Chief Financial Officer ("**CFO**"), and
3. Mr. Nandish P. Joshi, Company Secretary ("**CS**") and Compliance Officer.

vi. Board Evaluation:

Pursuant to the provisions of Schedule IV of the Act, Rules framed thereunder and regulation 17(10) of the Listing Regulations, the NRC and the Board have carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its Committees. Pursuant to the provisions of section 134(3)(p) read with rule 8(4) of the Accounts rules, the manner in which the evaluation was carried out is provided in the Corporate Governance Report on page no. 156, which forms a part of the Integrated Annual Report.

In a separate meeting of IDs, the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive and Non-Executive Directors.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria fixed by the Board / NRC. The NRC and the Board evaluated the performance of the (i) Committees constituted by the Board, (ii) Individual Directors taking into consideration various aspects and (iii) Chairman of the Board. While evaluating, following parameters were taken into consideration:

1. **Committees constituted by the Board:** Contribution of the Committee in development of corporate strategy, proper formation of the Committee, robust and effective Risk Management Systems, updates on the latest regulatory developments and allocation of sufficient time for discussion at Committee meetings.
2. **Individual Directors:** Attendance at different meetings, preparedness to devote sufficient time for the meetings, relationship with the Chairman, other Board members, KMP and Senior Management, updating knowledge with latest developments in regulatory and market conditions, and expressing views on specialized agenda items.
3. **Chairman of the Board:** Effective Leadership, relationship and communication with shareholders, proper information to the Board members in agenda papers circulated to the Directors for meetings and utilization of services of CFO and CS to maximize the value.

The functioning of the Board, the Committees and performance of individual directors was found satisfactory.

vii. Nomination and Remuneration Policy:

Pursuant to the provisions of section 178(3) of the Act and regulation 19(4) read with Part D of Schedule II of the Listing Regulations, the Board has on the recommendation of the NRC, framed a Policy on selection and appointment of Director(s), Senior Management and their remuneration. The weblink of the same is provided in a separate section in Corporate Governance Report on page no. 175, which forms part of the Integrated Annual Report.

viii. Remuneration to Directors, KMP and Senior Management:

The remuneration paid to the Directors, KMP and Senior Management is in accordance with the NRC Policy of the Company. The more details on remuneration are provided in the Corporate Governance Report on page no. 161, which forms a part of the Integrated Annual Report.

For the Financial Year ended on March 31, 2026, Mr. Tarun Arora, CEO & WTD, has drawn remuneration of ₹ 15.32 million (Rupees Fifteen Million Three Hundred Twenty Thousand only) from the Company and ₹ 78.85 million (Rupees Seventy Eight Million Eight Hundred Fifty Thousand only) from ZWPL, aggregating to ₹ 94.17 million (Rupees Ninety Four Million One Hundred Seventy Thousand only).

ix. Pecuniary relationship or transactions:

During the year under review, except those disclosed in the Audited Financial Statements, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

x. Non-disqualification:

The Company has received disclosure from all the Directors, that they are not disqualified from being appointed / continuing as a Director as specified under sections 164(1) and 164(2) of the Act read with rule 14(1) of the Directors Rules or are debarred or disqualified by the Securities and Exchange Board of India ("**SEBI**"), Ministry of Corporate Affairs ("**MCA**") or any other such statutory authority.

Prohibition of Insider Trading Regulations:

Pursuant to the provisions of regulation 8(1), 9(1) and 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**"), the Company has adopted (i) a Code of Fair Disclosure and Conduct and Code for Prevention of Insider Trading and for internal procedures and conduct for regulating, monitoring and reporting of trading by the Insiders ("**Insider Trading Code**") and (ii) Policy for determination of "Legitimate Purpose" for sharing unpublished price sensitive information ("**UPSI**") to establish a mechanism for sharing UPSI in the ordinary course of business by an insider of the Company. Other details on Insider Trading Regulations are provided in the Corporate Governance Report on page no. 165, which forms a part of the Integrated Annual Report.

Directors' Responsibility Statement:

Pursuant to the provisions of sections 134(3)(c) and 134(5) of the Act and to the best of their knowledge and belief, and according to the information and explanations provided to them, your Directors hereby make the following statements:

i. that in preparation of the Financial Statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any,
ii. that such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended on that date,
iii. that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities,
iv. that the Financial Statements have been prepared on a going concern basis,
v. that proper internal financial controls were in place and that the financial controls were adequate and operating effectively, and
vi. that the systems to ensure compliance with the provisions of all applicable laws were in place and adequate and operating effectively.

Board meetings:

Pursuant to the provisions of section 173(1) of the Act, regulation 17(2) of the Listing Regulations and standard 2.1 of Secretarial Standard-1 on Meetings of the Board of Directors issued by the ICSI, 6 (six) Board meetings were held as per the details provided below, during the year under review and the time gap between any 2 (two) Board meetings was not more than 120 (one hundred twenty) days.

Sr. No.	Date of Board meeting
1.	May 19, 2025
2.	June 24, 2025
3.	July 30, 2025
4.	August 21, 2025
5.	November 5, 2025
6.	February 3, 2026

The Board approved 3 (three) resolutions passed by circulation, on September 3, 2025, October 24, 2025 and March 11, 2026. Other information with regard to the Board meetings is given in the Corporate Governance Report, which forms a part of the Integrated Annual Report.

Committees of the Board:

As at March 31, 2026, the Board has formed has 7 (seven) Committees viz. (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Risk Management Committee, (iv) Corporate Social Responsibility and Environment Social and Governance Committee, (v) Stakeholder's / Investor's Relationship Committee, (vi) Share Transfer Committee and (vii) Finance and Administration Committee.

The Board has accepted the recommendations of all the Committees constituted by the Board.

The details on the composition of the Board and its Committees, governance of Committees including their terms of reference, number of Committee meetings held during the year under review and attendance of the members, are provided in the Corporate Governance Report, which forms a part of the Integrated Annual Report.

The composition and terms of reference of all the Committees of the Board are in line with the provisions of the Act and the Listing Regulations.

Corporate Governance:

The Company has complied with the Corporate Governance requirements under the Act and as stipulated under the Listing Regulations. A separate section on detailed report on the Corporate Governance practices followed by the Company under the Listing Regulations along with a certificate from Hitesh Buch & Associates, Company Secretaries, confirming the compliance, forms a part of the Integrated Annual Report.

Auditors:

i. Statutory Auditors and Audit Report:

Mukesh M. Shah & Co. ("**MMSCO**"), Chartered Accountants (Firm Registration No. 106625W) were appointed as Statutory Auditors for a second term of 5 (five) consecutive years from the conclusion of Thirty First AGM held in 2025 till the conclusion of Thirty Sixth AGM to be held in 2030.

MMSCO have furnished a declaration confirming their independence as well as their arm's length relationship with the Company and that they have not taken up any prohibited non-audit assignments for the Company.

The Company has received the consent and eligibility certificate from MMSCO as required under the Act.

MMSCO have issued an unmodified opinion on the Standalone and Consolidated Financial Statements for the year under review and the same forms a part of the Integrated Annual Report.

The Board has duly reviewed the Statutory Audit Report on Standalone and Consolidated Financial Statements for the year under review and the observations and comments, appearing in the audit report are self-explanatory and do not call for any further explanation / clarification by the Board in their Report as provided under section 134(3)(f) of the Act.

ii. Cost Auditors and Audit Report:

Pursuant to the provisions of section 148(1) of the Act and Rules framed thereunder and as specified by the Central Government, during the year under review, the Company has made and maintained the cost accounts and records.

Pursuant to the provisions of section 148(3) of the Act read with rule 4 of The Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the cost records maintained by the Company in respect of its product 'Nutralite' are required to be audited. The Board at their meeting held on May 18, 2026, based on recommendation of the Audit Committee, approved appointment of R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) to audit the cost records of the Company for the Financial Year ending on March 31, 2027 at a remuneration of ₹ 0.36 million (Rupees Three Hundred Sixty Thousand only) plus applicable Goods and Services Tax and out of pocket expenses at actuals, if any.

Pursuant to the provisions of section 148 of the Act and rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be placed before the members at General Meeting for ratification. Accordingly, a resolution seeking ratification by the members of the remuneration payable to R. Nanabhoy & Co., Cost Accountants, is included at Item No. 6 of the Notice convening Thirty Second AGM.

R. Nanabhoy & Co. holds a valid certificate of practice. They have confirmed that they are not disqualified under section 141 read with sections 139 and 148 of the Act and their appointment meets the requirements as prescribed under section 141(3) of the Act. They have also confirmed that they are independent of the management and no orders or proceedings are pending against them relating to professional conduct before the Institute of Cost Accountants of India or any other competent court / authority.

The Cost Audit Report for the Financial Year ended on March 31, 2025, did not contain any qualification, reservation, or adverse remarks and was filed with the Central Government within the prescribed time limit.

iii. Secretarial Auditors and Audit Report:

Pursuant to the provisions of section 204 of the Act, rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the **Managerial Personnel Rules**") and regulation 24A(1) of the Listing Regulations, the Board has appointed Hitesh Buch & Associates, Company Secretaries, based on recommendation of the Audit Committee to undertake Secretarial Audit of the Company for a term of 5 (five) consecutive years commenced from April 1, 2025 till March 31, 2030. The said appointment was approved by the members at the Thirty First AGM of the Company held on July 30, 2025. Hitesh Buch & Associates have also confirmed that they are not disqualified from continuing as Secretarial Auditors of the Company in terms of provisions of the Act & Rules made thereunder and Listing Regulations. Hitesh Buch & Associates have provided the Secretarial Audit Report for the year under review, which is annexed herewith as **Annexure-"B".**

The Board has duly reviewed the Secretarial Audit Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation / clarification by the Board as provided under section 134(3)(f) of the Act. The Secretarial Audit Report does not contain any adverse remarks or qualifications.

Further, pursuant to the provisions of regulation 24A(1) of the Listing Regulations, the Secretarial Audit Report of ZWPL, the material unlisted subsidiary company is attached herewith as **Annexure-"B1".** The Secretarial Audit Report of ZWPL does not contain any adverse remarks or qualifications.

iv. Annual Secretarial Compliance Report:

Pursuant to the provisions of regulation 24A(2) of the Listing Regulations, Hitesh Buch & Associates, Company Secretaries, have issued Annual Secretarial Compliance Report for the year under review. The Annual Secretarial Compliance Report does not contain any adverse remarks or qualifications.

v. **Internal Audit:**

Pursuant to the provisions of section 138(1) read with rule 13(1)(a) of the Accounts Rules, based on the recommendation of the Audit Committee, the Board at its meeting held on May 19, 2025, appointed Ernst & Young LLP as Internal Auditor of the Company for the year under review. Further, based on recommendation of the Audit Committee, the Board at its meeting held on May 18, 2026, appointed Protiviti India Member Private Limited as Internal Auditor of the Company for the Financial Year ending on March 31, 2027.

Moreover, the in-house management audit team carries out the internal audit of the operations of the Company. The local chartered accountant firm regularly conducts the audit of finished goods lying with Consignment and Forwarding Agents of subsidiary of the Company.

Compliance with Secretarial Standards:

During the year under review, pursuant to the provisions of section 118(10) of the Act, the Company has complied with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively, issued by the ICSI.

Business Responsibility and Sustainability Report ("BRSR"):

Pursuant to the provisions of regulation 34(2)(f) of the Listing Regulations, BRSR covering disclosures on Company's performance on ESG (Environmental, Social and Governance) parameters for the year under review, including BRSR core parameters and Independent reasonable assurance statement issued by SGS India Private Limited, which forms a part of the Integrated Annual Report.

Corporate Social Responsibility ("CSR") and Environment, Social and Governance ("ESG"):

Pursuant to the provisions of section 135 read with section 134(3)(o) of the Act and rule 5 of The Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**") framed thereunder, the Board has constituted a CSR and ESG Committee under the Chairmanship of Dr. Sharvil P. Patel. The other members of the Committee include Mr. Ganesh N. Nayak and Mr. Kulin S. Lalbhai. The CSR Policy and ESG Policy have been framed and adopted by the Board and weblink of the same are provided in a separate section in Corporate Governance Report on page no. 174, which forms a part of the Integrated Annual Report.

During the year under review, the Company contributed an amount of ₹ 8.72 million (Rupees Eight Million Seven Hundred Twenty Thousand only) towards CSR activity to Zydus Foundation ("**ZF**"), a section 8 company and an implementing agency. The above amount, though contributed by the Company for an ongoing project, but remained unspent as at March 31, 2026 and hence, in compliance with the provisions of section 135(6) of the Act, the said unspent amount was transferred to "Unspent CSR Account-2025-26" on April 21, 2026.

Other details on CSR, as required under section 135 of the Act read with the CSR Rules, are given in the Annual Report on CSR Activities annexed herewith as **Annexure-"C"**.

Business Risk Management:

Pursuant to the provisions of section 134(3)(n) of the Act and regulation 21 of the Listing Regulations, the Company has constituted a RMC and adopted the Risk Management Policy. The details of the Committee, terms of reference and weblink of the Policy are set out in Corporate Governance Report, which forms a part of the Integrated Annual Report.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and take advance actions to mitigate them. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The discussion on risks and concerns are covered in MDA on page no. 106, which forms a part of the Integrated Annual Report.

Internal Financial Control and its adequacy:

Pursuant to the provisions of section 134(5)(e) of the Act read with rule 8(5) of the Account Rules, the Company has designed and implemented a process driven framework for Internal Financial Controls ("**IFC**"). For the Financial Year ended on March 31, 2026, the Board is of the opinion that the Company has sound IFC commensurate with the size, scale and complexity of its business operations. The IFC operates effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls whenever the effect of such gaps would have a material effect on the Company's operations.

The Company has a well-placed, proper and adequate IFC system, which ensures:

- Orderly and efficient conduct of its business,
- Safeguarding of its assets,
- Prevention and detection of frauds and errors,
- Accuracy and completeness of the accounting records, and
- Timely preparation of reliable financial information.

The Board reviews the effectiveness of controls documented as a part of IFC framework and takes necessary corrective and preventive actions wherever weaknesses are identified as a result of such review. This review covers entity level controls, process level controls, fraud risk controls and Information Technology environment.

Based on this evaluation, no significant events had come to notice during the year under review that have materially affected or are reasonably likely to materially affect the IFC. The management has also come to a conclusion that the IFC and other financial reporting were effective during the year under review and is adequate considering the business operations of the Company. The Statutory Auditors of the Company have audited the IFC with reference to Financial Reporting and their Audit Report is annexed as an Annexure to the Independent Auditors' Report under Standalone and Consolidated Financial Statements.

Managing the risks of fraud, corruption and unethical business practices:

i. Vigil Mechanism / Whistle Blower Policy:

The Company has built a reputation for doing business with honesty and integrity and it has zero tolerance for any type of unethical behavior or wrongdoing. The Company has in place a stringent vigil mechanism to report unethical behavior in order to promote professionalism, fairness, dignity and ethical behavior among employees.

Pursuant to the provisions of section 177(9) of the Act, rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 22 of the Listing Regulations, the Company has established Vigil Mechanism and framed Whistle Blower Policy for Directors and employees, to report concerns about unethical behaviour, actual or suspected fraud or report instances of leakage of unpublished price sensitive information or violation of the Company's Code of Conduct or Ethics Policy and Insider Trading Regulations.

The Whistle Blower Policy is uploaded on the website of the Company and weblink of the same is provided in a separate section in Corporate Governance Report on page no. 175, which forms a part of the Integrated Annual Report.

During the year under review, no person was denied access to the Chairperson of the Audit Committee and no complaint was received under the whistle blower mechanism.

ii. Zydus Business Conduct Policy and Anti-Bribery and Anti-Corruption ("ABAC") Policy:

The Company has framed "Zydus Business Conduct Policy". Every employee is required to review and sign the Policy at the time of joining and an undertaking has to be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and ethical manner. The Policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

The Company has also adopted "Anti-Corruption Policy". The objective of the ABAC Policy is to prohibit all forms (cash and/or in-kind) of bribery and corruption and it is applicable to all the employees (permanent or contractual), consultants, agents, business partners etc.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"):

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the POSH Act and the Rules framed thereunder. In terms of section 134(3) of the Act read with rule 8(5) of the Accounts Rules, the Company has constituted Internal Complaints Committee.

The Company always endeavors to create and provide conducive work environment that is free from discrimination and harassment including sexual harassment. The Company has in place a robust Policy on prevention of sexual harassment at workplace. The Policy aims at prevention of harassment of employees, trainees, visitors, employees on contract or at client sites and lays down the guidelines for identification, reporting and prevention of sexual harassment.

During the year under review, the Company conducted virtual training sessions for employees to build awareness about the Policy and the provisions of the POSH Act.

The details of complaints filed, disposed, pending for more than 90 days and pending at the end of the year are provided in the table below:

Sr. No.	Particulars	Details
1.	Number of complaints filed during April 1, 2025 to March 31, 2026	Nil
2.	Number of complaints disposed off during April 1, 2025 to March 31, 2026	Nil
3.	Number of complaints pending for more than 90 (ninety) days during April 1, 2025 to March 31, 2026	Nil
4.	Number of complaints pending as on March 31, 2026	Nil

Annual Return:

Pursuant to the provisions of section 92(3) read with section 134(3)(a) of the Act, the Annual Return for the year under review in the prescribed Form No. MGT-7 is available on the website of the Company at https://www.zyduswellness.com/investors.php#annual-return.

Particulars of Employees:

Pursuant to the provisions of section 197 of the Act read with rule 5(1) of The Managerial Personnel Rules, 2014, the information as required with respect to remuneration of Directors and employees is provided in **Annexure-"D"**.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

Pursuant to the provisions of section 134(3)(m) of the Act read with rule 8(3) of the Accounts Rules, the information as required to be disclosed on conservation of energy, technology absorption, foreign exchange earnings and outgo is provided in **Annexure-"E"**.

Others Disclosures:

During the year under review the Company has not:

i. issued any shares, warrants, debentures, bonds or any other convertible or non-convertible securities,

ii. issued any shares with differential voting rights,

iii. issued any sweat equity shares, and

iv. made any changes in voting rights.

Pursuant to the provisions of section 134(3) of the Act read with rule 8(5) of the Accounts Rules, for the year under review:

i. Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134(3) of the Act read with rule 8(3) of the Accounts Rules, to the extent the transactions took place on those items,

ii. The Company does not propose to transfer any amount to the general reserves,

iii. There were no proceedings initiated / pending against the Company under the Insolvency and Bankruptcy Code, 2016,

iv. The Company has not made any provisions of money or has not provided any loan to its employees for purchase of shares of the Company or its holding Company, pursuant to the provisions of section 67 of Act and Rules made thereunder,

v. The Company has complied with the provisions relating to the Maternity Benefit Act, 1961,

vi. There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions,

vii. Apart from what is mentioned in this report, there are no material changes and commitments affecting the financial position of the Company between the end of the Financial Year and the date of this report,

viii. There is no change in the nature of business,

ix. No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in the future,

x. No fraud has been reported by the Auditors to the Audit Committee / the Board, pursuant to section 143(12) of the Act, and

xi. There was no revision of the financial statements and the Board's Report during the year under review.

Acknowledgement:

Your Directors place on record their sincere appreciation for the continued co-operation and support extended to the Company by various Banks. Your Directors also thank the Trade and Consumers for their patronage to the Company's products. Your Directors also place on record sincere appreciation of the continued hard work put in by the employees at all levels. Your Directors also thank the Company's Vendors, Investors, Business Associates, Stock Exchanges, Government of India, State Governments and various departments and Statutory and Government agencies or bodies for their support and co-operation.

By Order of the Board of Directors

Dr. Sharvil P. Patel
Chairman
DIN: 00131995

Date : May 18, 2026
Place : Ahmedabad

Annexure-"A" to the Boards' Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of
The Companies Act, 2013 and Rule 8(2) of The Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act, including certain arm's length transactions under third proviso thereto

A. Details of contracts or arrangements or transactions not on an arm's length basis:

During the year under review, there were no contracts or arrangements or transactions entered into with related parties, which are not on an arm's length basis.

B. Details of material contracts or arrangements or transactions on an arm's length basis:

Sr. No.	Name of the Related Party and Nature of Relationship	Nature of contract / arrangement or transaction	Duration of contract / arrangement or transaction	Salient terms of the contract / arrangement or transaction, including value, if any	Date of approval by the Board of Directors	Amount paid as advance, if any
1.	Zydus Wellness Products Limited, a wholly owned subsidiary company	• Purchase and Sale of goods / services • Royalty income • Sale of movable capital items • Reimbursement of expenses	Ongoing	The related party transactions entered during the year under review were in ordinary course of business and on an arm's length basis. The aggregate amount of transactions for the Financial Year was ₹ 4,629 million (Rupees Four Thousand Six Hundred Twenty Nine Million only).	February 4, 2025 and July 30, 2025	Nil

By Order of the Board of Directors

Dr. Sharvil P. Patel
Chairman
DIN: 00131995

Date : May 18, 2026
Place : Ahmedabad

Secretarial Audit Report of Zydus Wellness Limited

For the Financial Year ended on March 31, 2026

(Pursuant to section 204(1) of The Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members of
Zydus Wellness Limited
(CIN: L15201GJ1994PLC023490)
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zydus Wellness Limited** (hereinafter called the "**Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2026 according to the provisions of:
   (i) The Companies Act, 2013 ("the **Act**") and the rules made thereunder;
   (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and
   (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):
   (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with regard to disclosures thereunder;
   (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
   (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable during the period);
   (iv) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable during the period);
   (v) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the period);
   (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client;
   (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable during the period); and
   (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the period).
3. We have relied on the representations made by the Company and its officers for the systems and mechanism formed by the Company for compliances under other general laws and regulations applicable to the Company.
4. The Company has identified and confirmed that following specific laws are applicable to the Company:
   (i) Food Safety and Standards Act, 2006
   (ii) Legal Metrology Act, 2009.
5. We have also examined compliance with the applicable clauses of the following:
   (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) The compliances by the Company with BSE Limited and National Stock Exchange of India Limited pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors/Key Managerial Personnel ("**KMP**") that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors/members of the Committees to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meeting.

All decisions at meetings of the Board and Committees are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees thereof, as the case may be.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period:

i. The Board of Directors of the Company accorded in-principle approval for expeditious consolidation of the business of Naturell (India) Private Limited ("**NIPL**"), a wholly owned subsidiary company on a going concern basis, pursuant to the provisions of section 59 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016 ("**IBC, 2016**") whereby the entire business undertaking of NIPL was distributed to the Company as a going concern on and with effect from September 20, 2025.

ii. Alidac UK Limited was incorporated in United Kingdom as a wholly owned subsidiary of the Company on August 5, 2025.

iii. Liva Investment Limited, a wholly owned subsidiary of the Company was liquidated voluntarily under section 59 of the IBC, 2016 and Regulations made thereunder with effect from August 20, 2025.

iv. The equity shares of the Company were sub-divided / split, such that 1 (one) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, was sub-divided into 5 (five) equity shares having face value of ₹ 2/- (Rupees Two only) each, fully paid-up on September 18, 2025 (record date) with consequential alteration of Memorandum of Association of the Company.

v. Alidac UK Limited, a wholly owned subsidiary acquired Comfort Click Limited ("**CCL**") in United Kingdom with effect from August 29, 2025, whereby CCL and its 3 (three) subsidiaries became step-down subsidiaries of the Company.

Hitesh D. Buch
Proprietor
For, Hitesh Buch & Associates
Company Secretaries
FCS No.: 3145; C P No.: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000347984

Date : May 18, 2026
Place : Ahmedabad

Note: This Report is to be read with our letter of even date which is annexed as **Annexure** and forms an integral part of this report.

Annexure

To,
The Members of
Zydus Wellness Limited
(CIN: L15201GJ1994PLC023490)
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Hitesh D. Buch
Proprietor
For, Hitesh Buch & Associates
Company Secretaries
FCS No.: 3145; C P No.: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000347984

Date : May 18, 2026
Place : Ahmedabad

Annexure-"B1" to the Boards' Report

Secretarial Audit Report of Zydus Wellness Products Limited

For the Financial Year ended March 31, 2026

(Pursuant to section 204(1) of The Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members of
Zydus Wellness Products Limited
(CIN: U15400GJ2019PLC106866)
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zydus Wellness Products Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2026 according to the provisions of:
   (i) The Companies Act, 2013 ("the **Act**") and the rules made thereunder;
   (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
   (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
2. The Company being an unlisted company, the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act are not applicable.
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company.
4. The Company has identified and confirmed that following specific laws are applicable to the Company:
   (i) Food Safety and Standards Act, 2006
   (ii) Legal Metrology Act, 2009
5. We have also examined compliance with the applicable clauses of the following:
   (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Key Managerial Personnel ("**KMP**") that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at meetings of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period there were no major events / actions that were taken up by the Company.

Hitesh D. Buch
Proprietor
For, Hitesh Buch & Associates
Company Secretaries
FCS No.: 3145; C P No.: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000348281

Date : May 16, 2026
Place : Ahmedabad

Note: This Report is to be read with our letter of even date which is annexed as **Annexure** and forms an integral part of this report.

Annexure

To,
The Members of
Zydus Wellness Products Limited
(CIN: U15400GJ2019PLC106866)
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Hitesh D. Buch
Proprietor
For, Hitesh Buch & Associates
Company Secretaries
FCS No.: 3145; C P No.: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000348281

Date : May 16, 2026
Place : Ahmedabad

Annual Report on Corporate Social Responsibility (“CSR”) activities

1. Brief outline on CSR Policy of the Company:

The Company has framed a CSR Policy in compliance with the provisions of section 135(4)(a) of the Act and Rules framed thereunder, as amended from time to time. The Company has outlined the following thrust areas in the CSR Policy:

i) Healthcare / Medical Facility
ii) Skill Development / Empowerment
iii) Community Development
iv) Education / Knowledge Enhancement
v) Infrastructure Development
vi) Environment Protection
vii) Others as may be decided.

2. Composition of CSR and ESG Committee:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of meeting of CSR and ESG Committee held during the year	Number of meeting of CSR and ESG Committee attended during the year
1.	Dr. Sharvil P. Patel	Chairman of CSR and ESG Committee, Non-Executive Director	1	1
2.	Mr. Kulin S. Lalbhai	Member of CSR and ESG Committee, Independent Director		1
3.	Mr. Ganesh N. Nayak	Member of CSR and ESG Committee, Non-Executive Director		1

3. Provide the web-link where composition of CSR and ESG Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR and ESG Committee:
https://zyduswellness.com/investor/Committees%20of%20Board%20-%20Website%20-%2001-10-24.pdf

CSR Policy: https://www.zyduswellness.com/investor/CSR-Policy-ZWL-01.02.2021.pdf

CSR Projects approved by the Board: https://zyduswellness.com/investor/CSR-Projects-Website.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not applicable.

5.

(a) **Average net profit of the Company as per section 135(5):** ₹ 435.83 million (Rupees Four Hundred Thirty Five Million Eight Hundred Thirty Thousand only).

(b) **Two percent of average net profit of the Company as per section 135(5):** ₹ 8.72 million (Rupees Eight Million Seven Hundred Twenty Thousand only).

(c) **Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years:** Nil.

(d) **Amount required to be set off for the Financial Year, if any:** Nil.

(e) **Total CSR obligation for the Financial Year (b+c-d):** ₹ 8.72 million (Rupees Eight Million Seven Hundred Twenty Thousand only).

6.

(a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Nil.

(b) **Amount spent in Administrative Overheads:** Nil.

(c) **Amount spent on Impact Assessment, if applicable:** Nil.

(d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Nil.

(e) **CSR amount spent or unspent for the Financial Year:**

(₹ in Million)

Total amount spent for the Financial Year	Amount Unspent				
	Total amount transferred to Unspent CSR account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	8.72	April 21, 2026	Nil		

(f) **Excess amount for set off, if any:**

(₹ in Million)

Sr. No.	Particulars	Amount
i.	Two percent of average net profit of the Company as per section 135(5)	8.72
ii.	Total amount spent for the Financial Year	-
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount	Date of transfer		
Nil								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No.

If Yes, enter the number of Capital assets created/ acquired: Not applicable.

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
Not applicable							

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5):

The Company contributed ₹ 8.72 million (Rupees Eight Million Seven Hundred Twenty Thousand only) to Zydus Foundation, to establish a world-class, research-intensive 'Zydus Lifesciences University' ("**University**") in Gujarat. The University aims to transform the State into global hub for biomedical innovation, translational research, and advance talent development. Zydus Foundation seeks the support of the Government of Gujarat to create a model institution aligned with the Hon'ble Prime Minister's vision of "Atmanirbhar Bharat", "Viksit Bharat 2047" and Gujarat's leadership in pharmaceuticals and biotechnology. The selection of land for establishment of the University is underway.

Dr. Sharvil P. Patel
Chairman of the Board and CSR and ESG Committee
DIN : 00131995
Date : May 18, 2026
Place : Ahmedabad

Tarun Arora
CEO & Whole Time Director
DIN : 07185311
Date : May 18, 2026
Place : Ahmedabad

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:

Name of the Director	Ratio of each Director to the median remuneration of the employees
Dr. Sharvil P. Patel	0.98
Ms. Dharmishtaben N. Raval	2.60
Mr. Srivishnu R. Nandyala	2.74
Mr. Akhil A. Monappa	1.90
Mr. Kulin S. Lalbhai	2.74
Mr. Ganesh N. Nayak	1.55
Mr. Tarun Arora	21.55

b. The percentage increase in remuneration of each Director, Chief Financial Officer and the Company Secretary in the Financial Year:

Name of the Director, Chief Financial Officer and the Company Secretary	% increase in the remuneration in the Financial Year
Dr. Sharvil P. Patel	-
Ms. Dharmishtaben N. Raval	12.1%
Mr. Srivishnu R. Nandyala	11.4%
Mr. Akhil A. Monappa	-18.2%*
Mr. Kulin S. Lalbhai	69.6%
Mr. Ganesh N. Nayak	10.0%
Mr. Tarun Arora	8.1%
Mr. Umesh V. Parikh, Chief Financial Officer	34.8%
Mr. Nandish P. Joshi, Company Secretary	21.2%

* The decrease in percentage of remuneration is due to less no. of Committee / Board Meetings attended during the Financial Year 2025-2026 as compared to the previous Financial Year.

c. The percentage increase in the median remuneration of employees in the Financial Year ended on March 31, 2026 was 13.0%.

d. There were 1,685 permanent employees on the rolls of the Company (including employees of subsidiaries) as on March 31, 2026.

e. The consolidated profit before tax and exceptional items, for the Financial Year ended on March 31, 2026 decreased by 23.1% and the average increase in remuneration of employees was 13.7%.

f. The consolidated profit before tax and exceptional items for the Financial Year ended on March 31, 2026 decreased by 23.1% and the remuneration of Key Managerial Personnels, viz. (1) Mr. Tarun Arora, CEO & WTD, (2) Mr. Umesh V. Parikh, Chief Financial Officer and (3) Mr. Nandish P. Joshi, Company Secretary increased by 8.1%, 34.8% and 21.2% respectively.

g. The average annual increase in the salary of the employees, other than managerial personnel was 13.7%, whereas the average increase in the managerial remuneration was 11.8% for the Financial Year ended on March 31, 2026. The increase in remuneration was on the recommendation of NRC considering the performance of the managerial personnel and the Company.

h. The members have, at the AGM of the Company held on August 2, 2024 approved the payment of commission to the Non-Executive Directors within the ceiling of 1.0% of the Net Profit of the Company, subject to maximum of ₹ 15 million (Rupees Fifteen Million only) in aggregate for each Financial Year, as computed under the applicable provisions of the Act. The said commission is decided each year by the Board and distributed amongst the Non-Executive Directors. The Board, based on the performance of the Company and on the recommendation of NRC, has approved payment of commission of ₹ 0.55 million (Rupees Five Hundred Fifty Thousand only) to each ID of the Company.

i. There was no employee receiving remuneration higher than the highest paid Director during the Financial Year ended on March 31, 2026.

j. The Company affirms that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

k. The statement containing particulars of employees as required under section 197(12) of the Act read with rule 5(2) of the Managerial Personnel Rules, is provided in a separate annexure which forms a part of the Integrated Annual Report. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. The Integrated Annual Report is being sent to the members excluding the aforesaid separate annexure. Any member interested in obtaining a copy of the same may write to the Company Secretary.

By Order of the Board of Directors

Dr. Sharvil P. Patel
Chairman
DIN: 00131995

Date : May 18, 2026
Place : Ahmedabad

Annexure-"E" to the Boards' Report

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

A. Conservation of Energy:

1.	Steps taken or impact on conservation of energy	• Installation of dedicated Uninterrupted Power Supply for the Fat Spread Lines, minimizing process disruptions and enhancing energy efficiency, thereby resulting in annual energy savings of 31,945 kWh by reducing avoidable restarts and energy losses. • Optimisation of cold room through consolidation enabled shutdown of one of the cold rooms, resulted in annual energy savings of ~3,000 kWh. • Implemented timer-controlled lighting systems to minimize usage during daylight, resulted in annual energy savings of ~ 5,875 kWh.
2.	Steps taken for utilization of alternate sources of energy	The Company has entered into Solar power purchase agreement to generate 1.50 MW of solar power, a significant step towards reducing our carbon footprint and promoting clean energy.
3.	Capital Investment on energy conservation equipment	₹ 2.10 million (Rupees Two Million One Hundred Thousand only).

B. Technology absorption:

1.	Efforts made towards technology absorption	The Company has invested in effluent treatment plant, sludge dryer, hot water generator efficiency improvements, and multiple other solutions as part of its technology absorption efforts, enhancing productivity while strengthening environmental performance.
2.	Benefits derived	Reduced greenhouse gas emissions through efficient energy utilization, while lowering operating costs.
3.	Details of technology imported in last three years	
	a. Details of technology imported	Fryma Koruma Machine and new Perfector
	b. Year of import	2024-2025 and 2025-2026
	c. Whether the technology been fully absorbed	Yes
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Fully absorbed
4.	Expenditure incurred on Research and Development	₹ 38.9 million (Rupees Thirty Eight Million Nine Hundred Thousand only).

C. Foreign exchange earnings and outgo:

During the Financial Year ended on March 31, 2026, the foreign exchange earned in terms of actual inflow was ₹ 134.88 million (Rupees One Hundred Thirty Four Million Eight Hundred Eighty Thousand only), whereas the foreign exchange in terms of actual outflow was ₹ 8.47 million (Rupees Eight Million Four Hundred Seventy Thousand only).

By Order of the Board of Directors

Dr. Sharvil P. Patel
Chairman
DIN: 00131995

Date : May 18, 2026
Place : Ahmedabad

Corporate Governance Report

Company's Philosophy on Corporate Governance:

Zydus Wellness Limited ("the **Company**") recognises that sound corporate governance is fundamental to the effective management of the Company and to achieving its long-term objectives. The Company is committed to maintaining the highest standards of governance by conducting its business in a fair, transparent, ethical, and accountable manner, thereby enhancing stakeholder confidence and sustainable value creation.

The governance framework of the Company is built upon clearly defined roles, responsibilities, and accountability, supported by robust policies, processes, and internal control systems. Effective management controls, performance monitoring mechanisms, and the constitution of various Board Committees form an integral part of the Company's governance and internal control framework.

The Board of Directors ("the **Board**") comprises an appropriate balance of Executive, Non-Executive, and Independent Directors ("**IDs**") with relevant expertise and experience, ensuring independent judgement and effective oversight of the Company's affairs. The Company ensures timely compliance with applicable laws and regulations, transparent and adequate disclosures on matters relating to performance, ownership, and governance, and payment of statutory dues.

The Report on Corporate Governance, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**"), forms part of the Integrated Annual Report. The Company has complied with all mandatory requirements as stipulated under the Listing Regulations.

Transparency

The Company believes that transparency is integral to sustainable growth and the creation of enduring stakeholder trust. It consistently endeavours to maintain the highest standards of transparency through timely and meaningful disclosures.

Fairness

The Company upholds the principles of fairness and integrity in all its engagements with stakeholders and ensures that its business is conducted in an equitable, ethical, and responsible manner, aligned with its sustainability commitments.

Accountability

The Company believes that accountability lies in being responsible for its actions and outcomes. By fostering a culture of openness and transparency, the Company remains accountable to all its stakeholders, including employees, members, vendors, customers, business partners, suppliers, government bodies, regulators, and the communities in which it operates.

Sustainability

We view sustainability as a driver of long-term resilience and value creation. Our governance approach ensures that environmental and social priorities are embedded in business strategy, guiding responsible resource use, innovation in efficiency, and transparent stakeholder engagement. Embedding sustainability principles into our governance strengthens competitive advantage while ensuring sustainable impact for stakeholders and society.

1. Governance Structure:

The governance framework of the Company is comprised of the Board and its committees at the apex level, supported by a well-defined internal governance structure at the operational level. This structure ensures effective oversight, decision-making, and accountability across the organisation.

The Board is entrusted with the responsibility of setting the Company's overall corporate objectives, strategic direction, and governance framework, while providing the necessary guidance and authority to the management to achieve these objectives within an established control environment. The Board formulates the long-term strategy and business plans of the Company, oversees their implementation, and periodically reviews the effectiveness of the Company's corporate governance practices.

Through effective supervision and control, the Board ensures that the Company's operations are aligned with stakeholder expectations, regulatory requirements, and long-term value creation objectives. The organisational and governance framework fosters an environment that supports sustainable, responsible, and profitable growth.

The governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility.

The primary role of the Board is to protect the interest and enhance the value for all the stakeholders. It conducts overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision-making process to be followed.

Under the overall supervision and control of the Board, the Chief Executive Officer ("**CEO**") & Whole Time Director ("**WTD**") is accountable for the overall working of the Company. The Board gives strategic directions, lays down the policy guidelines and the CEO & WTD ensures the implementation of the decisions of the Board and its committees.

The governance system encourages entrepreneurship, risk taking and growth orientation with an objective to lead with full accountability enabled by appropriate empowerment.

2. Board of Directors:

The Board holds ultimate responsibility for the overall management, strategic direction, performance, and long-term success of the Company. In fulfilling this role, the Board provides oversight and guidance to ensure sustainable growth and value creation.

The CEO & WTD is entrusted with the day-to-day management of the Company's business affairs, ensuring effective execution of the strategies and policies approved by the Board.

To maintain accountability and transparency, the Board reviews the Company's business operations at least once every quarter. These reviews are based on comprehensive updates on performance and financial results provided by the CEO & WTD and the Chief Financial Officer.

a. Composition of the Board:

The composition of the Board is in compliance with the provisions of regulation 17(1) of the Listing Regulations and sections 149 and 152 of The Companies Act, 2013 ("the **Act**"). The Board is headed by the Non-Executive Non-Independent Chairman, Dr. Sharvil P. Patel, who is also a Promoter Director. In compliance with the provisions of regulation 17(1)(C) of the Listing Regulations, as at March 31, 2026, your Company's Board comprised of 7 (seven) Directors who have considerable experience in their respective fields. The composition of the Board and category of Directors as at March 31, 2026 are as under:

Sr. No.	Category of Directors	No. of Directors	% to total no. of Directors
1.	Independent Non-Executive Directors	4	57.1
	• Including Woman Director	1	14.3
2.	Executive Director	1	14.3
3.	Non-Executive Non-Independent Directors	2	28.6
	Total	**7**	**100.0**

Note: Mr. Apurva S. Diwanji was appointed as an Additional Director (Independent) with effect from May 18, 2026, subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026.

Pursuant to the provisions of section 149(1) of Act and Rules framed thereunder and regulation 17 of the Listing Regulations, the constitution of the Board meets with the requirements stated therein. The Non-Executive Directors and IDs have expert knowledge in the fields of consumer business, information technology / cyber security, sustainability, marketing, finance, business management, human resource, manufacturing and law. Thus, the Board represents a balanced mix of entrepreneurs and professionals, who bring the benefit of their knowledge, expertise and competence and enable the Board to discharge its responsibilities and provide effective leadership to the business. The tenure of IDs is within the limits prescribed under the Act and the Listing Regulations. Pursuant to the provisions of regulation 46(2)(ab) of the Listing regulations, profile of all the Directors is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 175.

All the Directors on the Board of the Company comply with the provisions of:

i. regulation 17(1D) of the Listing Regulations, with respect to their appointment by the shareholders at a general meeting, except Mr. Apurva S. Diwanji, whose appointment is subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026 and;

ii. regulation 17A of the Listing Regulations, with respect to the maximum number of directorships.

Various details of the Board and its Committees as at March 31, 2026, are provided in the table below:

Board Composition	
Board size	**7**
Non-Independent Directors	3
Independent Directors	4
Gender Diversity	
Women	14.3%
Men	85.7%
Average Age	54.29 years
Average Board Tenure	10.6 years
Average Tenure – Independent Directors	6.6 years
Number of Board Meetings	6
Board Attendance %	83.3%
Number of Committee Meetings	36
Committee Attendance %	88.1%
Age Diversity	
31-40	14.2%
41-50	28.6%
51-60	28.6%
61-70	28.6%
Board Chairman	Non-Executive Non-Independent Director
Separate role of Chairman & WTD	Yes
Board Evaluation	Annual
Board Re-election	
Independent Directors	Fixed term of 5 (five) years (up to 2 terms)
Executive & Non-Executive Directors	Annual retirement by rotation (1/3rd of 2/3rd)
Audit Committee Independence and Chairperson	80.0% Chairperson – Independent Woman Director
Nomination and Remuneration Committee Independence and Chairman	100% Chairman – Independent Director

Note: Mr. Apurva S. Diwanji was appointed as an Additional Director (Independent) with effect from May 18, 2026, subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026.

IDs are Non-Executive Directors as defined under regulation 16(1)(b) of the Listing Regulations read with section 149(6) of the Act read with Rules framed thereunder. Pursuant to the provisions of regulation 25(8) of the Listing Regulations, the IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impact or impair their ability to discharge their duties. Pursuant to the provisions of regulation 25(9) of the Listing Regulations, the Board has verified the veracity of disclosures received from IDs and confirmed that they meet the criteria of independence as prescribed under regulation 16(1)(b) of the Listing Regulations and section 149(6) of the Act and that they are independent of the management. The IDs have confirmed that they have registered themselves with ID database maintained by The Indian Institute of Corporate Affairs. Further, IDs have qualified the online proficiency self-assessment test or are exempted from passing the test, as required under section 150 of the Act read with rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time. None of the IDs of the Company have resigned before the expiry of their tenure.

There was no conflict of interest of IDs with the Company.

None of the ID-

i. is employed by the Company in an executive capacity within the immediately preceding 1 (one) year,

ii. is a family member of an individual who is employed by the Company, Parent Company or any subsidiary company as an executive officer,

iii. is or is affiliated with any entity as an advisor or consultant to the Company or a member of the Company's senior management,

iv. is affiliated with a significant customer or supplier of the Company,

v. has any personal service contract with the Company or a member of the Company's senior management,

vi. is affiliated with a not-for-profit entity that receives significant contributions from the Company,

vii. is a partner or employee of the Company's statutory auditors during the immediate preceding 1 (one) year,

viii. accepts or have a family member who accepts any payments from the company or any subsidiary company in excess of USD 60,000 during the Financial Year 2025-2026, other than:

- payments arising solely from investments in the Company's securities; or
- payments made under nondiscretionary charitable contribution matching programs.

ix. has any other relationship or conflict of interest that the Board, in its judgement, determines would interfere with the exercise of independent judgment.

The Company shall always maintain a minimum of 50.0% IDs on Board of the Company.

The CEO & WTD is not serving as an ID in any listed company.

b. Board Skills / Expertise / Competencies:

The Company's Board is a skill-based board comprising of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the organisation.

The Board has identified the below mentioned core skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

- Knowledge and/or expertise in one or more of areas like consumer business, information technology / cyber security, sustainability, marketing, finance, business management, human resource, manufacturing and law.

This criteria is designed to ensure the Board consists of individuals with a balance of skills to oversee the organisation, achieve the strategic goals and direct the organisation's future.

The above core skills / expertise / competencies identified by the Company are also actually available with the Board as under:

Sr. No.	Skills	Dr. Sharvil P. Patel	Ms. Dharmishtaben N. Raval	Mr. Apurva S. Diwanji	Mr. Srivishnu R. Nandyala	Mr. Akhil A. Monappa	Mr. Kulin S. Lalbhai	Mr. Ganesh N. Nayak	Mr. Tarun Arora
1.	Consumer Business	✓	✗	✗	✓	✗	✓	✓	✓
2.	Information Technology / Cybersecurity	✗	✗	✗	✓	✓	✗	✗	✓
3.	Sustainability	✓	✓	✗	✗	✗	✗	✗	✓
4.	Marketing	✓	✗	✗	✓	✗	✓	✓	✓
5.	Finance	✗	✓	✗	✓	✓	✗	✗	✓
6.	Business Management	✓	✗	✗	✓	✓	✓	✓	✓
7.	Human Resource	✗	✗	✗	✓	✗	✗	✗	✓
8.	Manufacturing	✓	✗	✗	✗	✗	✓	✓	✓
9.	Law	✗	✓	✓	✗	✗	✗	✗	✓

Note: Mr. Apurva S. Diwanji was appointed as an Additional Director (Independent) with effect from May 18, 2026, subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026.

The eligibility of a person to be appointed as a Director of the Company is dependent on possession of the requisite skills / expertise / competencies, as identified by the Board.

c. Board Meetings / Directors' particulars:

Pursuant to the provisions of regulation 17(2) of the Listing Regulations and section 173(1) of the Act, the Board meets at least once in each quarter and the gap between any 2 (two) consecutive Board meetings was not more than 120 (one hundred twenty) days. During the Financial Year ended on March 31, 2026, 6 (six) Board meetings were held on May 19, 2025, June 24, 2025, July 30, 2025, August 21, 2025, November 5, 2025 and February 3, 2026. Out of them, 2 (two) meetings were held through video conferencing and remaining 4 (four) meetings were held physically at the registered office of the Company. The necessary quorum was present during all the meetings.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly / half yearly / yearly unaudited / audited financial results, audited annual financial statements, corporate strategies, business plans, annual budgets, projects, capital expenditure, updates on digital transformation and sustainability, and ensures compliance with applicable laws and regulations. It monitors overall performance of the Company and reviews performance of its subsidiaries. The Agenda for the Board meeting covers items set out as guidelines in regulation 17(7) read with Part A of Schedule II of the Listing Regulations to the extent the same is applicable and relevant. All agenda items are supported by relevant information, documents and / or presentations to enable the Board to take informed decisions.

The Board meetings are scheduled well in advance to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings. Minimum 4 (four) pre-scheduled Board meetings are held in every Financial Year. Apart from this, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. The physical meetings are usually held in Ahmedabad, where the Registered Office of the Company is situated. The Chief Financial Officer and the Company Secretary in consultation with the Chairman and CEO & WTD prepares detailed agenda for the meetings and it is circulated to the Board well in advance. The Directors are also free to bring up any matter for discussion at the Board meetings with the permission of the Chairman. Any other business, which may come up after circulation of agenda papers is placed before the Board by way of table agenda with the permission of the Chairman and with the consent of the majority of the Directors. In case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted under the law, which is ratified in the subsequent Board meeting. During the Financial Year ended on March 31, 2026, the Board approved 3 (three) resolutions by circulation on September 3, 2025, October 24, 2025 and March 11, 2026.

Moreover, certain urgent matters are also being taken up at a Board meeting which are held at a shorter notice. With the unanimous consent of the Board, unpublished price sensitive information ("**UPSI**"), is circulated to Directors at a shorter notice.

The Company Secretary is responsible for convening Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees and ensures appropriate recording of minutes of the meetings.

In line with the Company's commitment to sustainability and operational efficiency, a secure web-based application has been adopted for the transmission of Board and Committee agenda. This initiative significantly reduces paper consumption while ensuring timely and convenient access for Directors, who receives and can access agenda in electronic form through the application / iPad.

The platform has been designed to meet the highest standards of security and integrity, thereby safeguarding sensitive information and maintaining confidentiality in the storage and transmission of Board and Committee documents. This digital transition reflects the Company's focus on leveraging technology to strengthen governance practices, enhance transparency, and support environmental responsibility.

The draft minutes of the meetings approved by the Chairman is circulated to all the Directors within 15 (fifteen) days after the conclusion of the meetings. The comments, if any, received from the Directors are incorporated in the minutes, in consultation with the Chairman. The certified true copy of minutes of all the meetings signed by the respective Chairman / Chairperson are also circulated to all the Directors / members within 15 (fifteen) days from the date of signing. The decisions taken at the Board / Committee meetings are communicated to the concerned departments promptly for actions and an Action Taken Report of the status on the decisions taken is placed, for information of the Board / Committee at the next meeting. The minutes of all Committee meetings of the Company and Board meetings of all Indian subsidiary companies are placed in the next Board meeting for their noting.

The Board has a complete access to the information within the Company, which *inter-alia* includes –

1. Corporate strategy and business updates on a regular basis,
2. Annual revenue and capital expenditure plans / budgets,
3. Quarterly / yearly standalone and consolidated financial results and statements and performance of subsidiaries,
4. All borrowings, investments, loans and guarantees,
5. Minutes of the meetings of the Board, Committees of the Board and minutes of the meetings of the Board of Indian subsidiary companies,

6. Corporate restructuring matters like merger, amalgamation, de-merger, acquisition and liquidation,
7. Quarterly report on any fatal or serious accidents or dangerous occurrences, any material effluent or pollution problems,
8. Any materially relevant default, if any, in financial obligations to and by the Company or substantial non-payment for goods sold or services rendered, if any,
9. Any issue, which involves possible public or product liability claims of substantial nature, including any Judgment or Order, if any, which may have strictures on the conduct of the Company,
10. Compliance or non-compliance of any regulatory, statutory nature or listing requirements and matters related to investors' services such as non-payment of dividend, delay in transfer of shares, etc.
11. Show cause, demand, prosecution, penalty or legal notices, if any, which are material in nature,
12. Notice of disclosure of interest received from Directors and Key Managerial Personnel ("**KMP**"),
13. Quarterly legal compliance certificates and status on pending litigations,
14. Appointment and remuneration of Directors, KMP and Senior Management,
15. Performance evaluation of the Board, Committees and individual directors, and
16. The matters relating to prevention of Insider Trading and Code for Prevention of Insider Trading.

The IDs play an important role in the deliberations in the Board meetings and bring with them rich expertise in the field of consumer business, manufacturing, marketing, finance, law, sustainability and other areas.

While constituting the Committee of the Board, the requirements that a Director shall not be a member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees have been ensured and complied with. Pursuant to the provisions of regulation 17(1A), none of the IDs served as an ID in more than 7 (seven) listed companies. None of the Directors of the Company hold directorship in more than 20 (twenty) companies, including 10 (ten) public companies. All Directors of the Company except the IDs are liable to retire by rotation. During the year, none of the IDs of the Company had resigned before the expiry of their respective tenure(s). None of the Directors of the Company are related inter-se.

The following table provide details of name of the Director and DIN, category and position, age and original date of appointment, tenure, attendance of the Director at the Board meetings and last Annual General Meeting ("**AGM**"), Chairmanship / Membership in Board Committees of Indian public companies (including the Company) and number of directorships held in Indian Public Limited Companies (including the Company) as at March 31, 2026.

Name of the Director and DIN	Category and Position	Age and Original date of appointment	Tenure	No. of Board meetings		% of attendance	Whether attended last AGM (Yes / No)	Member (Chairman / Chairperson)[1] Board Committees[2]	Number of Directorships held
				Held	Attended				
Dr. Sharvil P. Patel (DIN: 00131995)	Non-Executive Non-Independent Chairman	47 years April 27, 2009	17 years	6	4	66.7%	Yes	3 (1)	7
Ms. Dharmishtaben N. Raval (DIN: 02792246)	Non-Executive and Independent Woman Director	70 years March 11, 2019	7 years		6	100%	Yes	5(1)	7
Mr. Apurva S. Diwanji (DIN: 00032072)	Non-Executive and Independent Director	57 years May 18, 2026	N.A.		N.A.	N.A.	N.A.	4	5
Mr. Srivishnu R. Nandyala (DIN: 00025063)	Non-Executive and Independent Director	52 years March 11, 2019	7 years		6	100%	Yes	2	1
Mr. Akhil A. Monappa (DIN: 09784366)	Non-Executive and Independent Director	47 years May 17, 2023	2 years 9 months		4	66.7%	No	2(1)	2
Mr. Kulin S. Lalbhai (DIN: 05206878)	Non-Executive and Independent Director	40 years November 18, 2016	9 years 3 months		4	66.7%	Yes	3(2)	6
Mr. Ganesh N. Nayak (DIN: 00017481)	Non-Executive Director	70 years July 27, 2006	19 years 7 months		5	83.3%	Yes	2(1)	3
Mr. Tarun Arora (DIN: 07185311)	CEO & WTD	54 years May 14, 2015	10 years 9 months		6	100%	Yes	1	6

1. Figures in ( ) indicate the number of Board Committees of which a Director is a Chairman / Chairperson.
2. The Board Committees means Audit Committee and Stakeholders' / Investors' Relationship Committee.
3. Mr. Apurva S. Diwanji was appointed as an Additional Director (Independent) with effect from May 18, 2026, subject to approval of shareholders by way of a special resolution at the ensuing AGM scheduled to be held on August 4, 2026.

The following table provides the name of the listed companies (excluding the Company) where the Director of the Company is a Director and the category of their respective directorship:

Sr. No.	Name of the Director	Name of the listed company in which the Director of the Company is a Director	Category of directorship in the listed company
1.	Dr. Sharvil P. Patel	Zydus Lifesciences Limited	Managing Director
		Gujarat Mineral Development Corporation Limited	Independent Director
2.	Ms. Dharmishtaben N. Raval	Torrent Investments Limited	Independent Director
3.	Mr. Apurva S. Diwanji	Torrent Power Limited	Independent Director
4.	Mr. Srivishnu R. Nandyala	None	-
5.	Mr. Akhil A. Monappa	Zydus Lifesciences Limited	Independent Director
6.	Mr. Kulin S. Lalbhai	Arvind Limited	Executive Director
		Arvind Smartspaces Limited	Non-Executive Director
		Arvind Fashions Limited	Non-Executive Director
		The Anup Engineering Limited	Non-Executive Director
7.	Mr. Ganesh N. Nayak	Zydus Lifesciences Limited	Director
8.	Mr. Tarun Arora	None	-

d. Familiarization Programme:

At the time of appointment of an ID, a formal letter of appointment is given to him / her, which *inter-alia* explains the roles, functions, duties and responsibilities expected from him / her as a Director of the Company. All our Directors are aware and also updated, whenever required, of their roles, responsibilities, liabilities and obligations under the provisions of Schedule IV of the Act, and Rules framed thereunder and regulation 25 of the Listing Regulations. The draft letter of appointment of an ID is available on the website of the Company.

A presentation on familiarization programme made to the IDs of the Company is posted on the website of the Company. The link of the same is provided separately under this report on page no. 174.

Pursuant to the provisions of regulation 25(7) of the Listing Regulations, the Company regularly familiarizes the IDs by way of quarterly business presentations and strategic updates.

e. Evaluation:

During the year, the Nomination and Remuneration Committee ("**NRC**") / Board have carried out evaluation of its own performance and performance of the Committees of the Board, IDs, Directors and the Chairman of the Board.

The evaluation sheets for evaluation of above were circulated to all the Directors and duly filled evaluation sheets of all the Directors were submitted to the Chairman of the Board.

The Board has evaluated the composition of the Board, its Committees, experience and expertise, performance of specific duties and obligations, governance matters, etc. with an aim to improve their effectiveness.

The performance evaluation of individual Directors and the Chairman of the Board was also carried out in terms of their respective attendance at Board / Committee meetings, contributions at the meetings, circulation of sufficient documents and information to the Directors, timely availability of the agenda, etc. The Directors were satisfied with the evaluation of different criteria.

The performance evaluation of IDs, was also carried out which included, preparedness and information about the Board / Committee meetings, attendance at different meetings, preparedness to devote sufficient time for the meetings, relationship with the Chairman, other Board members, KMP and senior management, updating knowledge with latest developments in regulatory and market conditions, expressing views on specialized agenda items, the statutory requirement being the fulfillment of the independence criteria as specified in the Listing Regulations and their independence from the management. The Directors who were subject to evaluation did not participate in the proceedings of the meeting.

3. Committees of the Board:

To strengthen governance and ensure compliance with statutory requirements, the Company has established 7 (seven) specialized Committees. All the Committees operate under a formally approved charter that clearly defines its scope, responsibilities, and authority. These Committees address specific areas of governance, exercising delegated decision-making powers where appropriate or providing informed recommendations to the Board. This structured Committee framework enhances oversight, supports effective risk management, and enables the Board to maintain strategic focus while ensuring accountability and transparency across all aspects of the Company's operations.

The Chairperson of the respective Committee briefs the Board about the summary of the discussions held at the Committee meetings and the recommendations of the Committee. The terms of reference of the Committees are in line with the applicable provisions of the Listing Regulations, the Act and the Rules framed thereunder.

Currently, the Board has formed the following Committees:

A) Audit Committee,

B) Nomination and Remuneration Committee,

C) Corporate Social Responsibility and Environment Social and Governance Committee,

D) Risk Management Committee,

E) Stakeholders' / Investors' Relationship Committee,

F) Share Transfer Committee, and

G) Finance and Administration Committee.

The terms of reference of the Committees of the Board are determined by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of the Committees of the Board are convened by the Chairman / Chairperson of the respective Committee, pursuant to the statutory provisions of the Act and the Listing Regulations.

The Committees operate under the direct supervision of the Board. Normally, the Committee meetings are held prior to the Board meeting and the Chairman / Chairperson of the respective Committee reports to the Board about the deliberations and decisions taken by the Committees.

A. Audit Committee:

Pursuant to the provisions of section 177(1) of the Act and regulation 18(1) of the Listing Regulations, the Company has constituted the Audit Committee. The terms of reference of the Audit Committee are specified in Para A of Part C of Schedule II of the Listing Regulations which are mentioned hereunder:

I. Terms of Reference:

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible,

2. Recommendation for appointment (including re-appointment), removal, remuneration and terms of appointment of statutory, internal (chief internal auditor) and cost auditors after due consideration of their independence, effectiveness, reviewing with the management and monitoring their performance,

3. Review with the management the quarterly / half-yearly / annual, unaudited / audited financial results, statements and limited review report / audit reports of the Statutory Auditors before recommending for approval of the Board with particular reference to matters required to be included in the directors' responsibility statement to be included in Board's report in terms of section 134(3)(c) of the Act,

4. Review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency about monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter,

5. Review the following information:
   i. Management Discussion and Analysis of financial condition and results of operations.
   ii. Management letters / letters of internal control weaknesses issued by the statutory auditors.
   iii. Internal audit reports relating to internal control weaknesses.
   iv. Appointment, removal and terms of remuneration of the chief internal auditor.
   v. Statement of deviations:
      - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1) of the Listing Regulations.
      - annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of regulation 32(7) of the Listing Regulations.

6. Scrutiny of inter-corporate loans and investments,

7. Review with the management the performance of statutory and internal auditors,

8. Evaluation of internal financial controls and risk management systems,

9. Review and discuss with the management major financial risk exposures and steps taken to monitor and control them,

10. Review the functioning of the whistle blower mechanism,

11. Review the scope of the Internal Auditors and Audit Plan to ensure reasonable coverage of different areas of operations,

12. Review, discuss and monitor the observations reported by Statutory / Internal Auditors and their compliance,

13. Review the findings of any internal investigation by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board,

14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern,

15. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors,

16. Approve the payment towards additional services rendered by the Statutory Auditors except those enumerated in section 144 of the Act,

17. Review Cost Audit Report submitted by the Cost Auditors,

18. Approve and / or subsequent modification, if any, in the Related Party Transactions and grant omnibus approval for certain related party transactions, which are in the ordinary

course of business and on an arm's length basis,

19. Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate,

20. Review the utilization of loans and / or advances from / investment by the Holding Company in the subsidiary in excess of ₹ 1,000 million (Rupees One Thousand Million only) or 10.0% of the asset size of the subsidiary, whichever is lower,

21. Supervise implementation of Insider Trading Code and policies relating thereto,

22. Review valuation of undertakings or assets of the Company, wherever necessary,

23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its members, and

24. Review the financial statements, in particular, the investments made by the unlisted subsidiary.

The Audit Committee ensures that it has reviewed each area that it is required to review under the terms of reference. In every quarter, the Audit Committee is presented with a summary of audit observations and follow-up actions thereon.

The Audit Committee periodically reviewed and noted all related party transactions. The majority of the related party transactions were entered between the Company and its subsidiaries, Holding company / subsidiaries of the Holding company. All the related party transactions were entered in the ordinary course of business, on an arm's length basis and as per Policy on materiality of related party transactions and dealing with related party transactions ("**RPT Policy**"). The Audit Committee ratified all the related party transactions entered into by the Company during the Financial Year ended on March 31, 2026. The Audit Committee granted omnibus approval for the related party transactions which are repetitive in nature and unforeseen transactions to be entered into by the Company during the Financial Year ending on March 31, 2027. The Company did not enter into any related party transactions that required approval of the members. The Company has also not entered into transaction with related parties that may have potential conflict with the interests of the Company.

Pursuant to the provisions of regulation 23(2) of the Listing Regulations, only IDs participated in the agenda item for approval of related party transactions. The Audit Committee reviewed on a quarterly basis, the details of related party transactions entered into by the Company pursuant to the omnibus approvals granted. The Audit Committee also took a note of the material subsidiary of the Company.

II. Composition, meetings held and attendance at the meetings during the Financial Year:

During the Financial Year ended on March 31, 2026, 4 (four) Audit Committee meetings were held on May 19, 2025, July 30, 2025, November 5, 2025 and February 3, 2026. The time gap between any 2 (two) meetings was less than 120 (one hundred twenty) days. The composition of the Audit Committee as at March 31, 2026 and details of attendance of the members at the meetings of the Committee are as under:

Name of the Member	Category	No. of Meetings		% of attendance
		Held	Attended	
Ms. Dharmishtaben N. Raval, Chairperson	Non-Executive and Independent	4	4	100%
Mr. Srivishnu R. Nandyala	Non-Executive and Independent		4	100%
Mr. Akhil A. Monappa	Non-Executive and Independent		2	50%
Mr. Kulin S. Lalbhai	Non-Executive and Independent		4	100%
Mr. Ganesh N. Nayak	Non-Executive		4	100%

All the members of the Audit Committee have requisite qualification for appointment as a member of the Committee and possess sound knowledge of accounting practices as well as financial and internal controls.

Ms. Dharmishtaben N. Raval, Chairperson of the Audit Committee attended the AGM of the Company held on July 30, 2025, to respond to the queries of the members.

III. Invitees in the Audit Committee Meetings:

The representative(s) of the Statutory and the Internal Auditors are regularly invited and they have attended all the Audit Committee meetings held during the Financial Year ended on March 31, 2026, during discussion of their reports. The CEO & WTD and the Chief Financial Officer are invited to attend and participate in these meetings. The Company Secretary acts as a Secretary to the Committee.

The Company continues to derive benefit from the deliberations of the Audit Committee meetings as the members are experienced in the areas of finance, corporate laws and consumer business. It ensures accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

B. Nomination and Remuneration Committee:

Pursuant to the provisions of section 178(1) of the Act and regulation 19 of the Listing Regulations, the Board has constituted the NRC. The terms of reference of the NRC are specified in Para A of Part D of Schedule II of the Listing Regulations which are mentioned hereunder:

I. Terms of reference:

The functions of NRC, *inter-alia*, include the following:

1. To identify the people who are qualified to become Directors of the Company or who may be appointed in Senior Management and recommend to the Board their appointment and removal,
2. For appointment of ID, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of role and capabilities of an ID,
3. For re-appointment of ID, to decide whether to extend or continue the term of appointment, on the basis of the report of performance evaluation of IDs,
4. To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, KMP and other employees,
5. To formulate criteria for evaluation of performance of ID and the Board,
6. To recommend to the Board, all remuneration, in whatever form, payable to Senior Management,
7. To ensure the level and composition of remuneration is reasonable and sufficient, its relationship with performance is clear and meets appropriate performance benchmarks,
8. To develop and review the succession plan for the Board, and
9. To devise a policy on diversity of Board of Directors.

II. Composition, meetings held and attendance at the meetings during the Financial Year:

During the Financial Year ended on March 31, 2026, 2 (two) NRC meetings were held on May 19, 2025 and November 5, 2025. All members of the Committee are IDs. The composition of the NRC as at March 31, 2026 and details of the attendance of the members at the meeting of the Committee are as under:

Name of the Member	No. of Meetings held	No. of Meetings attended	% of attendance
Mr. Kulin S. Lalbhai, Chairman	2	2	100%
Ms. Dharmishtaben N. Raval		2	100%
Mr. Srivishnu R. Nandyala		2	100%

The Company Secretary acts as a Secretary to NRC. Mr. Kulin S. Lalbhai, the Chairman of NRC attended the AGM of the Company held on July 30, 2025.

III. Nomination and Remuneration Policy and details of remuneration paid / payable to the Directors for the Financial Year ended on March 31, 2026:

The Board approved the Nomination and Remuneration Policy on the recommendation of NRC, which is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 175.

The salient aspects of the said Policy are outlined below:

a. Objectives:

1. To guide the Board in relation to the appointment and removal of Directors and Senior Management, which includes KMP,

2. To evaluate the performance of the Board, its Committees and individual Directors and provide necessary report to the Board in this regard, and

3. To recommend to the Board remuneration payable to the Directors and Senior Management.

The Company follows the Nomination and Remuneration Policy for the payment of remuneration to the Directors, KMP and Senior Management.

b. Remuneration to the Non-Executive Directors:

i) A Non-Executive Director is paid sitting fees for each meeting of the Board or Committee of the Board attended by him / her, of such sum as may be approved by the Board within the overall limits prescribed under the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Board has approved the payment of sitting fees of ₹ 0.10 million (Rupees One Hundred Thousand only) to each Non-Executive Director towards each of the Board / Committee meetings attended by him / her. Normally, the sitting fees are paid immediately after the Board or Committee meetings, to those who have attended the meetings.

ii) IDs are paid commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board. The total commission payable to the IDs does not exceed 1.0% of the net profit of the Company and subject to maximum of ₹ 15 million (Rupees Fifteen Million only) in aggregate for each Financial Year, being the limit approved by the members. In case of loss or if profits are inadequate, the IDs are entitled to receive remuneration, subject to the provisions of the Act. For the Financial Year ended on March 31, 2026, the Board, based on the performance of the Company and on the recommendation of NRC, has approved payment of Commission of ₹ 0.55 million (Rupees Five Hundred Fifty Thousand only) to each ID. The Board and the NRC reviewed the performance of individual Directors on the basis of criteria fixed by the Board / NRC. Pursuant to provisions of regulation 17(6)(ca) of the Listing Regulations, for the Financial Year ended on March 31, 2026, no Non-Executive Director was paid remuneration exceeding 50% of the total annual remuneration payable to all Non-Executive Directors, therefore approval of shareholders by way of passing special resolution was not required to be obtained.

iii) In determining the quantum of commission payable to the IDs, the NRC considers the overall performance of the Company, commission paid by other comparable companies and the onerous responsibilities required to be shouldered by the IDs.

iv) IDs are also reimbursed the expenses incurred by him / her for attending the Board / Committee / members meetings.

v) Apart from the above, there are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors except those disclosed in the financial statements for the Financial Year ended on March 31, 2026.

vi) The Parent Company has taken a Directors' and Officers' Liability Insurance Policy, which also includes the Directors' and Officers' of the Company.

c. Remuneration to CEO & WTD:

Mr. Tarun Arora is a CEO & WTD of the Company.

On the recommendation of the NRC, the Board ratified the remuneration of ₹ 15.32 million (Rupees Fifteen Million Three Hundred Twenty Thousand only) paid to him by way of salary and allowances for the Financial Year ended on March 31, 2026, which was within the ceiling provided under section 198 of the Act. Mr. Tarun Arora is also a WTD of Zydus Wellness Products Limited ("**ZWPL**"), a wholly owned material subsidiary company. The Board of ZWPL ratified the remuneration of ₹ 78.85 million (Rupees Seventy Eight Million Eight Hundred Fifty Thousand only) paid to him by way of salary and allowances for the Financial Year ended on March 31, 2026, which was within the ceiling provided under section 198 and Schedule V of the Act. In aggregate, Mr. Tarun Arora was paid remuneration of ₹ 94.17 million (Rupees Ninety Four Million One Hundred Seventy Thousand only) from the Company and ZWPL for the Financial Year ended on March 31, 2026.

The Company has entered into an agreement with Mr. Tarun Arora for his employment as CEO & WTD for the term of 5 (five) years up to May 6, 2030. Either party to an agreement is entitled to terminate the agreement by giving not less than 3 (three) months' notice in writing to the other party.

d. Remuneration to Senior Management:

The CEO & WTD with the help of HR Head carry out the review of individual performance based on the standard appraisal matrix and after taking into account the appraisal score card and other factors like–Key Performance Area v/s initiatives, balance between fixed and variable pay, fixed components and perquisites and retirement benefits, criticality of roles and responsibilities, industry benchmarks and current compensation trends in the market. Further, any promotion at a senior level management is approved by the Management based on predetermined process after assessing the candidate's capability to shoulder higher responsibility.

e. Details of the commission / sitting fees paid to the Independent / Non-Executive Directors for the Financial Year ended on March 31, 2026 are given below:

₹ in Million

Name of the Independent / Non-Executive Director	Commission	Sitting Fees						Total
		Board Meetings	Audit Committee Meetings	CSR and ESG Committee Meeting	NRC Meetings	Investors'/ Stakeholders' Relationship Committee Meeting	Other Meetings *	
Dr. Sharvil P. Patel	-	0.40	-	0.10	-	-	0.20	**0.70**
Ms. Dharmishtaben N. Raval	0.55	0.60	0.40	-	0.20	-	0.10	**1.85**
Mr. Srivishnu R. Nandyala	0.55	0.60	0.40	-	0.20	0.10	0.10	**1.95**
Mr. Akhil A. Monappa	0.55	0.40	0.20	-	-	-	0.20	**1.35**
Mr. Kulin S. Lalbhai	0.55	0.40	0.40	0.10	0.20	-	0.30	**1.95**
Mr. Ganesh N. Nayak	-	0.50	0.40	0.10	-	0.10	-	**1.10**
Total	**2.20**	**2.90**	**1.80**	**0.30**	**0.60**	**0.20**	**0.90**	**8.90**

*Other Meetings include Separate Meeting of Independent Directors and Risk Management Committee Meeting.

f. Stock Option:

The Company does not have any stock option scheme for its Directors or employees. Moreover, there is no separate provision for payment of severance fees to the Directors.

C. Corporate Social Responsibility ("CSR") and Environment, Social and Governance ("ESG") Committee:

Pursuant to the provisions of section 135 of the Act and The Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR and ESG Committee.

I. Terms of reference:

The terms of reference of CSR and ESG Committee includes:

i. to frame the CSR Policy and review it from time to time to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act and Rules framed thereunder, to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress, oversee and recommend to the Board, the Company's ESG policies, strategies, programs, initiatives, reporting and disclosures, and

ii. to provide strategic guidance and oversight to the Company's initiatives and practices towards ESG and respond to challenges posed by climate change through sustainable business practices. It will help to create long-term value for all stakeholders.

The CSR Policy and ESG Policy, as recommended by the CSR and ESG Committee are approved by the Board. The details with regard to CSR, its composition, Policy, Projects, etc. are provided in the Board's Report, which forms part of the Integrated Annual Report.

II. Composition, meeting held and attendance at the meeting during the Financial Year:

The composition of CSR and ESG Committee as at March 31, 2026 and the details of members' participation at the meeting which was held on May 19, 2025 are as under:

Name of the Member	No. of Meeting held	No. of Meeting attended	% of attendance
Dr. Sharvil P. Patel, Chairman	1	1	100%
Mr. Kulin S. Lalbhai		1	100%
Mr. Ganesh N. Nayak		1	100%

D. Risk Management Committee ("RMC"):

Pursuant to the provisions of regulation 21(1) of the Listing Regulations, the Company has constituted RMC and majority of the members of RMC are Directors. The Company has a well-defined risk management framework to identify, recognize, monitor and mitigate risks and also identify business opportunities. Business risk evaluation and its management is a continuous process within the organization. The Company has framed a Risk Management Policy which includes the terms of reference which is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 175.

I. Terms of reference:

The role of RMC, as enumerated in Para C of Part D of Schedule II of the Listing Regulations, is as under:

1. To formulate a detailed Risk Management Policy which shall include:
   - i. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the RMC.
   - ii. Measures for risk mitigation including systems and processes for internal control of identified risks, and
   - iii. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company,
3. To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems,
4. To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity,
5. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken, and
6. To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

The RMC reviewed the risks, extent of exposure and potential impact analysis was carried out by the Management. It was confirmed by the CEO & WTD and the Chief Financial Officer that the mitigation actions are monitored.

II. Composition, meetings held and attendance at the meetings during the Financial Year:

The composition of the RMC as at March 31, 2026 and the details of members' participation at the meetings held on April 30, 2025 and November 5, 2025 are as under:

Name of the Member	No. of Meetings held	No. of Meetings attended	% of attendance
Dr. Sharvil P. Patel, Chairman	2	2	100%
Mr. Akhil A. Monappa		2	100%
Mr. Kulin S. Lalbhai		2	100%
Mr. Umesh V. Parikh		2	100%

The Company Secretary acts as a Secretary of RMC.

E. Stakeholders'/ Investors' Relationship Committee ("SRC"):

Pursuant to the provisions of section 178(5) of the Act and regulation 20(1) of the Listing Regulations, the Board has formed the SRC. The role of SRC, as enumerated in Para B of Part D of Schedule II of the Listing Regulations, is as under:

I. Terms of reference:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.,
2. Review of measures taken for effective exercise of voting rights by the members,
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent ("**RTA**"), and
4. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend cheques / annual reports / statutory notices by the members of the Company.

Mr. Ganesh N. Nayak, the Chairman of the SRC attended the AGM of the Company held on July 30, 2025.

II. Composition, meeting held and attendance at the meeting during the Financial Year:

The composition of SRC as at March 31, 2026 and details of attendance of the Committee members at the meeting are given in the following table. The Committee met once during the Financial Year on May 19, 2025.

Name of the Member	No. of Meeting held	No. of Meeting attended	% of attendance
Mr. Ganesh N. Nayak, Chairman	1	1	100%
Mr. Srivishnu R. Nandyala		1	100%
Mr. Tarun Arora		1	100%

Mr. Nandish P. Joshi, Company Secretary of the Company, acts as the Secretary to SRC, who is designated as a Compliance Officer pursuant to regulation 6 of the Listing Regulations.

The Committee ensures that the members' / investors' grievances and correspondence are attended and resolved expeditiously.

77,502 (Seventy Seven Thousand Five Hundred Two) equity shares remained in the in-transit account with National Securities Depository Limited and the Central Depository Services (India) Limited (collectively referred to as "the **Depositories**") as at March 31, 2026.

III. Number of requests / complaints:

During the Financial Year ended on March 31, 2026, the Company and / or its RTA have received 6 (six) complaints from The Securities and Exchange Board of India ("**SEBI**") / Stock Exchanges and also directly from the members, which were resolved expeditiously and within the time frame laid down by SEBI.

F. Share Transfer Committee ("STC"):

I. Terms of reference:

The STC is empowered to perform all the functions of the Board in relation to approval and monitoring of transfer, transmission, transposition, dematerialization, rematerialization, issue of duplicate share certificates / letter of confirmation, splitting and consolidation of shares issued by the Company. The Committee also oversees the functions of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the RTA of the Company. The Board has delegated the powers to approve the transfer of shares to the Committee.

II. Composition:

As at March 31, 2026, the Share Transfer Committee comprises of the following members:

1. Dr. Sharvil P. Patel – Chairman,
2. Mr. Ganesh N. Nayak – Member, and
3. Mr. Tarun Arora – Member.

The Company Secretary acts as a Secretary to STC.

III. Meetings held and the attendance of members at the meetings during the Financial Year:

The Committee meets on a need basis to ensure the regular process of transfer / transmission of shares, split, consolidation, dematerialization / rematerialization and issuance of duplicate share certificates / letter of confirmation.

During the Financial Year ended on March 31, 2026, the STC met 13 (thirteen) times and all / majority of the members were present in the meetings.

G. Finance and Administration Committee ("FAC"):

The Board at its meeting held on August 27, 2020 constituted the FAC. Dr. Sharvil P. Patel acts as a Chairman of FAC and Mr. Tarun Arora and Mr. Ganesh N. Nayak are the members of FAC. The FAC looks after the business, which are broadly relating to financing i.e. borrowing of funds, making investments / providing loan / corporate guarantee to subsidiary companies and other business which are of routine / administrative nature and within the overall Board approved directions and framework. The Company Secretary acts as a Secretary to the Committee. During the Financial Year ended on March 31, 2026, the FAC met 13 (thirteen) times and all / majority of the members were present in the meetings.

The minutes of the FAC meetings are placed before the Board for information.

4. Independent Directors' Meeting:

Pursuant to the provisions of regulation 25(3), during the Financial Year ended on March 31, 2026, a separate meeting of IDs, without the attendance of the Non-Independent Directors and members of the management of the Company was held on February 3, 2026, inter alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board as a whole,
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors, and

3. Evaluation of the quality, content and timeliness of flow of information between the Management and the Board and that is necessary to effectively and reasonably perform its duties.

All the IDs were present at the meeting. The performance of the Non-Independent Directors, the Board as a whole and Chairman of the Company was evaluated by the IDs, taking into account the views of Executive Directors and Non-Executive Directors. They were satisfied with the performance of the Board, Chairman of the Company and the quality, content, and timeliness of flow of information between Management and the Board.

5. Particulars of Senior Management including the changes therein since the close of the previous Financial Year:

The Senior Management of the Company comprises of members of the management who are reporting to CEO & WTD and includes functional heads by whatever name called and KMP's.

The list of Senior Management Personnel's as on March 31, 2026 is given below:

Sr. No.	Name	Function
1.	Mr. Umesh V. Parikh	Finance and Information Technology
2.	Mr. Lalit Ahuja	Sales (India & ISC)
3.	Mr. Shantanu Das	Human Resources
4.	Mr. Himanshu Pandey	Manufacturing
5.	Mr. Manish Lal*	Global Demand & Supply Organization
6.	Mr. Arijit Sengupta	Marketing
7.	Mr. Manish Joshi	Business Development and Projects
8.	Mr. R. Phani Kumar	Quality and Regulatory
9.	Mr. Bhupesh Desale	Neo Foods Business Vertical
10.	Mr. Santosh Mane	Legal
11.	Mr. Nandish P. Joshi	Secretarial and Compliance

* Joined and categorized as a Senior Management Personnel w.e.f. October 27, 2025 and Mr. Manoj Kothari (Function: Global Demand & Supply Organization) ceased as a Senior Management Personnel due to resignation w.e.f. close of business hours on July 31, 2025.

Note: Dr. Siva Sivaramakrishnan (Function: Research and Development) ceased as a Senior Management Personnel due to resignation w.e.f. close of business hours on July 31, 2025.

6. Material Subsidiary Company:

Pursuant to the provisions of sub-clause (10)(n) of clause C of Schedule V of the Listing Regulations, the details of the material subsidiary companies as per the provisions of regulation 16(1)(c) of the Listing Regulations are provided in the below table:

Sr. No.	Name of the material subsidiary company	Details of Incorporation		Details of Statutory Auditors	
		Date	Place	Name	Date of appointment
1.	Zydus Wellness Products Limited	February 28, 2019	Ahmedabad, Gujarat	Talati & Talati LLP	August 1, 2024
2.	Comfort Click Limited ("**CCL**")*	November 7, 2005	United Kingdom	PBG Associates (London) Limited**	April 22, 2026

* CCL was acquired by Alidac UK Limited, a wholly owned subsidiary of the Company w.e.f. August 29, 2025. Therefore, CCL is indirectly a material subsidiary of the Company.

** HaysMac LLP the Statutory Auditors of CCL resigned on April 21, 2026.

Note: As per the local laws of UK, the Financial Year of CCL is July 1 to June 30.

The financial statements of subsidiaries, in particular, the investments made by subsidiaries, if any, are reviewed by the Audit Committee on a quarterly basis. The Policy relating to material subsidiaries as approved by the Board is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 175.

The minutes of the Board meetings of Indian unlisted subsidiary companies along with a report on significant developments are periodically placed at the Board meeting of the Company.

7. Disclosures:

A. Related Party Transactions:

All transactions entered into with the Related Parties as defined under section 2(76) of the Act and regulation 2(1)(zb) read with regulation 23 of the Listing Regulations during the Financial year ended on

March 31, 2026 were in the ordinary course of business, on an arm's length basis, as per RPT Policy and do not attract the provisions of section 188 of the Act. There were no materially significant transactions with the related parties during the Financial Year ended on March 31, 2026 which were in the conflict of interest with the Company. The suitable disclosures as required by Ind AS-24 have been made in the notes to the Financial Statements.

Pursuant to the provisions of first proviso of regulation 23(1) of the Listing Regulations, the transactions with ZWPL are considered as material related party transactions. However, as the criteria prescribed under regulation 23(5) of the Listing Regulations are met, approval of members of the Company is not required for entering into material related party transactions with ZWPL.

Pursuant to the provisions of regulation 24(1) of the Listing Regulations, the Company has appointed Ms. Dharmishtaben N. Raval and Mr. Akhil A. Monappa, IDs of the Company on the Board of ZWPL and CCL, respectively.

Pursuant to the provisions of regulation 23(1) of the Listing Regulations, the Board has approved RPT Policy, which includes the clear threshold limits, beyond which a transaction will be considered as a material related party transaction, which is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 174.

During the Financial Year ended on March 31, 2026, there was no transaction between the Company and any of the promoter or members of the promoter group or any person or any entity, which holds 10.0% or more equity shares of the Company.

Pursuant to the provisions of regulation 23(9) of the Listing Regulations, the related party transactions are disclosed to the stock exchanges in the prescribed format and are uploaded on the website of the Company, on the date of publication of standalone and consolidated financial results for the half year.

B. Code of Conduct:

Pursuant to the provisions of regulation 17(5) of the Listing Regulations, the Company has laid down a Code of Conduct for all the Board members and Senior Management. The Code of Conduct is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 174.

Pursuant to the provisions of regulation 26(3) of the Listing Regulations, all the Board Members and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year under review. The declaration of CEO & WTD is given below:

To the members of
Zydus Wellness Limited

Sub.: Compliance with Code of Conduct

I hereby declare that all the Board Members and Senior Management have affirmed compliance with the Code of Conduct as adopted by the Board.

Tarun Arora
CEO & Whole Time Director
DIN: 07185311

Date : May 18, 2026
Place : Ahmedabad

C. Prohibition of Insider Trading:

Pursuant to the provisions of The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**") as amended, the Company has framed (i) a Code of Conduct to regulate, monitor and report trading by all the employees, directors, designated persons and their immediate relatives, connected persons and such employees of the Company who are expected to have access to the UPSI relating to the Company and (ii) Policy for determination of "Legitimate Purpose" for sharing UPSI. The Code of Conduct lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company and Policy for determination of "Legitimate Purpose" is adopted to establish a mechanism for sharing UPSI in the ordinary course of business by an insider of the Company.

The Company uses software to monitor the trading in the equity shares of the Company and the reversal of the transactions, by the designated persons. The Company also maintains the structured digital database as mandated in the PIT Regulations.

Details of equity shares held by the Directors as at March 31, 2026 are mentioned below:

Name of the Director	No. of Equity Shares held	Details of Equity Shares bought (+) / sold (-) during the Financial Year ended on March 31, 2026
Dr. Sharvil P. Patel	2,665*	-
Ms. Dharmishtaben N. Raval	-	-
Mr. Srivishnu R. Nandyala	-	-
Mr. Akhil A. Monappa	-	-
Mr. Kulin S. Lalbhai	-	-
Mr. Ganesh N. Nayak	59,630@	5,376#
Mr. Tarun Arora	15,000$	5,000$

* Pursuant to share split during the Financial Year ended on March 31, 2026, the holding of equity shares increased from 533 equity shares of face value of ₹ 10/- each to 2,665 equity shares of ₹ 2/- each.

@ Pursuant to share split during the Financial Year ended on March 31, 2026, the holding of equity shares increased from 11,926 equity shares of face value of ₹ 10/- each to 59,630 equity shares of ₹ 2/- each.

Acquired 5,376 equity shares of face value of ₹ 10/- each before share split during the Financial Year ended on March 31, 2026.

$ Pursuant to share split during the Financial Year ended on March 31, 2026, the holding of equity shares increased from 5,000 equity shares of face value of ₹ 10/- each to 10,000 equity shares of ₹ 2/- each and remaining 5,000 equity shares of face value of ₹ 2/- each were acquired post share split.

Note: Mr. Apurva S. Diwanji who was appointed w.e.f. May 18, 2026 as an Additional Director (Independent) does not hold any equity shares in the Company.

D. Whistle Blower Policy:

Pursuant to the provisions of section 177(9) of the Act and regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower Policy to deal with any instance of fraud and mismanagement and to report instances of leakage of UPSI. Under this policy, all the stakeholders are free to report violations (by email or in writing) of any laws, rules, regulations and concerns about unethical conduct to the Sr. Vice President – Human Resources / Chief Financial Officer or to the Chairperson of the Audit Committee, if the complaint relates to Sr. Vice President – Human Resources / Chief Financial Officer or the complainant is not satisfied with the outcome of the investigation. During the Financial Year ended on March 31, 2026, no personnel were denied access to the Audit Committee pertaining to Whistle Blower complaint. The Audit Committee reviews the status of complaints received under this Policy on a quarterly basis. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination is done with any person for a genuinely raised concern. The Whistle Blower Policy is uploaded on the website of the Company and the weblink of the same is provided separately in this report on page no. 175.

E. Management:

i. Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is set out in a separate section on page no. 106, which forms a part of the Integrated Annual Report.

ii. Disclosure of material financial and commercial transactions:

Pursuant to the provisions of regulation 26(5) of the Listing Regulations, during the Financial Year ended on March 31, 2026, the Senior Management have confirmed that they have not entered into material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

iii. Disclosure of compensation or profit sharing in connection with dealing in the equity shares of the Company:

Pursuant to the provisions of regulation 26(6) of the Listing Regulations, during the Financial Year ended on March 31, 2026, the Directors, Promoters, the members of Promoter Group, KMP and Senior Management have confirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any member or any other third party with regard to compensation or profit sharing in connection with dealings in the equity shares of the Company.

F. Credit Ratings:

During the Financial Year ended on March 31, 2026, the Company has not obtained any credit rating.

G. Certificate regarding non-debarment and non-disqualification of Directors:

Pursuant to the provisions of Para C(10)(i) of Schedule V of the Listing Regulations, the Company has obtained a certificate from

Hitesh Buch & Associates, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. The said certificate is enclosed with this Report on page no. 180.

H. Fees paid to the Statutory Auditors:

During the Financial Year ended on March 31, 2026, Mukesh M. Shah & Co., the Statutory Auditors of the Company and Liva Nutritions Limited, a wholly owned subsidiary and Naturell (India) Private Limited (ceased as a wholly owned subsidiary with effect from September 20, 2025), were paid fees for audit and providing other services as per the below details:

₹ in Million

Sr. No.	Name of the Company	Fees paid (excl. taxes)		Total
		For Statutory Audit	For providing other services	
1.	Zydus Wellness Limited	2.00	0.37	2.37
2.	Liva Nutritions Limited	0.03	-	0.03
3.	Naturell (India) Private Limited*	0.03	-	0.03
	Total	**2.06**	**0.37**	**2.43**

* Under voluntary liquidation.

I. Disclosure regarding re-appointment / appointment of Directors:

The particulars about the brief resume and other information of the Directors seeking re-appointment / appointment as required to be disclosed under this section are provided as per regulation 36(3) of the Listing Regulations and standard 1.2.5 of Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India as an annexure to the notice convening the Thirty Second AGM.

J. Compliance of various laws:

The Company has complied with all the mandatory requirements of the Listing Regulations, other applicable regulations and guidelines prescribed by SEBI. Further, during last 3 (three) years, no penalties or strictures have been imposed on the Company by any Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets. The equity shares of the Company were not suspended from trading at any time during the Financial Year ended on March 31, 2026.

The Company has in place a comprehensive and robust legal compliance management digital tool, which provides automated alerts to the respective compliance owners for ensuring compliance with the applicable laws and regulations, within stipulated timelines. A compliance report along with the certificate of compliance issued by CEO & WTD and General Counsel is placed before the Board on a quarterly basis.

K. CEO / CFO Certification:

The certificate from the CEO & WTD and the Chief Financial Officer required to be given under regulation 17(8) read with Part B of Schedule II of the Listing Regulations was placed before the Board and forms a part of this report on page no. 178.

L. Transfer of unclaimed / unpaid dividend amount and shares to Investor Education and Protection Fund (“IEPF”):

Pursuant to the provisions of sections 124 and 125 of the Act read with the Rules framed thereunder, dividend, if not claimed for a period of 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF.

Further, all the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of members, the Company has sent reminder letters to the members to claim their dividend / shares before transferring dividend / shares to IEPF. Notice in this regard was also published in the newspapers and the details of unclaimed dividends and members whose shares are liable to be transferred to IEPF, are uploaded on the website of the Company.

In light of the aforesaid provisions, 43,910 (Forty Three Thousand Nine Hundred Ten) equity shares of ₹ 2/- (Rupees Two only) each of 176 (One Hundred Seventy Six) members were transferred to IEPF for which the Company has complied with the necessary requirements.

Moreover, ₹ 0.76 million (Rupees Seven Hundred Sixty One Thousand Nine Hundred Twenty Eight only) held by 2,187 (Two Thousand One Hundred Eighty Seven) members, being the unclaimed dividend, pertaining to the Financial Year ended on March 31, 2018 was transferred to IEPF after giving notice to the members to claim their unpaid / unclaimed dividend. As at March 31, 2026, 5,35,270 (Five Lakhs Thirty Five Thousand Two Hundred Seventy) equity shares are lying with IEPF.

The IEPF Authority launched a 100 Days' Campaign–"Saksham Niveshak" from July 28, 2025, to November 6, 2025, targeting shareholders whose dividend have remained unpaid / unclaimed. As per the directive of IEPFA, the Company had published the details of the same on the website of the Company at https://zyduswellness.com/investor/100-Days-Campaign-Saksham-Niveshak.pdf and published an advertisement in newspaper which is uploaded on the website of the Company at https://zyduswellness.com/investor/disclosurs/SEintimation-saksham%20niveshak.pdf. Also, the Company has submitted progress reports and final Action Taken Report to IEPF Authority on steps undertaken during this campaign.

Further, the IEPF Authority re-launched a second 100 Days' Campaign–"Saksham Niveshak" from April 1, 2026, to July 9, 2026, targeting shareholders whose dividend have remained unpaid / unclaimed. As per the directive of IEPFA, the Company had published the details of the same on the website of the Company at https://zyduswellness.com/investor/Second-100-days-Campaign-Saksham-Niveshak.pdf and published an advertisement in newspaper which is uploaded on the website of the Company at https://zyduswellness.com/investor/disclosurs/Second-100-days-Campaign-Saksham-Niveshak.pdf. Also, the Company has submitted first progress report to IEPF Authority on steps undertaken during this campaign.

The status of unclaimed dividend and shares which are transferred to IEPF is as under:

Unclaimed dividend and shares	Status	Can it be claimed	Can be claimed from	Actions to be taken
Upto and including the Financial Year 2017-2018	Transferred to IEPF	Yes	IEPF Authority. The member to file web Form No. IEPF-5 and send the said form to the Nodal Officer of the Company at the Registered Office of the Company along with necessary documents. The Nodal Officer will file e-verification report with IEPF Authority.	The IEPF authority to credit the claimed shares and / or dividend amount based on the e-verification report filed by the Company and the documents submitted by the member.
For the Financial Years 2018-2019 to 2024-2025	Amount is lying in the respective unclaimed dividend account	Yes	The Company and / or RTA	The member to make an application to the Company / RTA along with KYC documents.

The details of date of declaration of dividend and the due date of transfer to IEPF are provided in Note no. 9 of the Notice convening the Thirty Second AGM on page no. 345.

M. Utilization of funds:

During the Financial Year ended on March 31, 2026, the Company has not raised any funds through preferential allotment or qualified institutional placement.

N. Recommendations of the Committees:

During the Financial Year ended on March 31, 2026, recommendations of the Committees were submitted to the Board for approval and the Board has, after due deliberations, accepted all the recommendations.

O. Disclosure regarding Sexual Harassment of Women at Workplace:

The Company has adopted a policy on Prevention of Sexual Harassment of Women at Workplace for prevention, prohibition and redressal of sexual harassment at workplace pursuant to the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The details of complaints filed, disposed and pending during the Financial Year ended on March 31, 2026 are provided in the table below:

Sr. No.	Particulars	Details
1.	Number of complaints filed during April 1, 2025 to March 31, 2026	Nil
2.	Number of complaints disposed off during April 1, 2025 to March 31, 2026	Nil
3.	Number of complaints pending as on March 31, 2026	Nil

P. Accounting Standards:

In preparing the annual financial statements of the Company for the Financial Year ended on March 31, 2026, the treatment as prescribed in the Accounting Standards has been followed.

Q. Dividend Distribution Policy:

Pursuant to regulation 43A of the Listing Regulations, the Company has formulated a Dividend Distribution Policy, which is approved by the Board and is uploaded on the website of the Company and the weblink for the same is provided separately in this report on page no. 174.

R. Policy to determine Materiality of an event or information:

Pursuant to the provisions of regulation 30(4)(ii) of the Listing Regulations, the Board has approved the Policy to determine materiality of an event or information and the same is uploaded on the website of the Company and the weblink for the same is provided separately in this report on page no. 174. The details of the KMP authorized to determine materiality of an event or information and who are authorized to inform an event or information to the Stock Exchanges are also uploaded on the website of the Company and the weblink for the same is provided separately in this report on page no. 175.

8. Means of Communication:

i) The Company has 82,202 (Eighty Two Thousand Two Hundred Two) members as on March 31, 2026. The main channel of communication to the members is through Integrated Annual Report, which *inter-alia* includes, Value Creation Model, Six Capitals, Sustainability highlights, Directors' Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report and Audited Financial Statements.

ii) The AGM is a platform for face-to-face / virtual communication with the members. The Chairman, CEO & WTD and other KMP respond to the specific queries of the members.

iii) The Company intimates to the Stock Exchanges all price sensitive information, which in its opinion is material and of relevance to the members and subsequently issues a Press Release on such matters, wherever necessary.

iv) The quarterly, half yearly and yearly results are published in widely circulated national and local daily newspaper "Financial Express" in English and Gujarati language. The results are also uploaded on the website of the Company at www.zyduswellness.com and the same are not sent individually to the members.

v) The Company's results and official news releases are uploaded on the website of the Company at www.zyduswellness.com. Post announcement of the quarterly financial results, the Company interacts with the institutional investors and analysts over a conference call and makes a presentation. Generally, the conference call is attended by the Chairman, CEO & WTD, Non-Executive Director and Chief Financial Officer of the Company. The copy of the presentation made in the conference call, transcript and recording of such audio call are also uploaded on the website of the Company. The information to the Stock Exchanges is being filed online on NEAPS portal of National Stock Exchange of India ("**NSE**") Limited and online listing portal of BSE Limited ("**BSE**").

vi) The Company engages with investors through periodic domestic and international conferences and non-deal roadshows to strengthen awareness of the business, strategic direction, and long-term value creation initiatives, while facilitating open dialogue with the investor community.

vii) Pursuant to the provisions of regulation 46 of the Listing Regulations, a separate section on "Disclosure under regulation 46 of the Listing Regulations" is created on the website of the Company which provides information on various announcements made by the Company and statutory documents.

9. General Body Meetings:

I. Details of last 3 (three) AGMs held are provided hereunder:

Year	Date and Time	Venue
2024-2025	31st AGM held on July 30, 2025 at 10:00 a.m. (IST)	Through Video Conference ("**VC**") / Other Audio Visual Means ("**OAVM**")
2023-2024	30th AGM held on August 2, 2024 at 10:00 a.m. (IST)	
2022-2023	29th AGM held on August 3, 2023 at 10:00 a.m. (IST)	

II. Special Resolutions passed in the previous 3 (three) AGMs:

The members of the Company have passed the following Special Resolutions in the previous 3 (three) AGMs.

Sr. No.	Nature of Special Resolution Passed	Relevant provisions	Details of AGM
1.	Re-appointment of Ms. Dharmishtaben N. Raval (DIN: 02792246) as an Independent Director of the Company for the second term of 5 (five) consecutive years.	Sections 149, 150, 152 of the Act and Regulations 16(1)(b) and 25(2A) of Listing Regulations	29th AGM held on August 3, 2023
2.	Re-appointment of Mr. Srivishnu R. Nandyala (DIN: 00025063) as an Independent Director of the Company for the second term of 5 (five) consecutive years.		
3.	Appointment of Mr. Akhil A. Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of 5 (five) consecutive years.		

III. Approval of members through Postal Ballot:

During the Financial Year ended on March 31, 2026, the Company has not sought or passed any resolution through Postal Ballot.

10. General Shareholder Information:

i. General information:

Corporate Identification Number (CIN)	L15201GJ1994PLC023490
Registered Office Address	Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481
Compliance Officer	Mr. Nandish P. Joshi, Company Secretary and Compliance Officer
Website address	www.zyduswellness.com
Date and Time of Thirty Second AGM	Tuesday, August 4, 2026 at 10.00 a.m. (IST)
Venue of Thirty Second AGM	The venue shall be deemed to be the Registered Office of the Company as the AGM will be held through VC/OAVM
Record Date	Friday, July 17, 2026
Cut-off Date	Tuesday, July 28, 2026
E-voting start time, day and date	9:00 a.m. (IST) on Friday, July 31, 2026
E-voting end time, day and date	5:00 p.m. (IST) on Monday, August 3, 2026
Date of Dividend Payment	On or after Friday, August 7, 2026
Financial Year	April 1, 2025 to March 31, 2026

ii. Tentative financial calendar:

For the Financial Year 2025-26 results were announced on:

First Quarter Results	July 30, 2025
Half Yearly Results	November 5, 2025
Third Quarter and Nine Months Results	February 3, 2026
Audited Results for the Financial Year ended on March 31, 2026	May 18, 2026

For the Financial Year 2026-27 results will be announced by:

First Quarter Results	On or before August 14, 2026
Half Yearly Results	On or before November 14, 2026
Third Quarter and Nine Months Results	On or before February 14, 2027
Audited Results for the Financial Year ending on March 31, 2027	On or before May 30, 2027

The trading window closure for the financial results shall be from the first day from the closure of the quarter till the completion of 48 (forty eight) hours after declaration of financial results.

iii. Listing, stock code / symbol and closing price:

The Equity Shares of the Company are listed on BSE and NSE.

Name and Address of the Stock Exchange	Stock code / Symbol	Closing Price per share as on March 30, 2026 (₹)
National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (E), Mumbai-400051	ZYDUSWELL	426.35
BSE Limited 25th Floor, P. J. Tower, Dalal Street, Fort, Mumbai – 400001	531335	426.10

iv. Listing Fees:

The Company has paid annual listing fees for the Financial Year ending on March 31, 2027 to both the Stock Exchanges.

v. Registrar and Share Transfer Agent:

MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) is the RTA of the Company.

For lodgment of any documents or any grievances / complaints, members may contact the RTA of the Company at the following address:

MUFG Intime India Private Limited
(Unit: Zydus Wellness Limited)
5th Floor, 506 to 508, Amarnath Business Centre–1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off. C.G. Road, Navrangpura, Ahmedabad–380006.
Telephone: 079–2646 5179/86/87 | Fax: 079–2646 5179
Email: ahmedabad@in.mpms.mufg.com, Website: https://in.mpms.mufg.com/

vi. Share Transfer System:

The STC has been constituted to approve the transfer, transmission, issue of duplicate shares etc. The Company's RTA has adequate infrastructure to process the above matters.

vii. Reconciliation of Share Capital Audit:

Hitesh Buch & Associates, Company Secretaries have carried out audit in each of the quarters during the Financial Year ended on March 31, 2026, to reconcile the total admitted capital with Depositories and total issued and listed capital. The audit reports confirm that the total issued / paid up capital is in agreement with the total number of share in physical mode and the total number of shares in dematerialized mode held with Depositories.

viii. Distribution of shareholding of Equity Shares as at March 31, 2026:

No. of Equity Shares	No. of Folios	% of total folios	No. of Equity Shares	% of shareholding
1 to 500	74727	90.91	6780455	2.13
501 to 1000	4052	4.93	2952497	0.93
1001 to 2000	1843	2.24	2547219	0.81
2001 to 3000	584	0.71	1447277	0.45
3001 to 4000	239	0.29	837280	0.26
4001 to 5000	173	0.21	807913	0.25
5001 to 10000	287	0.35	2039900	0.64
10001 & above	297	0.36	300748179	94.53
Grand Total	**82202**	**100.00**	**318160720**	**100.00**
Members in Physical Mode*	1	0.00	1	0.00
Members in Dematerialized Mode	82201	100.00	318160719	100.00
Grand Total	**82202**	**100.00**	**318160720**	**100.00**

* During the Financial Year ended on March 31, 2026, due to share split from face value of ₹ 10/- each to ₹ 2/- each, the Company has opened separate demat account and credited equity shares of those shareholders, who were holding shares in physical form. As on March 31, 2026, 6,24,470 (0.20% of total equity share capital) equity shares were lying in such demat account.

ix. Shareholding Pattern as at March 31, 2026:

Category	No. of Equity Shares held		Total Equity Shares	% of shareholding
	Physical	Electronic		
Promoter's holding	0	221551045	221551045	69.63
Mutual Funds	0	58637683	58637683	18.43
Indian Public / HUF / Trusts	1	21374342	21374343	6.72
Foreign Institutional Investors / Foreign Portfolio Investors	0	10107606	10107606	3.18
NRIs / Foreign National	0	1865914	1865914	0.59
Other Corporate Bodies	0	1819744	1819744	0.57
Banks, FI's and Insurance Companies	0	1243754	1243754	0.39
Alternate Investment Funds	0	165554	165554	0.05
Others	0	1395077	1395077	0.44
Total	**1**	**318160719**	**318160720**	**100.00**

x. Top 10 (ten) equity members of the Company as at March 31, 2026:

Sr. No.	Name of the shareholder	Category	Sub-Category	No. of Equity Shares held	% of shareholding
1.	Zydus Lifesciences Limited	Promoter	Promoter	183237545	57.59
2.	Zydus Family Trust	Promoter	Promoter	38225795	12.01
3.	Parag Parikh Flexi Cap Fund	Public	Mutual Funds	23320774	7.33
4.	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	Public	Mutual Funds	18662104	5.87
5.	Quant Mutual Fund–Quant Small Cap Fund	Public	Mutual Funds	13788427	4.33
6.	Rohini Nilekani	Public	Individual	2627432	0.83
7.	Vanguard Total International Stock Index Fund	Public	Foreign Portfolio Investors	1346455	0.42
8.	Vanguard Emerging Markets Stock Index Fund, A Series Of Vanguard International Equity Index Funds	Public	Foreign Portfolio Investors	1313263	0.41
9.	Lici Asm Non Par	Public	Insurance Company	1194025	0.37
10.	Government Pension Fund Global	Public	Mutual Funds	885635	0.28
	Total	**N.A.**	**N.A.**	**284601455**	**89.45**

Note: The shareholding in the above table under various demat account numbers is clubbed based on PAN.

xi. Dematerialization of Shares and Liquidity:

The Company's equity shares are required to be compulsorily traded on the Stock Exchanges in dematerialized form. Approximately 99.9% of the equity shares have been dematerialized. During the Financial Year ended on March 31, 2026, due to share split from face value of ₹ 10/- each to ₹ 2/- each, ISIN for dematerialization of the equity shares of the Company has been changed to INE768C01028 (old ISIN: INE768C01010) with effect from September 18, 2025.

xii. Location of Company's manufacturing plants and R&D center:

The details of the location of the manufacturing plants and R&D center of the Company and its subsidiaries are mentioned in the Corporate Information page of the Integrated Annual Report.

xiii. Address for correspondence:

The members' correspondence should be addressed to the RTA at the address mentioned above in point no. v.

For any assistance, members may also contact Mr. Nandish P. Joshi, Company Secretary and Compliance Officer at Telephone: 079-48040336 or send an e-mail at nandish.joshi@zyduswellness.com.

Pursuant to the provisions of IEPF Rules, the Board has appointed Mr. Nandish P. Joshi as the Nodal Officer for the purpose of co-ordination with the IEPF Authority.

The members holding shares in the dematerialized mode should address all their correspondence to their respective Depository Participants ("**DP**").

xiv. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

During the Financial Year ended on March 31, 2026, the Company has not issued any GDRs / ADRs, warrants or any convertible instruments.

xv. Details of non-compliance:

During the Financial Year ended on March 31, 2026, there was no non-compliance and no penalties were imposed or strictures passed on the Company by the Stock Exchanges, SEBI or any other Statutory Authority. Hitesh Buch & Associates, Company Secretaries have certified the compliance of the conditions of Corporate Governance and the certificate is annexed to this report on page no. 179. The certificate shall also be sent to the Stock Exchanges along with the Integrated Annual Report.

xvi. Commodity price risk or foreign exchange risk and hedging activities:

a. Macroeconomic Overview and Input Cost Management:

On the macroeconomic front, easing food inflation has contributed to a decline in overall inflation. However, volatility in the prices of edible oils and milk continues to be a key concern. The Company remains vigilant and proactive in managing input costs. It closely monitors price trends of critical raw materials and, where feasible, enters into long-term contracts to mitigate the risks associated with price fluctuations. Adequate inventory buffers are maintained as part of the Company's risk mitigation strategy. Additionally, continuous efforts are made to diversify the supplier base in response to any perceived risk. During the Financial Year, the Company experienced a gradual reduction in the prices of several key inputs, including dextrose monohydrate, sucralose, and stevia.

b. Margin Performance:

Gross margins have remained stable and shown a strong upward trend on a year-on-year basis. This performance reflects the Company's effective strategic hedging, favorable product mix, and calibrated pricing strategies. As a result, consistent margin expansion has been achieved across all quarters on a year-on-year basis—amounting to 772 basis points (bps) for FY 2025-2026, and a cumulative 940 bps over FY 2024-2025 and FY 2025-2026.

c. Foreign Exchange Risk Management:

The Company is exposed to foreign exchange risk due to the import of raw materials and export of finished goods. However, a natural hedge exists as the inflows and outflows in foreign currency largely offset each other. Consequently, the Company does not engage in foreign exchange derivatives for hedging purposes. For further details on foreign exchange risk and the Company's hedging strategy, please refer to the Management Discussion and Analysis, which forms a part of the Integrated Annual Report.

d. Geopolitical, Trade, and Macro-Economic Risks:

The Company operates in a complex and interconnected global environment and is exposed to risks arising from international trade disputes, protectionist policies, and evolving geopolitical and macro economic conditions. Trade tensions between countries may result in sudden changes in tariffs, import and export duties, and the introduction of non tariff barriers, leading to increased input costs, supply chain disruptions, and restricted market access. The Company continuously monitors geopolitical and macro economic developments and engages closely with trade consultants, regulatory experts, and local partners to ensure compliance, preparedness, and business continuity. Strategic initiatives are being undertaken to strengthen resilience, including diversification of sourcing and manufacturing locations, portfolio diversification to reduce dependence on specific markets or products, localisation of manufacturing to mitigate foreign exchange exposure, and calibrated geographic expansion into relatively stable and high-potential markets.

xvii. Loans and advances:

During the Financial Year ended on March 31, 2026, the Company and its subsidiaries have not given any loans and advances in the nature of loan to firms / companies in which the Directors of the Company / subsidiaries are interested, except those disclosed in the Audited Financial Statements.

xviii. Binding Agreements:

During the Financial Year ended on March 31, 2026, no agreements were entered that require disclosure under clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations.

xix. Equity Shares lying in the Unclaimed Suspense Account:

Pursuant to the provisions of regulation 39(4) read with Schedule VI of the Listing Regulations, the Company has opened Unclaimed Suspense Account and transferred equity shares of those members, whose shares are unclaimed, to the said account after following the due procedure. The voting rights of all the shares transferred to Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares claims the shares.

The members who have not claimed their shares are requested to immediately approach RTA of the Company by forwarding a request letter duly signed by all the joint holders furnishing their complete postal address along with pin code, self-attested copies of PAN card and proof of address, self-attested copy of client master list and Form ISR-2 (confirmation of signature of securities holder by the Banker), to enable the Company to release the said shares to the rightful owner.

The details of equity shares lying in the unclaimed suspense account as at March 31, 2026, are as under:

Sr. No.	Particulars	No. of Members	No. of Equity Shares
1.	Aggregate number of members and the outstanding equity shares in the unclaimed suspense account lying at the beginning of the year i.e. April 1, 2025	119	8,399
2.	Number of members who approached the Company / RTA for transfer of equity shares from unclaimed suspense account during the Financial Year before share split i.e. September 18, 2025 and to whom shares were transferred	2	334
3.	Aggregate number of members and the outstanding equity shares lying in the unclaimed suspense account before share split i.e. as on September 18, 2025 (1-2)	117	8,065
4.	Number of equity shares lying in unclaimed suspense account immediately after share split i.e. as on September 19, 2025	117	40,325
5.	Number of equity shares transferred to IEPF authority from unclaimed suspense account during the Financial Year ended on March 31, 2026	13	5,165
6.	Number of members who approached the Company / RTA for transfer of equity shares from unclaimed suspense account after share split i.e. from September 19, 2025 to March 31, 2026 and to whom shares were transferred	2	335
7.	Aggregate number of members and the outstanding equity shares lying in the unclaimed suspense account at the end of the Financial Year i.e. as on March 31, 2026 (4-5-6)	102	34,825

xx Weblink of various policies / other details of the Company:

List of various policies approved by the Board and other details and their respective weblink are provided in the below table:

Sr. No.	Policy / Weblink
1.	Dividend Distribution Policy https://www.zyduswellness.com/investor/Dividend%20distribution%20policy.pdf
2.	Policy for Determination and Disclosure of Materiality of an Event or Information https://zyduswellness.com/investor/Policy%20to%20determine%20materiality%20of%20an%20event%20or%20information.pdf
3.	Familiarization Program for Independent Directors https://www.zyduswellness.com/investor/Presentation-on-Familiarizat-on-Programme.pdf
4.	Code of Business Conduct and Ethics https://zyduswellness.com/investor/code-of-business-conduct-and-ethics-policy.pdf
5.	Corporate Social Responsibility Policy https://www.zyduswellness.com/investor/CSR-Policy-ZWL-01.02.2021.pdf
6.	Policy on Preservation of Documents https://www.zyduswellness.com/investor/Policy-on-Preservation-of-Documents.pdf
7.	Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions https://zyduswellness.com/investor/Policy%20on%20RPT28-03-2025.pdf

Sr. No.	Policy / Weblink
8.	Policy to determine Material Subsidiary https://zyduswellness.com/investor/Policy_to_determine_Material_Subsidiary.pdf
9.	Risk Management Policy https://www.zyduswellness.com/investor/Risk%20Management%20Policy.pdf
10.	Sustainability Policy https://zyduswellness.com/investor/Sustainability-Policy.pdf
11.	Whistle Blower Policy https://zyduswellness.com/investor/Whistle%20Blower%20Policy%2002-08-24.pdf
12.	Nomination and Remuneration Policy https://zyduswellness.com/investor/NRC%20Policy%20Feb'%2025.pdf
13.	Policy on Prevention of Sexual Harassment of Women at Workplace https://zyduswellness.com/investor/POSH-Policy-Latest-Rev.pdf
14.	Archival Policy https://www.zyduswellness.com/investor/archival-policy.pdf
15.	Human Rights Policy https://www.zyduswellness.com/investor/Human%20Rights%20Policy.pdf
16.	Policy for determination of Legitimate Purpose for sharing Unpublished Price Sensitive Information https://www.zyduswellness.com/investor/policy-on-determination-of-legitimate-purpose-for-sharing-upsi.pdf
17.	Policy on inquiry on leakage of Unpublished Price Sensitive Information https://www.zyduswellness.com/investor/Policy-on-inquiry-on-leakage-of-UPSI.pdf
18.	Public Policy https://www.zyduswellness.com/investor/public-policy.pdf
19.	Policy on Prevention of Insider Trading https://zyduswellness.com/investor/Insider%20Trading%20code%20-%20Clean.pdf
20.	Policy for monitoring Stationery https://www.zyduswellness.com/investor/Policy-for-monitoring-stationery-etc-as-per-SEBI-Circular.pdf
21.	Code of Conduct for Vendors https://zyduswellness.com/investor/code-of-conduct-for-vendors-feb-2025.pdf
22.	Board Diversity Policy https://www.zyduswellness.com/investor/board-diversity-policy-feb-23.pdf
23.	Details of KMP authorised to determine Materiality of an event or information https://www.zyduswellness.com/investor/disclosurs/Reg%2030%20-%20Materiality%20of%20events%20or%20information%20-%2028-12-13.pdf
24.	Ethical and Responsible Marketing Policy https://www.zyduswellness.com/investor/Ethical%20and%20Responsible%20Marketing%20Policy.pdf
25.	Occupational Health and Safety Policy https://zyduswellness.com/investor/Occupational-Health-Safety-Policy.pdf
26.	Environment Policy https://zyduswellness.com/investor/Environment-Policy.pdf
27.	Biodiversity Policy https://zyduswellness.com/investor/Bio-Diversity-Policy-Rev.2.0.pdf
28.	Diversity and Inclusion Policy https://zyduswellness.com/investor/Diversity%20and%20Inclusion%20Policy.pdf
29.	Anti-Bribery and Anti-Corruption Policy https://www.zyduswellness.com/investor/Anti-Bribery%20and%20Anti-Corruption%20Policy.pdf
30.	ESG Policy https://www.zyduswellness.com/investor/ESG%20Policy.pdf
31.	Information Security and Cybersecurity Policy https://zyduswellness.com/investor/IT-&-Cybersecurity-Policy.pdf
32.	Profile of the Board of Directors https://zyduswellness.com/about-us.php#board-directors

xxi. Evolution of equity share capital:

Details of evolution of equity share capital since incorporation are provided in below table:

Sr. No.	Date of Allotment	No. of Equity Shares	Remarks
1.	November 10, 1994	70	Subscribers to the Memorandum of Association and the Articles of Association (Face Value ₹ 10/-).
2.	February 25, 1995	3,50,000	Preferential allotment (Face Value ₹ 10/-).
3.	December 20, 1995	52,25,030	Initial Public Offer at ₹ 10/- per equity share.
4.	June 2, 2005	9,14,200	Re-issue of forfeited shares at ₹ 70/- per equity share.
5.	January 17, 2009	3,34,96,989	Allotment of 3,34,96,989 equity shares, pursuant to the Scheme of Arrangement between the Company, Zydus Lifesciences Limited and Zydus Hospitals and Medical Research Private Limited.
6.	January 29, 2019	1,85,92,055	Preferential allotment (Face Value ₹ 10/- and Issue Price ₹ 1,385/-).
7.	September 19, 2020	21,22,000	Preferential allotment (Face Value ₹ 10/- and Issue Price ₹ 1,649/-).
8.	September 28, 2020	38,46,000	Qualified Institutional Placement (Face Value ₹ 10/- and Issue Price ₹ 1,690/-).
9.	September 18, 2025	-	Due to share split, face value of each equity share was reduced from ₹ 10/- to ₹ 2/-. Therefore, the number of equity shares having face value of ₹ 2/- each are 31,81,60,720.
	Total	**318,16,07,20**	

In January, 2009 upon demerger of consumer products division of Zydus Lifesciences Limited, the Holding company into the Company, the members of the Holding company, got additional shares of the Company in the ratio of 15:4 i.e. for every 15 (fifteen) equity shares of the Holding company, 4 (four) equity shares of the Company were allotted.

Pursuant to regulation 3(2) of the Listing Regulations Market Capitalization as on December 31, 2025 at NSE was ₹ 14,013 crore (Rupees Fourteen Thousand Thirteen crore), ranked as 453rd position and at BSE was ₹ 14,010 crore (Rupees Fourteen Thousand Ten crore), ranked as 455th position.

xxii. Compliance status of Corporate Governance requirements as prescribed in the Listing Regulations:

The compliance status of corporate governance requirements as prescribed under regulations 17 to 27 and 46(2)(b) to (i) of the Listing Regulations is provided in below table:

Sr. No.	Regulation	Details of regulation	Complied (Yes / No)
1.	17	Board of Directors	Yes
2.	18	Audit Committee	Yes
3.	19	Nomination and Remuneration Committee	Yes
4.	20	Stakeholders' / Investors' Relationship Committee	Yes
5.	21	Risk Management Committee	Yes
6.	22	Vigil Mechanism	Yes
7.	23	Related Party Transactions	Yes
8.	24	Corporate Governance requirements with respect to subsidiary of the listed company	Yes
9.	24A	Secretarial Audit Report and Secretarial Compliance Report	Yes
10.	25	Obligations of Independent Directors	Yes
11.	26	Obligations with respect to Directors and Senior Management	Yes
12.	27	Other corporate governance requirements	Yes
13.	46(2)(b) to (i)	Website	Yes

11. Non-Mandatory requirements of regulation 27(1) & Part E of Schedule II of the Listing Regulations:

i. The Company has a Non-Executive Chairman and is entitled to maintain its office at the Company's expense and allowed reimbursement of expenses incurred in performance of duties.

ii. The quarterly, half yearly and yearly results are not sent to the members. However, the same are published in the newspapers and are also posted on the website of the Company.

iii. The Company's financial statements for the Financial Year ended on March 31, 2026 do not contain any audit qualification.

iv. The Chairman of the Company is a Non-Executive Director and not related to the CEO & WTD as per the definition of the term "relative" as defined under the Act.

v. The internal auditor reports to the Audit Committee and they make quarterly presentations on their reports.

vi. During the Financial Year ended on March 31, 2026, the Independent Directors met once on February 3, 2026 without the presence of Non-Independent Directors and members of the management.

Chief Executive Officer and Whole Time Director and the Chief Financial Officer (CFO) Certification

To
The Board of Directors
Zydus Wellness Limited

Pursuant to the provisions of regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**") read with Part B of Schedule II of the Listing Regulations, we hereby certify that:

(a) We have reviewed financial statements and cash flow statement for the year ended on March 31, 2026 and to the best of our knowledge and belief:

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

  (ii) these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended on March 31, 2026 which are fraudulent, illegal or in violation of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken or proposed to be taken to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee;

  (i) significant changes in internal control over financial reporting during the year ended on March 31, 2026,

  (ii) significant changes in accounting policies during the year ended on March 31, 2026 and that, the same have been disclosed in the notes to the financial statements, and

  (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Tarun Arora
CEO & Whole Time Director
DIN: 07185311

Umesh V. Parikh
Chief Financial Officer

Date : May 18, 2026
Place : Ahmedabad

Certificate of Compliance with Corporate Governance Requirements

To,
The Members of
Zydus Wellness Limited
(CIN: L15201GJ1994PLC023490)
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481

We have examined all relevant records of **Zydus Wellness Limited** (the "**Company**") for the purpose of certifying compliance of the conditions of Corporate Governance for the Financial Year ended on March 31, 2026, as stipulated in regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**").

Management's Responsibility

The compliance of Corporate Governance requirements as stipulated in the Listing Regulations, including the preparation and maintenance of all relevant supporting records and documents is the responsibility of the management.

Auditors' Responsibility

Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Disclaimer

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Hitesh D. Buch
For, Hitesh Buch & Associates
Company Secretaries
FCS No: 3145; C P No: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000348116

Date : May 18, 2026
Place : Ahmedabad

Certificate of Non-Disqualification of Directors

(Pursuant to regulation 34 (3) read clause 10 (i) of Part C of Schedule V of the
SEBI [Listing Obligations and Disclosure Requirements], Regulations, 2015, as amended)

To,
The Members of
Zydus Wellness Limited
Zydus Corporate Park, Scheme No. 63, Survey No. 536,
Khoraj (Gandhinagar), Nr. Vaishnodevi Circle,
S. G. Highway, Ahmedabad – 382481

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Zydus Wellness Limited** having CIN: L15201GJ1994PLC023490 and registered office at Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481 (hereinafter referred to as "the **Company**"), produced before me/us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number ("**DIN**") status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Dr. Sharvil Pankajbhai Patel	00131995	April 27, 2009
2.	Ms. Dharmishta Narendraprasad Raval	02792246	March 11, 2019
3.	Mr. Srivishnu Raju Nandyala	00025063	March 11, 2019
4.	Mr. Akhil Arun Monappa	09784366	May 17, 2023
5.	Mr. Kulin Sanjay Lalbhai	05206878	November 18, 2016
6.	Mr. Ganesh Narayan Nayak	00017481	July 27, 2006
7.	Mr. Tarun Arora	07185311	May 14, 2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Hitesh D. Buch
For, Hitesh Buch & Associates
Company Secretaries
FCS No: 3145; C P No: 8195
Peer Review Cert. No. 1265/2021
UIN: S2009GJ110300
UDIN: F003145H000348061

Date : May 18, 2026
Place : Ahmedabad

Business Responsibility & Sustainability Reporting (BRSR)

Section A: General Disclosures

I. Details of the Listed Entity:

S No.	Particulars	Response
1.	**Corporate Identity Number (CIN) of the Listed Entity**	L15201GJ1994PLC023490
2.	**Name of the Listed Entity**	Zydus Wellness Limited
3.	**Year of incorporation**	1994
4.	**Registered office address**	Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481
5.	**Corporate address**	Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad – 382481
6.	**E-mail**	Ravindra.K.Singh@zyduswellness.com
7.	**Telephone**	+91-2717684213
8.	**Website**	www.zyduswellness.com
9.	**Financial year for which reporting is being done**	2025-2026
10.	**Name of the Stock Exchange(s) where shares are listed**	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11.	**Paid-up Capital**	₹ 636 million (Rupees Six Hundred Thirty Six million only)

12. Details of the person who may be contacted in case of any queries on the BRSR report.

S No.	Name	Telephone	Email
1.	Ravindra Kumar Singh	+91-2717684213	Ravindra.K.Singh@zyduswellness.com

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

Consolidated basis.

The disclosure under this report for both the financial years includes the Standalone Parent Company i.e. Zydus Wellness Limited, its wholly owned subsidiary companies, their manufacturing facilities, national and international offices, excluding four wholly owned subsidiaries as mentioned in point no. V (23)(a).

14. Name of assurance provider

SGS India Pvt. Ltd

15. Type of assurance obtained

Reasonable assurance on BRSR Core parameters

II. Products / services

16. Details of business activities (accounting for 90% of the turnover):

S No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing of Fast Moving Consumer Goods	The Company is a leading consumer wellness organization with strong Indian roots and a global presence, holding market leadership positions across multiple brand categories viz. Sugar Free, Nutralite, Complan, Glucon-D, Nycil and Everyuth Skin care range, Max Protein – Rite Bite. It is engaged in research and development, manufacturing, marketing and distribution and sale of its products.	100%

17. **Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S No.	Product / Service Category	Products Included	NIC Code	% of Total Turnover Contributed
1.	Food & Nutrition	Glucon-D, Sugar Free, I'm lite, Complan, Nutralite, RiteBite - Max Protein	10799 - Other semi processed, processed or instant foods 10401 - Manufacture of hydrogenated oil and vanaspati ghee (plant-based butter/margarine spread) 10623 - Manufacture of glucose, glucose syrup, maltose etc. 10794 - Manufacture of malted foods including foods for infants and the handicapped	100%
2.	Personal Care (Skin & Hair care)	Everyuth, Nycil, Cuticolor	20237 - Manufacture of cosmetics and toileteries 20236 - Manufacture of hair oil, shampoo, hair dye etc.	
3.	Vitamins, Minerals & Supplements	WeightWorld, Maxmedix, Animigo	21009 - Manufacture of other pharmaceutical and botanical products n.e.c. (formulated dietary supplement products - vitamins, minerals, probiotics sold to consumers) 10803 - Manufacture of prepared feeds for pets, including dogs, cats, birds, fish etc.	

III. Operations

18. **Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	4	15	19
International	-	4	4

19. **Markets served by the entity.**

a. **Number of locations**

Location	Number
National	Pan India
International	28

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

1.31%

Note: Export sales includes India exports only.

c. **A brief on types of customers**

The Company is a leading consumer wellness organization with strong Indian roots and a global presence, holding market leadership positions across multiple brand categories. The Company continues to focus on expanding the category size of each of these brands and increasing the market share with necessary investments in each brand through product innovations, various media campaigns, sales promotions, and digital initiatives. The Company enjoys Pan India marketing presence through a distribution network comprising of 25 (twenty five) integrated Carrying and Forwarding Agents ("**CFA**") partners, 1,950+ distributors and 2,700+ feet-on-street representatives reaching to more than 30 million consumers as a testament to brands that are engraved in consumer's daily needs and shopping basket.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S No.	Particular	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	Employees					
1.	Permanent (D)	1,491	1,291	86.6%	200	13.4%
2.	Other than permanent (E)	131	104	79.4%	27	20.6%
3.	**Total Employees (D+E)**	**1,622**	**1,395**	**86.0%**	**227**	**14.0%**
	Workers					
1.	Permanent (F)	194	193	99.5%	1	0.5%
2.	Other than permanent (G)	1,973	1,811	91.8%	162	8.2%
3.	**Total workers (F+G)**	**2,167**	**2,004**	**92.5%**	**163**	**7.5%**

b. Differently abled Employees and workers:

S No.	Particular	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	Differently abled Employees					
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than permanent (E)	0	0	0%	0	0%
3.	**Total differently abled employees (D+E)**	**0**	**0**	**0%**	**0**	**0%**
	Differently abled Workers					
1.	Permanent (F)	2	2	100%	0	0%
2.	Other than permanent (G)	0	0	0%	0	0%
3.	**Total differently abled workers (F+G)**	**2**	**2**	**100%**	**0**	**0%**

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	7	1	14.3%
Key Management Personnel	3	0	0%

22. Turnover rate for permanent employees and workers

	FY 2025-2026			FY 2024-2025			FY 2023-2024		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	25%	13%	24%	21%	14%	25%	30%	33%	31%
Permanent Workers	3%	52%	4%	3%	0%	3%	3%	0%	3%

Note: The reported data excludes CCL operations.

V. Holding, Subsidiary, and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S No.	Name of the Entity	Relationship	% Shareholding	Participation in Business Responsibility Initiatives
1.	Zydus Lifesciences Limited	Holding Company	57.5%	No
2.	Zydus Wellness Products Limited	Wholly Owned Subsidiary	100%	Yes
3.	Liva Nutritions Limited			No*
4.	Comfort Click Softech Private Limited (CCL)#			Yes
5.	Zydus Wellness International DMCC, U.A.E			Yes
6.	Zydus Wellness (BD) Pvt. Limited, Bangladesh			Yes
7.	Naturell Inc., USA			No*
8.	Alidac UK Limited, UK$			No*
9.	Comfort Click Limited, UK (CCL)#			Yes
10.	Comfort Click Limited, Ireland (CCL)#			Yes*
11.	Comfort Click LLC, USA (CCL)#			No*

*Entities currently do not have physical operational activities.

#w.e.f. August 29, 2025

$w.e.f. August 5, 2025

Note:

a. Liva Investment Limited, a wholly owned subsidiary was dissolved w.e.f. August 20, 2025, which did not have physical operational activities.

b. CCL refers to Comfort Click entities.

c. Pursuant to the voluntary liquidation process, Naturell (India) Private Limited ceased to be a wholly owned subsidiary with effect from September 20, 2025.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (₹ in million) : 39,610

(iii) Net worth (₹ in million) : 58,260

VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-2026		FY 2024-2025	
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
Communities	Yes. https://www.zyduswellness.com/investor/Human%20Rights%20Policy.pdf https://www.zyduswellness.com/investor/public-policy.pdf https://zyduswellness.com/investor/CSR-Policy-ZWL-01.02.2021.pdf	0	0	0	0
Investors (other than shareholders)	Yes. Investors can connect with us on 079-48040000, 079-71800000 or send us an email at investorcommunication@zyduswellness.com	0	0	0	0
Shareholders	Yes. For lodgement of any documents or any grievances / complaints, members may contact the Company or MUFG Intime India Private Limited, the Registrar and Share Transfer Agent of the Company at 079-48040000, 079-71800000 or 079–26465179/86/87 or send email at investor.grievance@zyduswellness.com or ahmedabad@in.mpms.mufg.com	5	0	6	0
Employees and workers	Yes. Mentioned in below policies. https://www.zyduswellness.com/investor/Human%20Rights%20Policy.pdf https://www.zyduswellness.com/investor/POSH-Policy-Latest-Rev.pdf https://www.zyduswellness.com/investor/Whistle%20Blower%20Policy%2002-08-24.pdf	0	0	0	0
Customers	Yes. The Company has a dedicated customer relationship cell to address customer related grievances. Customers can connect with us at 18001206868 for feedback & queries or send us a mail at customercare@zyduswellness.com	1,228	0	1,483	0
Value Chain Partners	Yes. Vendor's grievances are addressed via email communication mentioned in respective agreements. Materials are supplied only after specifications are signed off with the vendor, and any non-conformance is assessed against these specifications. In the event of disagreement, meetings are convened to resolve issues. Additionally, we have a policy in place which can be accessed at https://www.zyduswellness.com/investor/code-of-conduct-for-vendors-feb-2025.pdf	0	0	0	0
Other (Please Specify)	NA	NA	NA	NA	NA

26. **Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Plastic & Packaging / Waste Management (circularity, EPR)	Both (R/O)	Rising regulatory scrutiny and consumer preference for low-waste, recyclable packaging makes packaging redesign and circularity a competitiveness lever; non-compliance can create reputational and legal risk.	Strengthen circular packaging roadmap by prioritising recyclable/ optimised packaging and sustainability-led innovations (e.g., allocating spend and product-development effort towards recyclable packaging). Continue EPR compliance through authorised partners, and drive packaging reduction projects across key brands to cut material use at source.	**Positive:** Lower long-term compliance cost, brand lift, material savings over time. **Negative:** Upfront redesign/testing cost, supplier/tooling changes, potential cost premiums for sustainable materials.
2.	Energy & GHG Emissions (Scope 1-2; transition risk)	Both (R/O)	Energy price volatility, climate expectations from customers/ investors, and tightening disclosure/ assurance expectations create both a cost risk and an efficiency-led opportunity.	Execute 2030 targets (baseline FY2022): 50% reduction in GHG emissions from direct operations, 50% improvement in energy efficiency, and 50% renewable energy share; reinforce governance levers such as SBTi commitment, internal carbon pricing, and climate scenario analysis aligned to TCFD for resilience planning.	**Positive:** Reduced energy spend, improved resilience and access to ESG-linked capital; stronger stakeholder confidence. **Negative:** Capex for efficiency/RE, risk of penalties or reputational impact if targets are missed.
3.	Water Management (water stress + operational continuity)	Both (R/O)	Water scarcity in operating geographies can disrupt operations and increase regulatory exposure; water stewardship is also a strong trust signal for FMCG stakeholders.	Commit to 25% reduction in water intensity by 2030 vs FY2022 baseline; implement enterprise-wide water risk management; expand recycling/reuse and Zero Liquid Discharge (ZLD)/ advanced treatment systems across sites where feasible (ZLD progress already underway across sites).	**Positive:** Improved operational resilience, compliance comfort, potential reduction in long-run water procurement risk. **Negative:** Upfront investment in treatment/recycling infrastructure and O&M costs.
4.	Effluent / wastewater quality & chemical stewardship (incl. hazardous waste)	Both (R/O)	Stricter discharge norms and heightened community sensitivity mean wastewater and chemical handling failures can trigger plant interruptions, penalties and loss of trust; innovation in safer formulations can reduce exposure.	Maintain a resource-efficiency approach: reduce hazardous/ toxic chemical use through safer formulations and processing; strengthen wastewater reuse (treated water reuse after UF/RO at utilities) and closed-loop/lean initiatives to minimise waste generation.	**Positive:** Lower compliance risk and potentially lower lifecycle costs through reuse and reduced hazardous inputs. **Negative:** Continuous Capex/Opex for treatment systems, monitoring, and safer substitutes.

S No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Sustainable Sourcing & supplier ESG performance (agri/raw materials, traceability)	Both (R/O)	FMCG supply chains face climate-driven volatility, social compliance risks, and increasing stakeholder expectations on traceability and responsible sourcing; weak supplier ESG practices can create continuity and reputation risks.	Expand supplier ESG assessments and capability-building; prioritise high-risk categories and critical suppliers; strengthen procurement governance using assessment coverage and corrective action tracking (critical vendor assessment already in practice for a portion of spend).	**Positive:** Supply continuity, fewer disruptions and better-quality consistency; strengthens customer/ investor confidence. **Negative:** Audit/ assessment cost, supplier development cost, potential short-term procurement cost increase.
6.	Climate resilience & business continuity (physical risk)	Risk	Extreme weather, logistics disruptions and utilities variability can impact manufacturing continuity and distribution; ESG stakeholders increasingly expect structured resilience planning.	Use an integrated Business Continuity & Disaster Management Plan within risk management; complement with climate scenario analysis aligned with TCFD and convert findings into mitigation plans for operational resilience.	**Negative:** Cost of preparedness, redundancy, and resilience capex (backup utilities, alternate sourcing, buffers).
7.	Product quality, safety & recall risk (food safety / consumer trust)	Both (R/O)	Any quality lapse can trigger reputational damage and regulatory action; conversely, strong safety systems and quick resolution build trust and repeat purchase.	Maintain robust consumer complaint handling mechanisms, cross-functional corrective actions, and strong labelling and internal review of claims/ logos/pack communication (aligned with applicable food labelling guidance). Track complaints and close the loop through Quality, R&D and Manufacturing.	**Positive:** Brand trust, reduced litigation exposure, higher loyalty. **Negative:** Testing/ quality assurance cost; potential recall/ litigation cost if failures occur.
8.	Consumer health, nutrition & responsible marketing (incl. claims scrutiny)	Both (R/O)	Demand is shifting towards "better-for-you" products, while regulators and consumers are more critical of health claims; mis-claims can create compliance and reputation risks.	Strengthen responsible marketing controls via internal pack/claim guidelines and periodic consumer surveys; prioritise innovation that reduces environmental footprint and improves product profiles (e.g., formulation improvements).	**Positive:** Market differentiation and portfolio resilience. **Negative:** Reformulation/ validation cost; risk of penalties or reputational harm if claims are challenged.
9.	Data privacy & Cyber Security	Both (R/O)	Rising e-commerce/ digital engagement increases exposure to cyber incidents and personal data risks, which can impact operations and stakeholder trust.	Maintain an internal cybersecurity policy framework and continuous controls (endpoint protection, access controls, risk monitoring under risk management policy) supported by regular audits and awareness training; focus on prevention and preparedness.	**Positive:** Reduced incident risk, stronger partner and consumer confidence. **Negative:** Continuous security spend; potential financial/ legal impact if breaches occur.

S No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10.	Diversity, Inclusion & Employee Well-being	Opportunity	A diverse, inclusive and healthy workforce supports innovation, productivity and retention—important for FMCG capability building and shopfloor-to-leadership pipeline.	Scale well-being programmes (health & wellness initiatives, health check-ups, leadership development) and deliver the gender diversity target: 10% women in total workforce by 2030 vs FY 2022 baseline.	**Positive:** Lower attrition, stronger employer brand, productivity gains, leadership pipeline strength.
11.	Human rights / labour practices in value chain (contractors, vendors)	Risk	FMCG value chains often have contractor-intensive operations; gaps in labour practices can cause legal, operational and reputational risk, especially where stakeholders expect broader value-chain accountability.	Use supplier ESG assessment expansion and prioritise high-risk vendors; embed minimum standards, monitoring, and corrective actions; link to existing value chain assessment approach (critical vendors assessed as part of environmental impact coverage).	**Negative:** Audit, remediation and supplier-transition cost; potential short-term procurement constraints.
12.	Corporate governance, integrity & ESG reporting controls	Both (R/O)	Strong governance and robust ESG controls reduce compliance risk and support credible disclosures; weak controls can trigger assurance issues, regulatory risk and investor mistrust.	Continue strong committee oversight and strengthen ESG data controls (maker-checker, source system mapping, internal control maturity). Maintain independent assurance processes for core ESG disclosures to improve reliability and transparency.	**Positive:** Improved investor confidence, reduced compliance and misstatement risk; stronger ESG ratings positioning. **Negative:** Cost of assurance, systems and control upgrades.
13.	Customer grievance management & consumer experience	Opportunity	FMCG brands benefit from fast, consistent grievance redressal -reducing reputational risk and improving repeat purchase; responsiveness is increasingly visible through digital channels.	Maintain multi-channel complaint intake and quick resolution SLAs; use feedback loops with Quality/R&D/ Manufacturing/Marketing to prevent recurrence and improve product experience (customer care mechanism and structured resolution are in place).	**Positive:** Higher loyalty and trust, reduced escalation/litigation exposure.

Section B: Management and Process Disclosures

Disclosure Question			P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1.	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes / No)	Yes[1]	Yes[2]	Yes[3]	Yes[4]	Yes[5]	Yes[6]	Yes[7]	Yes[8]	Yes[9]
	b.	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c.	Web Link of the Policies, if available	Policies can be accessed on the website of the Company under "Policies and Compliances" at https://www.zyduswellness.com/investors.php								
2.	Whether the entity has translated the policy into procedures. (Yes / No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. Our Policies viz. ESG, Human Rights, Anti-Corruption and Bribery, Biodiversity, Occupational Health & Safety, Environment, and Code of Conduct for Vendors are extended to our Value Chain Partners. This demonstrates our commitment to upholding these standards across our entire network.								
	[1]We have adopted Anti-corruption & Bribery policy, Company's Code of Business Conduct and Ethics, Policy on Prohibition of Insider Trading, other HR policies and various other HR practices. [2]We have adopted ESG Policy, Environment Policy and Code of Conduct for Vendors, which inter-alia relates to safe and sustainable products. [3]We have Occupational Health & Safety and Corporate Health & Safety Policies for the well-being of employees. [4]We have adopted CSR Policy and adhere strictly to our Code of Business Conduct & Ethics, ensuring the utmost consideration for stakeholder interests. [5]We have adopted policies in place, including Human Rights and Prevention of Sexual Harassment of Women at Workplace to protect and address human rights issues. [6]We have policies in place, including Environment Policy, Corporate Environment Health & Safety Policy and Biodiversity Policy to ensure the protection and restoration of environment. [7]We are dedicated to upholding our Code of Business Conduct & Ethics with unwavering and strict adherence. [8]We have implemented a CSR policy to advance inclusive growth and equitable development, alongside a Diversity & Inclusion policy for our Company and subsidiaries, ensuring equal and fair opportunities for all. [9]The Company meets requirements through the introduction of innovative products and services. Additionally, it has adopted Ethical and Responsible Marketing Policy and Cybersecurity Policy and established a customer complaint redressal system to ensure effective redressal of complaints and customer satisfaction.								
Policy and Management System									
4. Name of the national and international codes/ certifications / labels / standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company's manufacturing plants situated at Ahmedabad, Sikkim (Unit I & II) and Aligarh are accredited for FSSC 22000 and plants situated at Ahmedabad, Sikkim (Unit I & II) and Aligarh are ISO 14001:2015 & 45001:2018 certified, GMP certification as applicable, for validating process, quality consistency and food safety. Additionally, as part of our ESG initiatives, beginning from the financial year 2021-2022, we have voluntarily participated in S&P Global Corporate Sustainability Assessment ("**CSA**").								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	The Company has outlined specific 2030 goals against the base year FY 2021-2022: - • Energy Saving of 50% through Process Optimisation & Efficiency improvement. • Achieve 50% renewable energy share in total energy consumption. • Reduction of freshwater consumption by 25%. • Zero Liquid discharge and Zero Waste to landfill. • Reduction of GHG Emission of Direct Operations by 50%. • Ensuring 100% of Critical Active Suppliers & Co-Packers adhere to ZWL Sustainability Standards. • Zero LTI and adherence to defined Safety Standards • Increase women workforce representation to 10%. • SBTi Commitment for scope 1 & 2 emission reduction								

Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	Below is our year-on-year absolute performance: • Energy: Total energy consumption increased by 5%; non-renewable energy increased by 18%; renewable energy increased by 0.3%. • Water: Total water withdrawal increased by 4%; total water consumed increased by 5%; total water discharged increased by 17%. • GHG emissions: Total Scope 1 & 2 emissions have increased 11%; Scope 1 increased by 36%; Scope 2 reduced by 9%; biogenic emissions reduced by 2%. • Waste: Total waste generated increased by 60%; waste recycled increased by 66%; waste disposed via other disposal operations (co-processing) decreased by 31.5%. ZWL operations are zero waste to landfill. Intensity year-on-year performance: • Energy and water intensity per rupee of turnover reduced by 28% • Total Scope 1 and Scope 2 emission intensity per rupee of turnover reduced by 24% • Waste intensity per rupee of turnover increased by 9% The following are the key reasoning pointers for the YoY observations: • Energy (non-renewable): Increased due to inclusion of fuel used in owned/managed vehicle fleet within reporting boundary. • Renewable: Slight reduction in renewable fuel due to mix/procurement changes; FY25-26 is first year of capturing purchased renewable electricity in reporting. • Scope 1 emissions: Increased due to mobile combustion emissions from owned/managed vehicles being included. • Waste: Increased due to portfolio expansion (more brands/SKUs) and higher packaging/production activity.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	As a leading consumer wellness organization with strong Indian roots, sustainability remains integral to our long-term growth strategy and operational approach. During the year, we strengthened our ESG foundation through enhanced governance mechanisms, operational efficiency initiatives and the execution of a long-term 2 MW solar power agreement to support our renewable energy transition. We also advanced our climate agenda through a TCFD-aligned Climate Risk and Biodiversity Risk Assessment across operational locations and committed our Scope 1 and Scope 2 emission reduction targets to SBTi, reinforcing alignment with global climate standards. While business growth and increased operational scale impacted certain environmental indicators, we remain committed to transparent reporting, improving resource efficiency, strengthening circularity practices and advancing our FY 2030 sustainability ambitions to create sustainable long-term value for all stakeholders.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Tarun Arora, Chief Executive Officer ("**CEO**") and Whole Time Director ("**WTD**").								

Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Company has a dedicated Board-level mechanism for oversight and decision-making on sustainability-related matters. In FY 2022–23, the Board reconstituted the erstwhile Corporate Social Responsibility Committee into the Corporate Social Responsibility and ESG Committee, reflecting a strengthened focus on environmental, social and governance (ESG) priorities. The Committee is responsible for overseeing the Company's ESG strategy, performance and initiatives, and ensuring alignment with long-term value creation objectives. Its mandate includes guiding ESG programmes, reviewing sustainability-related disclosures, evaluating ESG-linked investments and providing periodic updates to the Board. The Committee is chaired by Dr. Sharvil P. Patel (DIN: 00131995), Chairman and Non-Executive Director, and comprises Mr. Ganesh N. Nayak (DIN: 00017481), Non-Executive Director, and Mr. Kulin S. Lalbhai (DIN: 05206878), Independent Director. In addition, the Board is supported by the Risk Management Committee, which oversees the identification, assessment and mitigation of key risks, including sustainability-related risks such as environment, social, information and cyber security. The Board retains overall responsibility for reviewing and approving the risk management framework, policies and processes.								

Subject for review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
10. Details of Review of NGRBCs by the Company:									
Performance against above policies and follow up action	The business responsibility performance of the Company is regularly monitored by the Company and reviewed by the Chairman and respective departmental heads. The Board of Directors reviews it annually.								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with all the applicable laws and a statutory compliance certificate on applicable laws is provided by the CEO & WTD to the Board of Directors on a quarterly basis.								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency	The processes and compliances are assessed by independent Internal and Statutory auditors, as applicable. On a regular basis, the policies are reviewed and updated by senior functional heads and approved by the management, Committees of Directors or the Board. At our factories, we uphold rigorous standards, holding certifications in ISO 14001:2015, ISO 45001:2018, and FSSC 22000. Additionally in FY 2025-26, we are conducting reasonable assurance for BRSR core parameters on a voluntary basis, ensuring transparency and accountability in our sustainability reporting.								
12. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total Number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	During the Committee / Board meetings discussions are held on various topics including but not limited to business updates, market outlook, innovation, new product launches, Risk Management, Governance, Compliance and Regulatory updates and Environment, Social and Governance (ESG).	100%
Key Managerial Personnel	7	Environment, Social and Governance (ESG), Sustainability as Key Business Driver, Sustainable Supply Chain, EPR, Updates and Awareness Session related to Governance and regulatory compliance requirements.	100%
Employees other than BoD and KMPs	35	Human Rights, Cyber Security, POSH, Defensive Driving, Environment, Social and Governance (ESG), EPR & Training Programs like–ASPIRE, LMI, SHINE.	100%
Workers	50+	ZWL Safety Framework- "Sankalp", Human Rights, Ethical Business Code of Conduct, POSH, Tripple Bottom Line, Equipment Safety, Process Safety.	100%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine Settlement/ Compounding fee	There have been no instances of fines and penalties imposed by the Statutory Authorities on the Company.				

Non–Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	There have been no instances of fines and penalties imposed by the Statutory Authorities on the Company.				
Punishment					

3. **Of the instances disclosed in Question 2 above, details of Appeal/Revision preferred in case where monetary non-monetary actions has been appealed**

S.No.	Case Detail	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable		

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has an anti-corruption and anti-bribery policy in place. Policy is uploaded on the website of the Company at https://www.zyduswellness.com/investor/Anti-Bribery%20and%20Anti-Corruption%20Policy.pdf.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

Designation	FY 2025-2026	FY 2024-2025
Director	No such actions have been taken against our Directors/KMPs/ employees/workers both for FY 2025-2026 and FY 2024-2025.	
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest

Designation	FY 2025-2026		FY 2024-2025	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Numbers of Complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provides details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on case of corruption and conflicts of interest:

Not applicable.

8. Number of days of accounts payables ((Accounts payable*365)/Cost of goods/service procured) in the following format:

	FY 2025-2026	FY 2024-2025
Number of days of accounts payables	48	67

Note: ZWL Standalone Revenue and Networth numbers for FY 2024-25 reinstated due to NIPL merger with ZWL in line with the Standalone financials statement for FY 2025-26.

9. Open-ness of business:

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along- with loans and advances & investments, with related parties, in the following format:

Parameter	Metric	FY 2025-2026	FY 2024-2025
Concentration of purchases*	a. Purchase from trading houses as % of total purchases	3.08%	3.80%
	b. Number of trading houses where purchases are made from	86	92
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	54%	50%
Concentration of Sale**	a. Sales to dealers / distributors as % of total sales	44.5%	68.6%
	b. Number of dealers / distributors to whom sales are made	2,246	2,096
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	7.60%	8.14%
Share of RPTs in***	a. Purchases (purchases with related parties / Total Purchases)	0.36%	0.00%
	b. Sales (Sales to related parties / Total Sales)	0.13%	0.37%
	c. Loans and advances (Loans and advances given to related parties / Total loans and advances)	0.00%	0.00%
	d. Investments (Investments in related parties / Total Investments made)	0.00%	0.00%

Note:

For the purpose of supplier classification, manufacturers are defined as entities undertaking processing or value addition prior to supply to the Company, while traders procure finished goods from manufacturers and supply them without any value addition, primarily acting as intermediaries for sourcing and distribution.

*Further, prior year disclosure (FY 2024-25) under this category was reported as nil due to non-availability of data, the same has now been updated based on data received during the current year to ensure comparability.

**The Company has revised FY 2024-25 sales data to incorporate complete coverage across all sales channels, including sales made by dealers/distributors (domestic and exports), and to include data from all reporting subsidiaries for improved completeness and accuracy.

***Transactions were entered with Related Parties on arm's length basis after approval of the Audit Committee and the Board of Directors.

Leadership Indicators

1. **Awareness programs conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmed held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
20	**Principle 2: Sustainable and Safe Goods & Services** • Sustainable Sourcing • Traceability **Principle 3: Employee Well-being and Human Rights** • Labour Standards • Fair Wages • Occupational Health and Safety • Prevention of Child and Forced Labour • Grievance Mechanisms **Principle 6: Environmental Protection and Resource Efficiency** • Environmental Management System • Carbon Emissions Management • Energy Management • Water Usage and Conservation • Water Discharge Management • Waste Management **Principle 7: Responsible Business Conduct and Governance** • Ethical Business Practices • Data Privacy and Security	71%

2. **Does the entity have processes in place to avoid / manage conflict of interests involving members of Board? If yes, provide details of the same have process: (Yes/No)**

Yes. The Company has adopted "Code of Business Conduct and Ethics", which expects Directors and Senior Management to disclose actual and potential conflicts of a material nature with the interests of the Company and they submit their affirmation for the compliance with the Code on an annual basis. Additionally, all Directors and Senior Management employees are expected to not engage in any business, relationship or activity which might detrimentally conflict with the interest of the Company and not divert to his / her advantage any business opportunity that the Company is in pursuit. The Code is available on the website of the Company at https://zyduswellness.com/investor/code-of-business-conduct-and-ethics-policy.pdf

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2025-2026	FY 2024-2025	Details of improvements in environmental and social impacts
R&D	0%	3%	Not Available
Capex	11.5%	8%	To drive improvements in environmental outcomes, the Company has increased its renewable energy footprint through Solar PPAs (2 MW at Aligarh and 1.5 MW at Ahmedabad) and implemented energy efficiency measures, including UPS systems for fat spread lines and smart, timer-based lighting. Further, process Optimisation such as installation of an ETP sludge dryer and a hot water generator have enhanced waste management and energy utilization efficiency.

2. **Does the entity have procedures in place for sustainable sourcing? (Yes/No) If yes, what percentage of inputs were sourced sustainably?**

Yes. The Company has established procedures for sustainable sourcing through the integration of its Sustainable Sourcing Policy and ESG Evaluation Framework into the vendor selection and assessment process. Sustainability-related parameters, including environmental, social and governance considerations, have been incorporated into supplier evaluation, onboarding and engagement practices to promote responsible and ethical sourcing across the value chain. In addition, vendor assessments and audits are undertaken as part of the overall supplier management process to ensure alignment with the Company's sourcing expectations and standards.

As part of our initial assessment, we rolled out an ESG Assessment Framework for Supplier Qualification Audit to our top 152 critical vendors, selected based on material criticality and business volume. These vendors collectively account for ~30.0% of our total vendor value. The responses revealed that all of the milk collection centres are certified by the FSSAI. Further all the vendors are certified by applicable quality standards, EHS standards and compliance requirements like FSSC 22000, ISO 9001, ISO 14001, ISO 45001, Kosher, Halal, SGS Non-GMO IP Supply Chain Standards etc.

We aim to expand this ESG assessment to 100% of our critical vendors to ensure broader coverage and stronger adherence to sustainable sourcing practices.

To uphold responsible business conduct, we have adopted a "Code of Conduct for Vendors", outlining the minimum standards expected from all our partners. This code is publicly accessible on our website: https://www.zyduswellness.com/investor/code-of-conduct-for-vendors-feb-2025.pdf. Additionally, we leverage an electronic bidding platform to procure high-quality materials at competitive prices, supporting our commitment to long-term sustainable sourcing.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste:**

Process Description
The waste generated in the Company's manufacturing operations is recycled/reused to the extent possible. Waste is recycled by authorized third party agencies and records of the same are maintained at all our plants. Additionally, the Company's manufacturing facility has its own Effluent Treatment Plant, which ensures discharge of waste below the norms prescribed by the Pollution Control Board. Important raw materials and solvents are recovered and reused. It is a part of operational management. In line with the Ministry of Environment, Forest and Climate Change's notification on Extended Producers Responsibility, we have strengthened our approach to the management of plastic packaging. Additionally, we have also undertaken design level changes to our products to reduce the raw materials used in their manufacturing.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes, EPR applies to the Company's activities and the waste collection plan is in line with the EPR action plan submitted to Central Pollution Control Board ("**CPCB**").

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If results communicated in public domain, provide the web-link.
The Company hasn't conducted LCA for any of its products.						

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Current Financial Year	Description of the risk / concern	Action Taken
Not Applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate Input Material	Recycled or re-used input material to total material	
	FY 2025-2026	FY 2024-2025
Paper	100%	100%

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format:**

	FY 2025-2026			FY 2024-2025		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)	0	Refer note	0	0	13,501	0
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

Note: EPR Annual Return Submission for FY 2025-26 is in progress. The final data would be disclosed in BRSR Report FY 2026-27.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
In line with the Plastic Waste Management (PWM) Rules and the national guidelines on Extended Producer Responsibility (EPR), the Company has partnered with authorized Waste Management Agency for collection, recycling, co-processing and safe disposal of pre & post-consumer waste. All our products which are expired or damaged and cannot be consumed, are not sold to the vendors for feeding cattle / consumption and are taken back from trade, audited by government approved agencies and disposed off as per the guidelines enumerated in the internal policy and adhering to the local laws and rules. Proof of products destroyed is maintained by the Company. Thereby, we ensure safe disposal of expired or damaged products.	

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	1,291	1,291	100%	1,291	100%	-	-	1,291	100%	-	-
Female	200	200	100%	200	100%	200	100%	-	-	-	-
Total	**1,491**	**1,491**	**100%**	**1,491**	**100%**	**200**	**13%**	**1,291**	**87%**	**-**	**-**
Other than Permanent Employees											
Male	104	104	100%	104	100%	-	-	104	100%	-	-
Female	27	27	100%	27	100%	27	100%	-	-	-	-
Total	**131**	**131**	**100%**	**131**	**100%**	**27**	**21%**	**104**	**79%**	**-**	**-**

Note: The reported data excludes CCL operations.

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E /A)	Number (F)	% (F /A)
						Permanent workers					
Male	193	193	100%	193	100%	-	-	193	100%	-	-
Female	1	1	100%	1	100%	1	100%	-	-	-	-
Total	**194**	**194**	**100%**	**194**	**100%**	**1**	**1%**	**193**	**99%**	-	-
						Other than Permanent workers					
Male	1,811	1,811	100%	1,811	100%	-	-	1,811	100%	-	-
Female	162	162	100%	162	100%	162	100%	-	-	-	-
Total	**1,973**	**1,973**	**100%**	**1,973**	**100%**	**162**	**8%**	**1,811**	**92%**	-	-

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2025-2026	FY 2024-2025
Cost incurred on well-being measures as a % of total revenue of the company	0.12%	0.15%

Note: The reported data excludes CCL operations.

2. Details of retirement benefits:

Benefits	FY 2025-2026			FY 2024-2025		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
ESI	3%*	100%	Y	9%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
		Other – please specify				
National Pension Scheme	6%	NA	Y	8%	NA	Y
Superannuation	1%	NA	Y	3%	NA	Y

*Covering 100% of eligible employees.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers? (Yes/No) If not, whether any steps are being taken by the entity in this regard:

Yes, the premises / offices of the company are accessible to differently abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 (Yes / No). If so, provide a web-link to the policy:

The Company is an equal opportunity employer and is committed to fair and non-discriminatory employment practices. All employment decisions are made in compliance with applicable laws, and the Company does not discriminate on the basis of race, colour, gender, age, national origin, religion, sexual orientation, gender identity or expression, marital status, or disability. However, the emphasis will continue to remain on merit, skill fitment, and business requirements.

For further details, please refer to:

https://www.zyduswellness.com/investor/Diversity%20and%20Inclusion%20Policy.pdf

https://www.zyduswellness.com/investor/Zydus%20Business%20Conduct%20Policy.pdf

5. **Return to work and Retention rates of permanent employees and workers that took parental leave:**

Gender	Permanent employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	89%	64%	100%	100%
Female	100%	67%	0%	0%
Total	**90%**	**61%**	**100%**	**100%**

Note: The reported data excludes CCL operations.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief:**

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, Whistle Blower policy is in place for reporting instances of unethical behaviour, improper practices, actual or suspected fraud or violation of the company's code of conduct and leakage of unpublished price sensitive information, which is available on the website of the company at https://zyduswellness.com/investor/Whistle%20Blower%20Policy%2002-08-24.pdf
Permanent Employees	
Other than Permanent Employees	Yes. A) **Aligarh Plant:** The grievances of on-roll workers are redressed through Zydus Wellness Association in conjunction with Unit HR Head on regular basis, whereas the grievances of contract workers are redressed through Contractor and unit HR Head. In addition, we have five number of suggestion boxes to redress the grievances reviewed by regular MIS. B) **Ahmedabad Plant:** There is provision of Grievance Register wherein grievances are registered and addressed. 2 (two) number of suggestion boxes are placed at prominent places in the unit. Suggestion boxes are opened, reviewed and addressed periodically. C) **Sikkim Plant:** Six number of suggestion boxes are placed in the prominent location. The suggestions are reviewed and implemented to address before development of the grievances.
Other than Permanent Workers	No

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Benefits	FY 2025-2026			FY 2024-2025		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	**1,491**	**0**	**0%**	**1,041**	**0**	**0%**
- Male	1,291	0	0%	973	0	0%
- Female	200	0	0%	68	0	0%
Total Permanent workers	**194**	**138**	**71%**	**206**	**148**	**72%**
- Male	193	138	71.5%	204	148	73%
- Female	1	0	0%	2	0	0%

8. **Details of training given to employees and workers:**

Category	FY 2025-2026					FY 2024-2025				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
					Employees					
Male	1,291	950	74%	875	68%	973	88	9%	736	76%
Female	200	130	65%	79	39.5%	68	2	3%	68	100%
Total	**1,491**	**1,080**	**72.4%**	**954**	**64%**	**1,041**	**90**	**9%**	**804**	**77%**
					Workers					
Male	193	193	100%	155	80%	2,245	1,430	64%	1,949	87%
Female	1	1	100%	1	100%	181	157	87%	120	66%
Total	**194**	**194**	**100%**	**156**	**80%**	**2,426**	**1,587**	**65%**	**2,069**	**85%**

Note: FY 2025-2026 represents on-roll employees & workers & the reported data excludes CCL operations.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2025-2026*			FY 2024-2025		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
	Employees					
Male	1,093	887	81%	936	809	86%
Female	93	77	83%	58	42	72%
Total	**1,186**	**964**	**81%**	**994***	**851**	**82%**
	Workers					
Male	193	193	100%	2,041	322	16%
Female	1	1	100%	179	113	63%
Total	**194**	**194**	**100%**	**2,220**	**435**	**20%**

*__Note:__ Includes on-roll Employees & Workers & the reported data excludes CCL operations.

10. a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system

Yes, an ISO 45001:2018 - certified Occupational Health and Safety Management System has been implemented across all four Zydus Wellness sites - Ahmedabad (1), Aligarh (1), and Sikkim (2). The system covers all operations and activities and applies to all employees, including contractual workers, ensuring comprehensive health and safety management. The Company has also adopted an Occupational Health and Safety Policy, which is available on its website of the Company at https://www.zyduswellness.com/investor/Occupational-Health-Safety-Policy.pdf

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The entity follows a structured and systematic approach to identify work-related hazards and assess risks for both routine and non-routine activities. Key processes include:

- Hazard Identification and Risk Assessment (HIRA): Conducted for all routine operations and periodically reviewed to ensure risks are controlled and up to date.
- Job Safety Analysis (JSA)/Job Hazard Analysis (JHA): Performed for specific tasks, especially before carrying out critical or non-routine jobs.
- Permit to Work (PTW) System: Implemented for non-routine and high-risk activities (e.g., hot work, confined space entry, work at height) to ensure hazards are identified and controlled prior to job execution.
- Management of Change (MOC): Risk assessments are carried out before implementing any changes in process, equipment, materials, or manpower.
- Safety Inspections and Audits: Regular workplace inspections, internal audits, and safety tours help in identifying new or existing hazards.
- Incident/ Near-Miss Reporting and Investigation: Root cause analysis is conducted to identify hazards and implement corrective and preventive actions.
- Employee Participation: Feedback from employees, safety committees, and Safety Marshals contributes to continuous hazard identification.
- Training and Awareness: Regular training ensures employees can recognize hazards and follow safe work practices.

These processes ensure proactive identification, assessment, and control of risks across all activities.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes / No)

Yes. The entity has defined mechanisms for workers to report work-related hazards through multiple channels, including the hazard reporting system, safety committees, and direct escalation to supervisors. Workers are also empowered to stop work and remove themselves from unsafe situations without fear of reprisal, in line with established safety policies and procedures. In addition, the entity conducts regular engagement with contractual workers to address health and safety concerns and strengthen their participation in hazard reporting and risk mitigation. A monthly Safety

Committee meeting comprising 50:50 representation from workers and management and chaired by the Plant Head-reviews concerns and ensures timely resolution. Further, departmental safety committee meetings are held monthly with respective HODs to discuss, track, and close safety-related issues at the department level.

d. Do the employees / worker of the entity have access to non-occupational medical and healthcare services? (Yes / No)

Yes. Employees and workers have access to non-occupational medical and healthcare services through an Occupational Health Centre set up within the factory premises, equipped with necessary medical facilities and a qualified doctor. Additionally, support is extended through tie-ups with external hospitals, health insurance coverage, periodic health check-ups, and emergency medical services to ensure overall well-being.

We recognize that access to healthcare services is a fundamental human right and we are committed to providing our employees and workers with access to quality healthcare services through below mentioned measures:

i. Providing permanent employees / workers and their loved ones with comprehensive health insurance which includes coverage for non-occupational medical and healthcare services.

ii. On-site medical clinics that are staffed by qualified medical professionals to provide medical care and treatment to the employees/ workers.

iii. Telemedicine services that allow employees and workers to consult with medical professional remotely, providing them with access to medical care and treatment from the comfort of their homes or workplaces.

iv. Conducting programs for the employees and workers to help them maintain their physical and mental health. These programs include fitness classes, stress management programs and nutrition counselling.

11. Details of safety related incidents, in the following format:

Salary Incident / Number	Category	FY 2025-2026	FY 2024-2025
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill- health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The entity follows a structured and comprehensive approach to ensure a safe and healthy workplace across its operations. This includes the implementation of an Occupational Health & Safety Management System aligned with ISO 45001:2018 across all three sites. The approach is reinforced through regular safety training and awareness programmes, documented Safe Operating Procedures (SOPs) for key activities, and strict provision and enforcement of appropriate Personal Protective Equipment (PPE). Hazard identification and risk management are carried out systematically through tools such as HIRA/ JSA, supported by periodic safety theme drives and proactive risk control measures. Strong safety ownership is encouraged through mechanisms such as the EHS index and active participation from employees at all levels, alongside visible leadership involvement and continuous improvement reviews. The entity also undertakes ongoing EHS promotional initiatives to strengthen safety culture, maintains robust fire prevention and emergency preparedness systems, and provides access to occupational health facilities (including a well-equipped Occupational Health Centre). In addition, welfare measures such as clean and hygienic canteen facilities are available to support employee well-being.

These measures collectively ensure a proactive approach toward maintaining a safe, healthy, and compliant work environment.

13. Number of Complaints on the following made by employees and workers:

Assessment Type	FY 2025-2026			FY 2024-2025		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil			Nil		
Health & Safety						

14. Assessments for the year:

Assessment Type	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not Applicable.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N): Y (B) Workers (Y/N): Y

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has established contractor and supplier compliance monitoring mechanisms to ensure timely deduction and deposit of statutory dues by value chain partners. Contractors are required to submit documentary evidence such as PF challans, ESIC records, wage registers, bank transfer proofs, and other statutory compliance documents periodically. Payments and renewals are subject to verification of compliance by the designated HR/IR/Procurement teams. Periodic audits and vendor assessments are also conducted for critical partners.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-2026	FY 2024-2025	FY 2025-2026	FY 2024-2025
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, in case of retirement of employee on a case-to-case basis, the company provides extended service to the employees as a retainer/consultant and in case of termination of employee the company provides career counselling.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	~30%*
Working Conditions	

* The Company has established procedures for sustainable sourcing through the integration of its Sustainable Sourcing Policy and ESG Evaluation Framework into the vendor selection and assessment process. We completed the assessment of our top 152 critical vendors against the target of top 100 vendors.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners**

   Based on the evaluation, eight low-scoring vendors were identified and advised to obtain relevant certifications (e.g., ISO 14001, ISO 45001, ISO 50001 and SA8000). They have also been encouraged to initiate monitoring of energy and water consumption with defined year-on-year reduction targets. Vendors involved in manual handling have been advised to conduct ergonomic assessments and implement necessary improvements in working practices.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   Key stakeholder groups are identified through an internal assessment based on their influence on and interest in the company's operations. The identification process considers strategic relevance, the level of impact on the business, and the stakeholders' expectations. During the FY 2023-24 materiality assessment, stakeholder groups were prioritized using international reporting standards. This involved direct engagement mechanisms to gather insights on critical issues, followed by detailed analysis of feedback from both stakeholders and internal management.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication	Frequency of Engagement	Purpose and Scope of Engagement (including key topics and concerns)
Employees	No	Email, SMS, Meetings, Surveys, Feedback, Website, Internal Portals	Monthly, Quarterly, Annually, Need-Based	Employee wellbeing, health & safety, performance reviews, training, and career development conversations
Investors	No	Meetings, Conferences, Investor Calls, Correspondence	Monthly, Quarterly, Half-Yearly, Annually, Need-Based	Financial performance, growth strategy, returns and dividends
Customers	No	Meetings, Surveys, Web Portals	Monthly, Annually, Need-Based	Customer experience, product and service quality
Suppliers	No	Vendor meetings, Supplier audits, Facility visits, Annual reports, Compliance filings	Monthly, Quarterly, Half-Yearly, Annually, Need-Based	Supplier performance, compliance with Supplier Code of Conduct
Communities	Yes	Social media, Website, Meetings, Newsletters, Surveys, Trainings, Fieldwork, Virtual engagement	Half-Yearly, Annually, Need-Based	CSR initiatives, impact assessments, employee volunteering, upliftment and development activities
Government & Regulatory Authorities	No	In-person meetings, Conferences, Official communications, Statutory publications, Industry associations, Correspondence	Quarterly, Annually, Need-Based	Compliance, policy alignment, regulatory updates, industry representation

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board**

   Stakeholder engagement is conducted through meetings, surveys, reports and formal communications, with key feedback consolidated and presented to senior management and the Board through regular internal reporting and Board agenda integration. Oversight is enabled through committees such as the CSR & ESG Committee and the Stakeholders' Relationship Committee, alongside structured investor interactions (quarterly post-earnings calls with the Chairman/CEO and annual engagement with the Board at the AGM). Vendor engagement includes an ESG checklist-based assessment aligned with ESG certifications/labels.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes. Stakeholder consultations were central to the FY 2023-24 materiality assessment process. Feedback received from stakeholders was directly used to identify material environmental and social topics such as climate change, waste management, employee wellness, health and safety, and community relations. These topics have since been incorporated into the entity's sustainability framework, influencing the formulation of related policies, operational practices, and long-term business strategies.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   The Company recognizes the importance of engaging with and addressing the concerns of vulnerable and marginalized stakeholder groups. We believe that by working closely with these groups, we can better understand their unique needs and perspectives and take meaningful action to support their social and economic inclusions. We conduct event-based engagement that are either statutory in nature or serves as part of our internal programme. The Group continues to create healthier, happier communities globally. Zydus Shrishti, the Group's CSR programme focuses in the areas of health, education and research. Making a difference to serve the needs of the patients and bring world-class medical education to the rural interiors of Gujarat, Zydus Foundation has set up the Zydus Medical College and Hospital at Dahod.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-2026			FY 2024-2025		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1,186	1,186	100%	1,041	1,041	100%
Other than permanent	131	131	100%	47	47	100%
Total Employees	**1,317**	**1,317**	**100%**	**1,088**	**1,088**	**100%**
Workers						
Permanent	194	194	100%	206	206	100%
Other than permanent	1,973	1,973	100%	2,220	2,220	100%
Total Workers	**2,167**	**2,167**	**100%**	**2,426**	**2,426**	**100%**

Note: The reported data excludes CCL operations.

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2025-2026					FY 2024-2025				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number E	% (E / D)	Number (F)	% (F / D)
Permanent Employees										
Male	1,291	0	0%	1,291	100%	973	0	0%	973	100%
Female	200	0	0%	200	100%	68	0	0%	68	100%
Total	**1,491**	**0**	**0%**	**1,491**	**100%**	**1,041**	**0**	**0%**	**1,041**	**100%**
Other than Permanent										
Male	104	0	0%	104	100%	35	0	0%	35	100%
Female	27	0	0%	27	100%	12	0	0%	12	100%
Total	**131**	**0**	**0%**	**131**	**100%**	**47**	**0**	**0%**	**47**	**100%**

Category	FY 2025-2026					FY 2024-2025				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number E	% (E / D)	Number (F)	% (F / D)
Permanent Workers										
Male	193	0	0%	193	100%	204	0	0%	204	100%
Female	1	0	0%	1	100%	2	0	0%	2	100%
Total	**194**	**0**	**0%**	**194**	**100%**	**206**	**0**	**0%**	**206**	**100%**
Other than Permanent										
Male	1,811	1,378	76%	433	24%	2,041	1,578	77%	486	24%
Female	162	14	9%	148	91%	179	62	35%	94	53%
Total	**1,973**	**1,392**	**71%**	**581**	**27%**	**2,220**	**1,640**	**74%**	**580**	**26%**

3. **Details of remuneration/salary/wages, in the following format:**

a. **Median remuneration / wages: (In INR)**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	7	16,50,000	1	18,50,000
Key Managerial Personnel*	3	2,76,30,000	0	0
Employees other than BoD and KMP	1,288	11,51,327	200	10,37,500
Workers	193	9,95,499	1	3,26,255

*Includes Mr. Tarun Arora, CEO & WTD.

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2025-2026	FY 2024-2025
Gross wages paid to females as % of total wages	12.20%	7%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

At Zydus, we prioritize human rights across our operations, striving for a safe and inclusive work environment while preventing issues like child labor, forced labor, and discrimination. Our Human Rights Policy extends to all employees, including parttime and contractual workers, and we require the same commitment from our value chain partners. We conduct regular risk assessments to identify and address potential human rights risks, incorporating stringent due diligence processes. To ensure accountability, we have established grievance redressal policies such as the Human Rights Policy, Whistle Blower Policy, Prevention of Sexual Harassment of Women at Workplace Policy and Code of Conduct for Vendors. The human rights concerns/grievances can be reported to the Immediate Supervisor, Head of Department or Human Resources department. We believe that businesses play a vital role in upholding human rights, and we are committed to promptly addressing any concerns raised by stakeholders. The Human Rights Policy is available on the website of the Company at: https://www.zyduswellness.com/investor/Human%20Rights%20Policy.pdf.

6. Number of Complaints on the following made by employees and workers:

	FY 2025-2026			FY 2024-2025		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil			Nil		
Discrimination at Workplace						
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other Human rights related Issue						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-2026	FY 2024-2025
Total Complaints reported under the Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers		
Complaints on POSH upheld		

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is committed to a workplace free of harassment, including sexual harassment at the workplace, and has zero tolerance for such unacceptable conduct. It encourages reporting of any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct. Committees have been constituted across locations to enquire into complaints of sexual harassment and to recommend appropriate action, wherever required. The Company is committed to ensure that no employee who brings forward a Sexual Harassment concern is subject to any form of reprisal. Any reprisal will be subject to disciplinary action. The Company ensures that the victim or witnesses are not victimized or discriminated against while dealing with complaints of Sexual Harassment. However, anyone who abuses the procedure are subject to applicable disciplinary action by the Company. Also, awareness sessions are organized for all employees at regular intervals. Also, Company has in place, a Whistle Blower policy which provides necessary safeguards to all Whistle Blowers for making disclosures in Good Faith and any other employee assisting the investigation.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Agreements provide for compliance with accepted standards on issues related to EHS, Human Rights and labour practices. Additionally, the Company has adopted "Code of Conduct for Vendors". This requires suppliers to comply with labour laws, environmental regulations, and uphold human rights and principles of ethics and integrity in their operations. All Suppliers are expected to meet the requirements of this Code. Additionally, the Vendor Code of Conduct is a mandatory requirement for all our suppliers and forms an integral part of their contract and a link of the code is also mentioned in purchase order.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	No plants and offices were assessed for human rights issues.
Forced/ involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others–Please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

   Not Applicable.

2. **Details of the scope and coverage of any Human rights due diligence conducted**

   No Human rights due diligence was conducted.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes

4. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	~30%*
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others - please specify	

* The Company has established procedures for sustainable sourcing through the integration of its Sustainable Sourcing Policy and ESG Evaluation Framework into the vendor selection and assessment process. We completed the assessment of our top 152 critical vendors against the target of top 100 vendors.

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   No risks identified.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter (in Gigajoules)	FY 2025-2026	FY 2024-2025
From renewable sources		
Total electricity consumption (A)	10,093	-
Total fuel consumption (B)	3,54,908	3,63,804*
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**3,65,001**	**3,63,804**
From non-renewable sources (in Gigajoules)		
Total electricity consumption (D)	47,700	50,903
Total fuel consumption (E)	1,00,841	75,179
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**1,48,541**	**1,26,083**
Total energy consumed (A+B+C+D+E+F)	**5,13,542**	**4,89,886**
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations in millions)	**12.96**	**18.08**
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations in millions adjusted for PPP)	**263.71**	**363.13**
Energy intensity in terms of physical output (GJ/MT)	**6.77**	**5.67**

Notes:

a. Data disclosed above covers all operational India and global locations, except NIPL, which operates as a third-party facility where the Company does not exercise full operational control.

b. Renewable fuel includes consumption from biomass & husk.

c. *Values have been updated to reflect revised fuel consumption figures.

d. Purchasing Power Parity (PPP)–Revenue from operations is adjusted as per International Monetary Fund Implied PPP conversion rate (20.34) for 2026 and (20.08) for 2025.

e. Revenue from operations has been taken on consolidated level for FY 2024-25.

f. For FY 2025-26, fuel consumption data has been expanded to include consumption from directly owned vehicles.

g. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

No

3. Provide details of the following disclosures related to water, in the following format:

Paramete	FY 2025-2026	FY 2024-2025
Water withdrawal by source (in kilolitres)		
(i) Surface water	64,240	62,658
(ii) Groundwater	3,69,169	3,55,402
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**4,33,409**	**4,18,060**
Total volume of water consumption (in kilolitres)	**4,07,971***	**3,89,852**
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations in millions)	**10.30**	**14.39**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	**209.50**	**288.98**
Water intensity in terms of physical output (kilolitres/MT)	**5.38**	**4.51**

Methodology for tracking: We have dedicated magnetic flow water meters at plants on each borewell for tracking of freshwater consumption and these details are being then transferred to excel sheet for easy tracking.

Notes:

a. FY 2025-26 includes data across all India and global locations, excludes Naturell (India) Pvt. Ltd. (third-party facility; no full operational control).

b. *Including Water Consumption (Offices): Estimated based on Central Ground Water Authority guidelines (45 litres per employee per day), calculated using number of working days and employee headcount.

c. Purchasing Power Parity (PPP)–Revenue from operations is adjusted as per International Monetary Fund Implied PPP conversion rate (20.34) for 2026 and (20.08) for 2025.

d. Revenue from operations have been taken on consolidated level for FY 2024-25.

e. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

4. **Provide the following details related to water discharged:**

Parameter	FY 2025-2026	FY 2024-2025
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	-	-
With treatment - please specify level of treatment	-	
(ii) To Groundwater		
No treatment	-	-
With treatment - please specify level of treatment	-	-
(iii) To Seawater		
No treatment	-	-
With treatment - please specify level of treatment	-	-
(iv) Sent to Third parties		
No treatment	-	-
With treatment - please specify level of treatment	-	-
(v) Others		
No treatment	-	-
With treatment - please specify level of treatment	34,431	29,528
Total water discharged (in kilolitres)	**34,431**	**29,528**
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	Yes	Yes

Methodology for tracking: We have flow meters for recording the details at Effluent Treatment Plant (ETP) for tracking of Inlet & Outlet water.

In Ahmedabad & Sikkim facilities the treated water is used for flushing, gardening, road-washing purposes.

Treated wastewater of Aligarh plant is tracked through online Continuous Effluent Monitoring System (OCEMS) linked with CPCB portal and is released outside ensuring the permissible.

Notes:

a. The data includes 4 manufacturing facilities of Zydus Wellness–Ahmedabad (1), Sikkim (2) and Aligarh (1)

b. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, we have Installed ZLD in Plant with Ultrafiltration (UF) and 2 stage Reverse Osmosis (RO). We are using treated water in Cooling tower, toilet flush and Boiler.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2025-2026	FY 2024-2025*
NOx	Tonnes	73.37	51.51
SOx	Tonnes	28.12	63.67
Particulate matter (PM)	Tonnes	62.44	38.7
Persistent organic pollutants matter (POP)	-	NA	NA
Volatile organic compounds (VOC)	-	NA	NA
Hazardous air pollutants (HAP)	-	NA	NA
Others - please specify	-	NA	NA

Methodology for tracking: We conduct third-party testing from the govt. approved environmental laboratories for air emission equipment's as per the defined frequencies in respective locations PCB consent order and data showing is taken from one of the third-party reports. These tests are conducted against the prescribed limits of Central Pollution Control Board.

Notes:

a. *Calculations have been updated

b. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Limited Assurance has been carried out by SGS India Private Limited.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-2026	FY 2024-2025*
Total Scope 1 emissions	Metric tonnes of CO_2 equivalent	10,658	7,812.58
Total Scope 2 emissions	Metric tonnes of CO_2 equivalent	9,405	10,320.34
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in millions)	Metric Tons/ ₹ in Mn	**0.5**	**0.7**
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in millions adjusted for PPP)	Metric Tons/ ₹ in Mn	**10.30**	**13.44**
Total Scope 1 and Scope 2 emission intensity in terms of physical output		**0.26**	**0.21**

Parameter	Unit	FY 2025-2026	FY 2024-2025*
Biogenic Emissions	tCO_2e	35,491	36,380

Includes biomass & husk emissions

Notes:

a. FY 2025-26 Includes data across all India and global locations, excludes Naturell (India) Pvt. Ltd. (third-party facility; no full operational control).

b. Emission factors are based on the IPCC 2006 National Greenhouse Gas guidelines.

c. *Energy consumption data has been revised hence the emissions are updated.

d. FY 2025-26 Scope 1 emissions have been expanded to additionally include fugitive emissions and emissions from mobile combustion.

e. Scope 2 emissions for purchased grid electricity are calculated using the Central Electricity Authority (CEA) CO_2e baseline database for 2025, with a grid emission factor of 0.71 tCO_2e/MWh.

f. For Dubai office, we have used a grid emission factor for electricity as 0.4041 tCO_2e/MWh as per Dubai Electricity and Water Authority Climate Change report.

g. For Bangladesh office, we have used grid emission factor for electricity as 0.67 tCO_2e/MWh as per the circular issued by Department of Environment, Bangladesh

h. Purchasing Power Parity (PPP)–Revenue from operations is adjusted as per International Monetary Fund Implied PPP conversion rate (20.34) for 2026 and (20.08) for 2025.

i. Revenue from operations have been taken on consolidated level for FY 2024-25.

j. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, the entity has undertaken multiple initiatives aimed at reducing greenhouse gas (GHG) emissions across its manufacturing facilities. These projects are primarily focused on improving energy efficiency, optimizing operational processes, and reducing dependence on high-energy-consuming systems. Key initiatives include:

- Optimised DG operations during boiler shutdown: Reduced DG running hours by optimising DG usage during boiler shutdown and shortening the annual shutdown period by 24 days versus last year, leading to lower HSD consumption and reduced operational costs.
- Diesel reduction through alternative energy: Reduced diesel consumption by approximately 14.85 KL by shifting to an alternate source of energy.
- Energy efficiency improvements: Achieved approximately 17 MW/year of energy savings through multiple small energy-saving initiatives, contributing to a reduction in GHG emissions.
- Renewable electricity procurement (solar): Procured electricity through solar power, resulting in a cost saving of ₹44.45 lakh in 2025 and supporting carbon emission reduction.
- Process-level energy optimisation: Delivered energy savings of 1.3 lakh kWh (NSD evaporator) and 8,000 kWh (ETP buffer tank motor) in 2025 through equipment/process optimisation.

These combined efforts demonstrate the entity's commitment to reducing its carbon footprint through energy optimisation, process innovation, and cost-effective sustainability initiatives.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-2026	FY 2024-2025
Total Waste Generated (in metric tonnes)		
Plastic waste (**A**)	864.9	1,013.4
E-waste (**B**)	0.7	-
Bio-medical Waste (**C**)	0.1	-
Construction and demolition waste (**D**)	-	-
Battery Waste (**E**)	-	-
Radioactive Waste (**F**)	-	-
Other Hazardous waste. Please specify, if any. (**G**)	73.3	112.5
Other Non-hazardous waste generated (**H**)	1,802.3	586
Total (A + B + C + D + E + F + G + H)	**2,741**	**1,712**
Waste intensity per rupee of turnover (Total Waste generated / Revenue from operations)	**0.07**	**0.06**
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste generated / Revenue from operations adjusted for PPP)	**1.41**	**1.27**
Waste intensity in terms of physical output	**0.04**	**0.02**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of Waste		
(i) Recycled	2,667	1,604
(ii) Re-Used	-	-
(iii) Other recovery operations	-	-
Total	**2,667**	**1,604**

For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of Waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations (Co-processing)	74	108
Total	**2,741**	**1,712**

Notes:

a. Purchasing Power Parity (PPP)–Revenue from operations is adjusted as per International Monetary Fund Implied PPP conversion rate (20.34) for 2026 and (20.08) for 2025.

b. Revenue from operations have been taken on consolidated level for FY 2024-25.

c. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

In FY 2025-26, the organisation progressed its "design-to-value" packaging optimisation programme to reduce material intensity across secondary (CFC/corrugated) and primary (plastic/laminate) packaging while maintaining product protection and consumer experience. Key interventions included redesigning corrugated fibreboard cartons (CFCs) by removing unnecessary internal partitions (e.g., honeycomb structures), improving pack configurations to enhance strength with lower material use, and streamlining combi/offer-pack formats to reduce paper consumption without compromising stacking performance.

In parallel, pack architecture was optimised for select jar/bottle formats (e.g., shifting to single-layer foam and removing intermediate partitions; increasing pack fill per carton to improve logistics efficiency), thereby reducing paper usage and handling damage risk. On primary packaging, lightweighting initiatives were implemented by reducing bottle weight through polymer blend optimisation while retaining rigidity and impact strength, and by downgauging flexible packaging reducing Grams per Square Metre (GSM) and extrusion layer thickness while maintaining barrier properties and tear resistance. Collectively, these projects delivered an estimated total packaging material reduction of 160.5 tonnes in FY 2025-26, driven by both paper-based and plastic-based packaging improvements, and supported concurrent cost savings and waste prevention objectives.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
The Company does not operate in ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain. (Yes / No)	Relevant Web link
EIA is not mandatory for the projects which are carried out by the Company.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S No.	Specify the law / regulation / guidelines which was not complied	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is compliant with the applicable environmental law/ regulations/ guidelines applicable in India.				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

(i) Name of the area: Aligarh, Ahmedabad and Sikkim

(ii) Nature of operations: Manufacturing and R&D

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Treatment	FY 2025-2026	FY 2024-2025
Water withdrawal by source (in kilolitres)			
(i) Surface water		64,240	62,658
(ii) Groundwater		3,69,169	3,55,402
(iii) Third party water		-	-
(iv) Seawater / desalinated water		-	-
(v) Others		-	-
Total volume of water withdrawal (in kilolitres)		**4,33,409**	**4,18,060**
Total volume of water consumption (in kilolitres)		**3,98,978**	**3,89,852**

Parameter	Treatment	FY 2025-2026	FY 2024-2025
Water intensity per rupee of turnover (Water consumed / revenue from operations in millions)		**10.07**	**14.39**
Water discharge by destination and level of treatment (in kilolitres)			
(i) To Surface water		-	
No treatment		-	-
With treatment - please specify level of treatment		-	
(ii) To Groundwater		-	
No treatment		-	-
With treatment - please specify level of treatment		-	-
(iii) To Seawater		-	
No treatment		-	-
With treatment - please specify level of treatment		-	-
(iv) Sent to Third parties		-	
No treatment		-	-
With treatment - please specify level of treatment		-	-
(v) Others		-	
No treatment		-	-
With treatment - please specify level of treatment		34,431	29,528
Total water discharged (in kilolitres)		**34,431**	**29,528**

Note:

a. Purchasing Power Parity (PPP)–Revenue from operations is adjusted as per International Monetary Fund Implied PPP conversion rate (20.34) for 2026 and (20.08) for 2025.

b. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Reasonable Assurance has been carried out for BRSR Core disclosures by SGS India Private Limited and the certificate for the same is attached to this report.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025-2026	FY 2024-2025
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tons of CO_2 equivalent	1,40,776**	31,614*
Total Scope 3 emissions per rupee of turnover	$MtCO_2e$ / Million rupees	3.55	1.17

Note:

- *&** : ZWL Standalone emissions
- For FY 2025-26 we have expanded our scope by including emissions from (a) & (g)
- Overall Scope 3 emissions accounted for the following Categories - Calculation Methodology from the GHG protocol:

a. Purchased Goods & Services

b. Capital Goods–Spend-based Method

c. Waste generated in operations–Waste Type-Specific Method

d. Employee commuting–Distance-Based Method

e. Upstream Leased Assets–Asset-Specific Method

f. Downstream, Transportation & Distribution–Spend-based Method

g. Business Travel

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

- Yes, Limited Assurance has been carried out by SGS India Private Limited and the certificate for the same is attached to this report.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities:

The Company does not operate in ecologically sensitive areas.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

   The Company implemented a range of resource-efficiency and emission-reduction initiatives, delivering measurable outcomes, including:

   - Adoption of open access 2 MW solar power (from August 2024) resulting in ₹ 44.45 lakh savings and associated reduction in carbon emissions.
   - Operational planning optimisation through an increased boiler shutdown period (by 1.5 days) enabling reduction of 135 MT usage and achieving 5 lakh kWh energy savings.
   - Transition to an energy-efficient cooling system through VAM integration, delivering 6.12 MWh/year energy savings by utilising waste heat and reducing electrical consumption.
   - Reduction in DG set dependency through enhanced turbine-based power generation, delivering approximately ₹64 lakh annual savings with lower fuel consumption and emissions.
   - Process optimisation in water treatment by optimising DM plant regeneration cycles, achieving approximately 1,825 KL annual water savings.
   - Progressive transition from coal (fossil fuel) to rice husk (green fuel), lowering fossil fuel dependency and supporting reduced carbon emissions.
   - Installation of UPS for the fat spread line, reducing downtime (100 minutes to 10 minutes) and improving productivity by 0.8%, while saving approximately 32,945 kWh/year with strong operational ROI.
   - Additional operational controls and optimisation measures such as cold room consolidation, timer-based smart lighting, motion sensors, VFD installation, and equipment scheduling improvements, delivering quantified energy savings (e.g., ~3,000 kWh/year, ~5,875 kWh/year, 1,550 kWh/year, 27,216 kWh/year, 8,536 kWh/year, and 3,276 kWh/year respectively).

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   Yes, Zydus Wellness has a Business Continuity and Disaster Management Plan integrated within its Enterprise Risk Management framework to ensure uninterrupted operations. The plan covers all the risks such as pandemics, cyber incidents, operational failures, geopolitical issues, and supply chain disruptions. It is overseen by Senior Management and periodically reviewed by the Risk Management Committee. The Company strengthens resilience across manufacturing, logistics, procurement, IT systems, and workforce planning, supported by supplier collaboration. Daily server backups with offsite storage are maintained, and the Business Continuity and Disaster Recovery (BCDR) framework is enhanced regularly to ensure system reliability and quick recovery.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   No significant adverse impact has arisen from any of the value chain of the entity.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   Our top critical vendors were assessed representing ~30% of the business conducted.

8. **How many Green Credits have been generated or procured:**

   a. By the listed entity.

   b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners.

   As of the reporting period, Zydus Wellness has not generated or procured any green credits. Currently, there are no formalized or operational frameworks in India mandating or standardizing the issuance and trading of green credits. However, we continue to monitor evolving policy developments, including the Indian government's Green Credit Programme under the Ministry of Environment, Forest and Climate Change (MoEFCC), and anticipate aligning our efforts once clear guidelines and mechanisms are established.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations:**

   6

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to**

S No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	The Confederation of Indian Industry	National
2.	Federation of Indian Chambers of Commerce & Industry	National
3.	All India Food Processors' Association	National
4.	Protein Foods and Nutrition Development Association of India	National
5.	International Market Assessment India Private Limited (IMA)	National
6.	The Advertising Standards Council of India	National

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
We have no cases pending before the Competition Commission of India ("**CCI**") nor have we received any notice regarding anticompetitive conduct from the CCI.		

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   For each facility / plant located in areas of water stress, provide the following information:

S No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
The Company engages with various stakeholders as mentioned in point 1(b) such as industry chambers, associations, governments, and regulators, to offer insights for the development and execution of public policies. This engagement, guided by principles of commitment, integrity, and transparency, prioritizes the interests of all stakeholders. The methods employed include participation in meetings, conferences, official communications, and engagement as needed.					

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Project Name	SIA Notification	Date Notification	Conducted by independent	Result Communicated	Web link
Not applicable, none of the projects are applicable for SIA Assessment in FY 2025-2026.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. **Describe the mechanisms to receive and redress grievances of the community.**

   Zydus Wellness actively engages with individuals, communities, and their representatives to address their concerns and expectations. Through transparent and participatory dialogues, the company ensures stakeholders are heard and included in the decision-making process, reinforcing trust and accountability.

The Company representative team visits nearby farmers of Aligarh in Uttar Pradesh gathers and addresses the grievances during their field visit and alternatively farmers can share their concerns at Bulk Milk Collection Centres (BMCC's) of their respective areas. The Company also uses digital tools to redress any concerns and grievances posted by members of community on social media.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025-2026	FY 2024-2025*
Directly sourced from MSMEs/ small producers	18%	17%
Directly from within India	96%	97%

*FY 2024–25 data has been restated to exclude milk suppliers, ensuring comparability and consistency, and now covers Raw Material & Packaging Material suppliers only.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

Location	FY 2025-2026	FY 2024-2025
Rural	0%	0%
Semi-urban	7%	7%
Urban	32%	37%
Metropolitan	61%	56%

Note: Data includes India operations.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments

Negative Social Impact	Corrective Action
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S No.	State	Aspirational District	Amount spent (In INR)
Not Applicable			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No): No

(b) From which marginalized /vulnerable groups do you procure?: Not Applicable

(c) What percentage of total procurement (by value) does it constitute?: Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Intellectual Property	Owned Acquired	Benefit Shared	Calculate Benefit Share
Not Applicable			

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Authority Name	Brief Case	Corrective Action
Nil		

6. Details of beneficiaries of CSR Projects:

S No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
Nil			

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has a customer grievance handling mechanism in place and is in compliance with the applicable rules and regulations stipulated by the regulators. Customers can reach out to the Company to complain / share feedback / for queries. Customers can either:

a. Write a letter to Company's registered office address, or

b. Send an email to customercare@zyduswellness.com, or

c. Call on customer care phone number: 18001206868.

The contact details are also available on the website of the Company. Customer's contact details are kept confidential to comply with data privacy rules and regulations. Action on all the complaints are taken within 1 (one) working day of receiving a complaint / feedback / query by the customer care executive. The customer care team also resolves customer's queries on usage of the Company's products, product benefits, product availability and others. There is a dedicated resource for handling customer complaints. Within related functions such as, Quality & Regulatory, Research & Development, Manufacturing, Marketing and Sales, as per the nature of the grievance, there are dedicated single point of contact to address and take necessary action on the complaints. All product related complaints are evaluated by Quality function and corrective actions are taken. The Company takes necessary steps to make customers aware on the usage of its products on the packs as well through digital medium including the brand websites. The Company's Customer First approach makes every endeavours to give replacement to all customers who have registered quality related complaints without any questions asked. Wherever possible, the products are directly sent to the customer's address by courier or through local resources.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Services	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%: There are social parameters relevant to the responsible, safe and prescribed usage of the products.
Safe and responsible usage	100%: All products of the Company have the usage/ directions mentioned on leaflets/ packaging.
Recycling and/or safe disposal	All our products which are expired or damaged and cannot be consumed, are not sold to the vendors for feeding cattle / consumption and are taken back from trade, audited by government approved agencies and disposed off as per the guidelines enumerated in the internal policy and adhering to the local laws and rules. Proof of products destroyed is maintained by the Company. Thereby, we ensure safe disposal of expired or damaged products.

3. Number of consumer complaints in respect of the following:

Complaint Type	FY 2025-2026		Remarks	FY 2024-2025		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data Privacy	0	0		0	0	
Advertising	0	0		0	0	
Cybersecurity	0	0		0	0	
Delivery of essential service	0	0		0	0	
Restrictive trade practices	0	0		0	0	
Unfair trade practice	0	0		0	0	
Other (Customer Complaints)	1,228	0		1,483	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reason to recall
Voluntary Recall	Nil	
Forced Recall		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web link of the policy.

Yes. We have a Cybersecurity Policy which is available on the website of the Company at https://zyduswellness.com/investor/IT-&-Cybersecurity-Policy.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There has been no incidence of product recall, and no penal action was taken by regulatory authorities on safety of products.

7. Provide the following information relating to data breaches:

a. **Number of instances of data breaches:** Nil

b. **Percentage of data breaches involving personally identifiable information of customers:** Nil

c. **Impact, if any, of data breaches:** Not Applicable

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Yes, information on products of the Company is available on the website of the Company at www.zyduswellness.com , https://www.comfortclick.co.uk/, brand websites, brand social media handles etc. Brand and product related information is available on brand website as mentioned below:

www.sugarfree-india.com, www.everyuth.com, www.complanforgrowth.com, www.nutralite.com, https://maxprotein.in/ etc. Customers can also access these websites from the dedicated pages available on the website of the Company at www.zyduswellness.com under the tab "Brands".

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

On each pack of our products, there are clear indications and instructions depicting the ingredients of the product, guidance as to how to use the product, expiry date, caution for consumption of usage and storage with specific disclaimers to ensure proper usage. We also enable consumers to make better choices by imparting information to consumers through several media channels, social campaigns and provide free trials of new products through different platforms.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable, as the Company does not provide any essential services

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes / No)

Yes. The Company follows the legal requirements of Food Safety and Standards Authority of India ("**FSSAI**") recommended labeling guidelines for food products. The Company also has internal guidelines to check for varieties of branding aspects such as logos, claims etc. Also, we carry out regular consumer surveys to understand consumer opinions and perceptions about our products and brands.

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INDEPENDENT ASSURANCE STATEMENT

Independent Assurance Statement to Zydus Wellness Limited on its BRSR Report for FY 2025-26

The Board of Directors,

Zydus Wellness Limited,
Zydus Corporate Park, Scheme No. 63,
Survey No. 536 Khoraj (Gandhinagar),
Nr. Vaishnodevi Circle, S. G. Highway,
Ahmedabad – 382481, India

Nature of Assurance

SGS India Private Limited (hereinafter referred to as 'SGS India') was engaged by Zydus Wellness Limited (the 'Company') to conduct an independent assurance of the Company's Business Responsibility (BRSR) (the 'Core') for the reporting period of April 1, 2025, to March 31, 2026. SGS India has conducted a Reasonable level of Assurance for the BRSR core indicators. This assurance engagement was conducted in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised) & ISAE 3410.

Reporting Framework

The Report has been prepared following

1. Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities: BRSR Core and Non-Core Framework for Assurance and ESG Disclosures for Value Chain (Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026), dated 30 January 2026 circular.
2. Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard

Intended Users of this Assurance Statement

This Assurance Statement has been prepared with the purpose of informing both internal and external stakeholders of the Company.

Responsibilities

The information in the report and its presentation is the responsibility of the management of the Company. SGS India has not been involved in the preparation of any of the material included in the report.

Our responsibility is to express an opinion on the text, data, and statements within the defined scope of assurance, aiming to inform the management of the Company, and in alignment with the agreed terms of reference. We do not accept or assume any responsibility beyond this specific scope. The Statement shall not be used for interpreting the overall performance of the Company, except for the aspects explicitly mentioned within the scope.

Assurance Standard

SGS has conducted a Reasonable level of Assurance for BRSR core parameters under 9 ESG Attributes, this engagement was performed in accordance with the International Standard on Assurance Engagement (ISAE) 3000 (revised) & ISAE 3410.

Our evidence-gathering procedures were designed to obtain a 'Reasonable level of assurance (BRSR Core), in accordance with

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ISAE 3000(revised) standard, but is not absolute certainty. It involves obtaining sufficient appropriate evidence to support the conclusion that the information presented in the report is fairly stated and is free from material misstatements.

Statement of Independence and Competence

The SGS Group of companies is the world leader in inspection, testing, and assurance, operating in more than 140 countries and providing services including management systems and service certification; quality, environmental, social, and ethical auditing and training; and environmental, social, and sustainability report assurance. SGS India affirms our independence from Zydus Wellness Limited, being free from bias and conflicts of interest with the organization, its subsidiaries, and stakeholders.

The assurance team was assembled based on their knowledge, experience, and qualifications for this assignment, and comprised auditors registered with ISO 26000, ISO 20121, ISO 50001, SA8000, RBA, QMS, EMS, SMS, GPMS, CFP, WFP, GHG Verification, and GHG Validation Lead Auditors, and experience on the SRA Assurance.

Scope of Assurance

The assurance process involved assessing the quality, accuracy, and reliability of BRSR Indicators, including all KPI's within the report for the period April 1, 2025, to March 31, 2026. The reporting scope and boundaries, including 4 manufacturing plants and 19 Offices (inc. R&D Centre).

Assurance Methodology

The assurance comprised a combination of desktop review, interaction with the key personnel engaged in the process of developing the report, on-site visits, and remote verification of data. Specifically, SGS India undertook the following activities:

- Assessment of the suitability of the applicable criteria in terms of their comprehensiveness, reliability, and accuracy.
- Interaction with key personnel responsible for collecting, consolidating, and calculating the BRSR core, and non-core indicators, and assessing the internal control mechanisms in place to ensure data quality.
- Application of analytical procedures and verification of documents on a sample basis for the compilation and reporting of the KPIs.
- Assessing the aggregation process of data at the Head Office level.
- Critical review of the report regarding the plausibility and consistency of qualitative and quantitative information related to the KPIs.

Limitations

SGS India did not come across any limitation to the agreed scope of the assurance engagement. SGS India verified data on a sample basis; the responsibility for the authenticity of the data entirely lies with the Company. The assurance scope excluded forward-looking statements, product- or service-related information, external information sources, and expert opinions. SGS India has not been involved in the evaluation or assessment of any financial data/performance of the company. Our opinion on financial indicators is based on the third-party financial reports audited by the Company. SGS India does not take any responsibility for the financial data reported in the audited financial reports of the Company.

The assurance scope excludes:

- Disclosures other than those mentioned in the assurance scope.
- Data reviews outside the operational sites as mentioned in the reporting boundary.
- Validation of any data and information other than those presented in "Findings and Conclusions."
- The assurance engagement considers an uncertainty of ±5% based on the materiality threshold for Assumption/ estimation/measurement errors and omissions.
- The Company's statements that describe the expression of opinion, belief, aspiration, expectation, aim to future intention provided by the Company, and assertions related to Intellectual Property Rights and other competitive issues.
- Mapping of the Report with reporting frameworks other than those mentioned in the Reporting Criteria above.

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Findings and Conclusions

BRSR Core Indicators:

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that cau us to believe that the data reported (Annexure A) in the BRSR report are not prepared, in all material respects, in accordance the reporting criteria.

For and on behalf of SGS India Private Limited

SGS INDIA PRIVATE LIMITED MUMBAI SGS **Kalpesh Thombare** Technical Reviewer and National Manager – ESG & Sustainability Services, SGS India. 17th May 2026.	Tushar Girigosavi **Tushar Girigosavi** Lead Verifier – ESG & Sustainability Services, SGS India. Team Member: Chirag Bafna 17th May 2026.

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Annexure A

The BRSR Core indicators that were subject to verification under Reasonable assurance engagement are detailed below:

S.No.	BRSR Core Attribute	BRSR Core Indicator
1	Greenhouse gas (GHG) footprint	≈ Total scope 1 emissions ≈ Total scope 2 emissions ≈ GHG emission intensity (scope 1 +2)
2	Water footprint	≈ Total water consumption ≈ Water consumption intensity ≈ Water discharge by destination and levels of treatment
3	Energy footprint	≈ Total energy consumed ≈ Energy intensity
4	Embracing circularity	≈ Plastic waste ≈ E-waste ≈ Bio medical waste ≈ Battery waste ≈ Other hazardous waste ≈ Other non-hazardous waste ≈ Total waste generated ≈ Waste intensity ≈ Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations. ≈ For each category of waste generated, the total waste disposed of by the nature of the disposal method

5	Employee well-being and safety	≈ Spending on measures towards wellbeing of employees and workers –cost incurred as a % of total revenue of the company
		≈ Details of safety-related incidents for employees and workers (including contract-workforce e.g. workers in the company's construction sites)
		  ≈ Number of permanent disabilities
		  ≈ Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked)
		  ≈ Number of fatalities

6	Enabling gender diversity in business	≈ Gross wages paid to females as % of wages paid. ≈ Total Complaints on Sexual Harassment (POSH) reported ≈ Complaints on POSH as a % of female employees/workers ≈ Complaints on POSH upheld
7	Enabling inclusive development	≈ Input material sourced from MSMES/ small producers and from within India as % of total purchases (by value). ≈ Job creation in smaller towns: Wages paid to people employed in smaller towns (permanent or nonpermanent /on contract) as % of total wage cost
8	Fairness in engaging with customers and suppliers	≈ Instances involving loss/breach of data of customers as a percentage of total data breaches or cybersecurity events. ≈ Number of days of accounts payable
9	Openness of business	≈ Concentration of purchases & sales done with trading houses, dealers, and related parties ≈ Loans and advances & investments with related parties ≈ Purchases from trading houses as % of total purchases ≈ Number of trading houses where purchases are made from ≈ Purchases from top 10 trading houses as % of total purchases from trading houses

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Independent Auditors' Report

To the Members of **Zydus Wellness Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zydus Wellness Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total comprehensive income (including other comprehensive income) , the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. 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 statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Assessment of impairment of Goodwill amounting to ₹ 1133 Millions (Refer Note No. 3 of the Standalone Financial Statements)** The Company's evaluation of goodwill for impairment testing, involves the comparison of its recoverable amount to its carrying amount as at March 31, 2026. The Company has carrying value of goodwill amounting to ₹ 1133 Millions in its standalone financial statements relating to Consumer Health & Wellness Cash Generating Units ("CGU's"). This is subject to test of impairment by the management in accordance with the applicable accounting standards. The recoverable amount is determined based on value in use, which represents the present value of the estimated future cash flows expected to arise from the use of the asset group comprising each cash generating unit or group of cash generating units. There is a risk that the goodwill will be impaired if these cash flows do not meet the company's expectations.	**Principal Audit Procedures** Procedures performed by us have been enumerated herein below: • Assessed the appropriateness of the accounting policies in respect of impairment by comparing with the applicable accounting standards. • Evaluated the design, tested the implementation and operating effectiveness of the internal controls over impairment assessment process, including those over the forecast of future revenues, operating margins, growth rate and terminal values, external market conditions and the selection of the appropriate discount rate. • Gained an understanding and assessed the reasonableness of business plans by comparing them to prior year's assumptions;

Sr. No.	Key Audit Matter	Auditor's Response
	In addition to significance of the amounts involved, management's assessment process is complex as it involves significant judgement in determining the assumptions to be used to estimate the forecasted cash flows, principally relating to long-term revenue growth rates, terminal values, margins, external market conditions and the discount rate used. Considering the materiality of amounts involved together with the inherent subjectivity related to principal assumptions, which are dependent on current and future economic factors and trading conditions varying for different economic and geographical territories, assessment of carrying value of goodwill is considered to be complex and determined to be a key audit matter in our current period audit.	• Tested the reasonableness of the key business projections and valuation assumptions carried out by the management/ independent valuer in determining the fair value of the CGU, discount rate, revenue growth rate, EBITDA growth rate, terminal growth rate used in computing the fair value of the components. • Performed retrospective review of projections by comparison with historical performance, inquiries with management and forecast trends in the industry. • Considered sensitivity to reasonable possibility of changes in the key assumptions and inputs to ascertain whether these possible changes have a material effect on the fair value.

Information other than the Standalone Financial Statements and Auditor's Report thereon

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including annexures to Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report and Shareholder's Information, but does not include the standalone financial statements and our audit reports thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management and 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements 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 Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the Standalone financial statements, 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.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of management's 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 Standalone financial statements 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.

e) Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements for the financial year ended March 31, 2026, that they would be considered key audit matters. Accordingly, such matters have been described in our auditor's report. Furthermore, there were no circumstances where disclosure was precluded by law or regulation, or where adverse consequences were expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the company, so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow dealt with by this report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements. Refer note no. 27 to the standalone financial statements.;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations given under (a) and (b) above, contain any material misstatement.

   v. The dividend proposed in the previous year, declared and paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

   The Board of Directors of the Company has proposed dividend for the year which is subject to the approval of the members in the ensuing Annual General Meeting. The dividend proposed is in accordance with the accordance with section 123 of the Companies Act, 2013.

   vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31ST March, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instances of the audit trail feature being tempered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Mukesh M. Shah
Partner
Membership No.: 030190
UDIN: 26030190CKPIRT9220

Place: Ahmedabad
Date: May 18, 2026

"Annexure A" to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2026.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

1. (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

   B. The Company has maintained proper records showing full particulars of intangible assets.

   (b) The Company has a program of verification of property, plant and equipment so as to cover all the items in phased manner. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   (c) According to the information and explanations given to us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land that have been taken on lease and disclosed under property, plant and equipment in the financial statements, the lease agreements are in the name of the Company, where the Company is lessee in the agreement.

   (d) According to the information and explanations given to us and the records examined by us and based on the examination, the Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

   (e) According to the information and explanations given to us and the records examined by us and based on the examination, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. (a) The inventories were physically verified by the Management at reasonable intervals during the year. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with the books of account.

   (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.

3. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments, provided/ stood guarantee and granted loans, secured or unsecured and the details of which are given below:

₹ in Millions

Particulars		Loans	Guarantees
A.	**Aggregate amount granted/ provided during the year**		
-	Subsidiaries	602	-
-	Other than subsidiaries, joint ventures and associates	25	32,895
B.	**Balance outstanding as at balance sheet date in respect of above cases:**		
-	Subsidiaries	630	-
-	Other than subsidiaries, joint ventures and associates	25	32,895

(b) According to the information and explanations given to us, and based on the audit procedures conducted by us, we are of the opinion that the investments made, guarantees provided and the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of examination of the records of the Company, repayment of loan instalment together with interest, as stipulated, are regular.

(d) According to the information and explanations given to us and on the basis of our examination of records of the Company, there is no overdue loans for more than ninety days in respect of the loan as at the balance sheet date.

(e) According to the information and explanations given to us and on the basis of our examination of records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party.

(f) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

4. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security or made any investments to which provisions of Section 185 and Section 186 of the Companies Act, 2013 are applicable. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

5. The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed thereunder. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal, in this regard.

6. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records, the company has been regular in depositing undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Custom, Duty of Excise, Value added Tax, Cess and any other material statutory dues wherever payable have been paid during the year with the appropriate authorities. Moreover, as at March 31, 2026, there are no such undisputed dues payable for a period of more the six months from the day they became payable.

(b) Details of statutory dues of clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

Sr. No.	Name of Statute	Nature of Dues	[₹ in Millions]		Period to which the amount relates	Forum where dispute is pending
			Gross Amount	Amount paid under protest		
1	Sales Tax Act, VAT Laws and Goods and Services Tax Act [GST]	Sales Tax, Value Added Tax, Central Sales Tax	1	0	2003-04 2004-05	High Court
			67	1	2008-09 2009-10 2010-11 2011-12	The Appellate Authority up to Commissioner Level
			19	0	2013-14	Tribunal
		GST	12	1	2018-19 2019-20 2020-21	The Appellate Authority up to Commissioner Level

8. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

9. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

   (b) According to the information and explanations given to us and on the basis of our audit procedure, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

   (c) According to the information and explanations given to us, the Company has not availed term loans, hence reporting under Paragraph 3(ix)(c) is not applicable.

   (d) According to the information and explanations given to us, and the procedures performed by us, and on overall examination of financial statements of the Company, we report that funds raised on short term basis have not been used during the year for the long-term purpose by the Company.

   (e) According to the information and explanations given to us, and the procedures performed by us, and on overall examination of financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

   (f) According to the information and explanations given to us, and the procedures performed by us, we report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiary companies.

10. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause of the Order is not applicable to the Company.

   (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under this clause of the Order is not applicable to the Company;

11. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

   (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

   (c) According to the information and explanations given by management/Audit Committee, there were no whistle blower complaints received by the Company during the year.

12. The Company is not a Nidhi Company and hence reporting under this clause of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is in compliance with section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

14. (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

   (b) We have considered, the internal audit reports to the Company issued till date for the period under audit.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16. According to the information and explanations given to us and based on our examination of the records of the Company, we report that

   (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934;

   (b) The Company has not conducted any non-banking or housing finance activities during the year;

   (c) The Company is not a Core Investment Company, as defined in the regulations made by the Reserve Bank of India;

   (d) The Group has one CIC as part of the group. There is one CIC forming part of the group.

17. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. (a) According to the information and explanations given to us, there is no unspent amount towards Corporate Social Responsibility (CSR) in respect of other than ongoing projects that are required to be transferred to a fund specified in Schedule VII of the Act.

    (b) According to the information and explanations given to us, in respect of ongoing projects, the Company has transferred the unspent CSR amount of ₹ 8.72 million to a special bank account titled 'Unspent Corporate Social Responsibility Account' before the date of this report and within the time limits of 30 days as prescribed under section 135(6) of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(b) of the Companies (Auditor's Report) Order, 2020 does not indicate any non-compliance.

21. The reporting under clause 3(xxi) of the Order is not applicable in respect of Standalone Financial. Accordingly, no comment in respect of the said clause has been included in this report.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Mukesh M. Shah
Partner
Membership No.: 030190
UDIN: 26030190CKPIRT9220

Place: Ahmedabad
Date: May 18, 2026

"Annexure B" to the Independent Auditors' Report

Report on the Internal Financial Controls with reference to Standalone financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Zydus Wellness Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ["**ICAI**"]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Mukesh M. Shah
Partner
Membership No.: 030190
UDIN: 26030190CKPIRT9220

Place: Ahmedabad
Date: May 18, 2026

Standalone Balance Sheet

as at March 31, 2026

₹ in Million

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025*
ASSETS:			
Non-current assets:			
Property, plant and equipment	3 [A]	403	349
Capital work-in-progress	3 [C]	49	80
Goodwill	3 [B]	1,133	1,133
Other intangible assets	3 [B]	2,660	2,837
Financial assets:			
Investments	4	36,712	36,710
Loans	5	382	–
Other financial assets	6	3	6
Deferred tax assets [net]	7	189	260
Other non-current assets	8	78	3
Assets for tax [net]	9	16	35
Total Non-Current Assets		**41,625**	**41,413**
Current assets:			
Inventories	10	283	260
Financial assets:			
Investments	11	–	66
Trade receivables	12	275	239
Cash and cash equivalents	13 [A]	71	42
Bank balances other than cash and cash equivalents	13 [B]	4	68
Loans	14	273	243
Other current financial assets	15	116	18
Other current assets	16	86	160
Total Current Assets		**1,108**	**1,096**
Total Assets		**42,733**	**42,509**
EQUITY AND LIABILITIES:			
EQUITY:			
Equity share capital	17	636	636
Other equity	18	39,690	39,699
Total Equity		**40,326**	**40,335**
LIABILITIES:			
Non-current liabilities:			
Financial liabilities:			
Borrowings	19	1,290	440
Lease liabilities	45	13	4
Other financial liabilities	20	9	10
Provisions	21	65	60
Total Non-Current Liabilities		**1,377**	**514**
Current liabilities:			
Financial liabilities:			
Borrowings	22	500	850
Lease liabilities	45	4	2
Trade payables:			
Dues to Micro and Small Enterprises	23	85	58
Dues to other than Micro and Small Enterprises	23	345	273
Other financial liabilities	24	46	348
Other current liabilities	25	30	91
Provisions	26	20	38
Total Current Liabilities		**1,030**	**1,660**
Total Liabilities		**2,407**	**2,174**
Total Equity and Liabilities		**42,733**	**42,509**
Material Accounting Policies	2		
Notes to the Standalone Financial Statements	3 to 50		

[*] Refer Note 46

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Standalone Statement of Profit and Loss

for the year ended March 31, 2026

₹ in Million

Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025*
INCOME:			
Revenue from operations	29	5,821	3,543
Other income	30	119	126
Total Income		**5,940**	**3,669**
EXPENSES:			
Cost of materials consumed		3,583	2,255
Purchases of stock-in-trade		–	6
Changes in inventories of finished goods, work-in-progress and stock-in-trade	31	59	(32)
Employee benefits expense	32	568	487
Finance costs	33	110	45
Depreciation and amortisation expense	3 [A], 3 [B]	250	102
Other expenses	34	825	412
Net [gain] on foreign currency transactions		(55)	(4)
Total Expenses		**5,340**	**3,271**
Profit before exceptional items and tax		**600**	**398**
Less: Exceptional items	35	112	–
Profit before Tax		**488**	**398**
Less: Tax expense:			
Current tax	36	40	2
Deferred tax	36	72	99
		112	**101**
Profit for the year		**376**	**297**
OTHER COMPREHENSIVE INCOME [OCI]:			
Items that will not be reclassified to profit or loss:			
Re-measurement losses on post employment defined benefit plans		(4)	(3)
Income tax effect on OCI		1	–
Other Comprehensive Loss for the year [net of tax]		**(3)**	**(3)**
Total Comprehensive Income for the year [net of tax]		**373**	**294**
Basic & Diluted Earnings per equity share [EPS] [in ₹]	37	**1.18**	**0.93**
Material Accounting Policies	2		
Notes to the Standalone Financial Statements	3 to 50		

[*] Refer Note 46

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Standalone Cash Flow Statement

for the year ended March 31, 2026

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025*
A. Cash flows from operating activities		
Profit before tax	**488**	**398**
Adjustments for:		
Depreciation and amortisation expense	250	102
Net [gain]/ loss on disposal of Property, plant and equipment	1	3
Expected credit loss on trade receivables [net]	6	–
Net loss on investments in subsidiary under liquidation	–	1
Net gain on sale of investments	(4)	(13)
Interest income	(24)	(113)
Interest expense, bank commission and charges	110	45
Effect of foreign exchange movement on loan	(23)	(1)
Provision for employee benefits	–	13
Provisions for probable product expiry claims and return of goods	(17)	1
Operating profit before working capital changes	**787**	**436**
Adjustment for:		
[Increase]/ Decrease in trade receivables	(72)	48
[Increase]/ Decrease in other assets	(93)	45
Increase in inventories	(23)	(58)
Decrease in other liabilities	(326)	(70)
Increase/ [Decrease] in trade payables	100	(21)
Cash generated from operations	**373**	**380**
Income taxes paid [net of refunds]	(21)	20
Net cash from operating activities	**352**	**400**
B. Cash flows from investing activities:		
Purchase of Property, plant and equipment and Other intangible assets [including payment towards capital work-in-progress and capital advances]	(90)	(114)
Proceeds from sale of Property, plant and equipment	4	4
Proceeds from disposal of non-current investments in subsidiary	–	2
Purchase of Non-current investment in subsidiary	–	(3,690)
Purchase of Non-current investment in other than subsidiary	(2)	–
Repayment of loan by subsidiaries	238	2,777
Loan given to subsidiaries	(602)	(196)
Loan given to other than related party	(25)	–
[Investment in]/ Proceeds from liquid mutual funds [net]	70	(5)
Change in Bank balances (including fixed deposits) not considered as cash and cash equivalents	64	(24)
Interest received	23	196
Net cash used in investing activities	**(320)**	**(1,050)**
C. Cash flows from financing activities:		
Proceeds from non-current borrowings	1,550	440
Repayment of non-current borrowings	(700)	–
Current Borrowings [net–(repayment)/ taken]	(350)	350
Repayment of lease liabilities	(4)	(2)
Interest paid	(117)	(36)
Dividend paid	(382)	(318)
Net cash from/ [used in] financing activities	**(3)**	**434**
Net increase/ [decrease] in cash and cash equivalents [A+B+C]	**29**	**(216)**
Cash and cash equivalents at the beginning of the year	**42**	**92**
Cash and cash equivalents of the acquired subsidiary	**–**	**166**
Cash and cash equivalents at the end of the year	**71**	**42**

Standalone Cash Flow Statement

for the year ended March 31, 2026

Notes to the Cash Flow Statement

1. The above cash flow statement has been prepared under the “Indirect method” as set out in Ind AS-7 “Statement of Cash Flows”.
2. All figures in brackets are outflows.
3. Previous year's figures have been regrouped wherever necessary.
4. Summary of Cash and cash equivalents, bank balances, liquid mutual funds:

₹ in Million

Particulars	Note No.	As at March 31		
		2026	2025	2024
a. Cash and cash equivalents	13 [A]	71	42	92
b. Bank balances other than cash and cash equivalents	13 [B]	4	68	4
c. Investment in liquid mutual funds	11	–	66	48
Total		**75**	**176**	**144**

5. Change in liability arising from financing activities:

₹ in Million

Particulars	Borrowings [Refer note 19 and 22]		
	Non-Current	Current	Total
As at March 31, 2024	**–**	**500**	**500**
Cash Flow [net]	440	350	790
As at March 31, 2025	**440**	**850**	**1,290**
Cash Flow [net]	850	(350)	500
As at March 31, 2026	**1,290**	**500**	**1,790**

For movement of lease liabilities, Refer Note 45.

[*] Refer Note 46

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Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

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Standalone Statement of Changes in Equity

for the year ended March 31, 2026

A Equity share capital:

	Face value [₹]	No. of Shares	₹ in Million
Equity Shares Issued, subscribed and fully paid-up: [Refer note 44]			
As at March 31, 2024	**10**	**63,632,144**	**636**
As at March 31, 2025	**10**	**63,632,144**	**636**
As at March 31, 2026	**2**	**318,160,720**	**636**

B Other equity:

₹ in Million

Particulars	Reserves and Surplus			Total
	Securities Premium	General Reserve	Retained Earnings[*]	
As at March 31, 2024	35,370	450	3,903	39,723
Add: Profit for the year	–	–	297	297
Less: Other Comprehensive Loss	–	–	(3)	(3)
Total Comprehensive Income	–	–	294	294
Transactions with Owners in their capacity as owners:				
Less: Dividends	–	–	(318)	(318)
As at March 31, 2025	**35,370**	**450**	**3,879**	**39,699**
Add: Profit for the year	–	–	376	376
Less: Other Comprehensive Loss	–	–	(3)	(3)
Total Comprehensive Income	–	–	373	373
Transactions with Owners in their capacity as owners:				
Less: Dividends	–	–	(382)	(382)
As at March 31, 2026	**35,370**	**450**	**3,870**	**39,690**

[*] Refer Note 46

As per our report of even date
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Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Notes to the Standalone Financial Statements

Note: 1 - Company overview:

Zydus Wellness Limited ["the **Company**"] [CIN: L15201GJ1994PLC023490] was incorporated on November 1, 1994 and operates as an integrated consumer Company with business encompassing the entire value chain in the development, production, marketing and distribution of health and wellness products. The product portfolio of the Company includes brands like Sugar Free, Everyuth, Nutralite RiteBite and its sub-brands. The Company's shares are listed on the National Stock Exchange of India Limited [NSE] and BSE Limited [BSE]. The registered office of the Company is located at Zydus Corporate Park, Scheme No. 63, Survey No. 536 Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad 382481. These financial statements were authorised for issuance in accordance with a resolution passed by Board of Directors at its meeting held on May 18, 2026.

Note: 2 - Material Accounting Policies:

A The following note provides list of the Material Accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

1 Basis of preparation:

A The Standalone financial statements have been prepared in all material aspects in accordance with the Indian Accounting Standards [Ind AS] notified under section 133 of the Companies Act, 2013 read with [Indian Accounting Standards] Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.

B The financial statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value at the end of the reporting periods:

- i Derivative financial instruments
- ii Certain financial assets and liabilities measured at fair value [refer accounting policy regarding financial instruments]
- iii Defined benefit plans
- iv Contingent consideration

2 Use of key Estimates and Judgements:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical accounting judgments and estimates:

A Taxes on Income:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions and possibility of utilisation of Minimum Alternate Tax [MAT] credit in future. [Refer Note 36]

B Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. [Refer Note 2 (7)]

C Impairment of property, plant and equipment, goodwill, intangible assets and investments:

Significant judgments are involved in determining the estimated future cash flows from the Investments, Property, Plant and Equipment and Goodwill to determine their value in use to assess whether there is any impairment in their carrying amounts as reflected in the financials. [Refer Note 2 (11)]

D Employee Benefits:

Actuarial valuation involves key assumptions of life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans. [Refer Note 21]

Notes to the Standalone Financial Statements

E Product warranty and expiry claims:

Significant judgments are involved in determining the estimated stock lying in the market with product shelf life and estimates of likely claims on account of expiry of such unsold goods lying with stockist. [Refer Note 26]

F Contingent liabilities:

Significant judgment is involved in determining whether there is a possible obligation, that may, but probably will not require an outflow of resources. [Refer Note 27]

3 Foreign Currency Transactions:

The Company's financial statements are presented in Indian Rupees [₹], which is the functional and presentation currency.

A The transactions in foreign currencies are translated into functional currency at the rates of exchange prevailing on the dates of transactions.

B Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss.

C Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis.

D Investments in foreign subsidiaries and other companies are recorded in ₹ [functional currency] at the rates of exchange prevailing at the time when the investments were made.

4 Revenue Recognition:

A The following is the material accounting policy related to revenue recognition under Ind AS 115.

a Sale of Goods:

Revenue from the sale of goods is recognized as revenue on the basis of customer contracts and the performance obligations contained therein. Revenue is recognised at a point in time when the control of goods or services is transferred to a customer. Control lies with the customer if the customer can independently determine the use of and consume the benefit derived from a product or service. Revenues from product deliveries are recognised at a point in time based on an overall assessment of the existence of a right to payment, the allocation of ownership rights. The goods are often sold with volume discounts/ pricing incentives and customers have a right to return damaged or expired products. Revenue from sales is based on the price in the sales contracts, net of discounts. When a performance obligation is satisfied, Revenue is recognised with the amount of the transaction price [excluding estimates of variable consideration] that is allocated to that performance obligation. Historical experience, specific contractual terms and future expectations of sales returns are used to estimate and provide for damage or expiry claims. No element of financing is deemed present as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Company.

b Service Income:

Service income is recognised as per the terms of contracts with the customers when the related services are performed as per the stage of completion or on the achievement of agreed milestones and are net of indirect taxes, wherever applicable.

c Royalty Income:

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement [provided that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably]. Royalty arrangements that are based on sales and other measures are recognised by reference to the underlying arrangement.

d Interest Income:

Interest income primarily comprises of interest from term deposits with banks and on loans given. Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

e Other Income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

5. Government Grants:

A Government grants are recognised only when there is a reasonable assurance that the conditions attached to them will be complied with, and the grants will be received.

Notes to the Standalone Financial Statements

B Government grants related to revenue are recognised on a systematic and gross basis in the Statement of Profit and Loss over the period during which the related costs intended to be compensated are incurred.

C Government grants related to assets are recognised as income in equal amounts over the expected useful life of the related asset.

6 Taxes on Income:

Tax expenses comprise of current and deferred tax.

A Current Tax:

a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b Current tax items are recognised in correlation to the underlying transaction either in profit or loss, Other Comprehensive Income (OCI) or directly in equity.

B Deferred Tax:

a Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

b Deferred tax liabilities are recognised for all taxable temporary differences.

c Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

e Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

f Deferred tax items are recognised in correlation to the underlying transaction either in profit or loss, OCI or directly in equity.

g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

7 Property, Plant and Equipment:

A Freehold land is carried at historical cost less impairment, if any. All other items of Property, Plant and Equipment are stated at historical cost of acquisition/ construction less accumulated depreciation and impairment loss. Historical cost [Net of Input tax credit received/ receivable] includes related expenditure and pre-operative & project expenses for the period up to completion of construction/ assets are ready for its intended use, if the recognition criteria are met and the present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to the statement of profit and loss during the reporting period in which they are incurred, unless they meet the recognition criteria for capitalisation under Property, Plant and Equipment.

B Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognised separately as independent items and are depreciated over their estimated economic useful lives.

C Depreciation on tangible assets is provided on "straight line method" based on the useful lives as prescribed under Schedule II of the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods.

Notes to the Standalone Financial Statements

The estimated useful lives are as follows:

Asset Class	No. of years
Leasehold Land and Building	Over the period of lease
Buildings	30 to 60 Years
Plant and Equipment	3 to 15 Years
Furniture, Fixtures and Office Equipments	5 to 10 Years
Vehicles	8 Years

D Depreciation on impaired assets is calculated on its residual value, if any, on a systematic basis over its remaining useful life.

E Depreciation on additions/ disposals of the Property, Plant and Equipment during the year is provided on pro-rata basis according to the period during which assets are used.

F Where the actual cost of purchase of an asset is below ₹ 10,000/-, the depreciation is provided @ 100%.

G Capital work in progress is stated at cost less accumulated impairment loss, if any.

H An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognised.

8 Intangible Assets:

A Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

B Internally generated intangibles are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

C Goodwill arising on acquisition of business is assessed at each balance sheet date for any impairment loss.

D Technical Know-how Fees and other similar rights are amortised over their estimated economic life.

E Capitalised cost incurred towards purchase/ development of software is amortised using straight line method over its useful life of four years as estimated by the management at the time of capitalisation.

F Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

G An item of intangible asset initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the statement of Profit and Loss when the asset is derecognised.

The estimated useful lives are as follows:

Asset Class	No. of years
Brands/ Trademarks/ Other intangibles	5 to 15 Years
Technical Know-how, Commercial Rights	3 to 10 Years
Computer Software	3 to 5 Years

9 Research and Development Cost:

A Expenditure on research and development is charged to the Statement of Profit and Loss of the year in which it is incurred.

B Capital expenditure on research and development equipment is given the same treatment as Property, plant and equipment.

10 Borrowing Costs:

A Borrowing costs consist of interest and other borrowing costs that are incurred in connection with the borrowing of funds. Other borrowing costs include ancillary charges at the time of acquisition of a financial liability, which is recognised as per Effective Interest Rate [EIR] method. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

B Borrowing costs that are directly attributable to the acquisition/ construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

11 Impairment of Non Financials Assets:

The Property, Plant and Equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which

Notes to the Standalone Financial Statements

the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, the assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or Groups of assets [cash generating units]. Non-financial assets other than goodwill that suffered an impairment loss are reviewed for possible reversal of impairment at the end of each reporting period. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

12 Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

A Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods, Stock-in-Trade and Work-in-Progress are valued at lower of cost and net realisable value.

B Cost [Net of Input tax credit availed] of Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods, Stock-in-Trade and Work-in-Progress is determined on Moving Average Method.

C Costs of Finished Goods and Works-in-Progress are determined by taking material cost [Net of Input tax credit availed], labour and relevant appropriate overheads based on the normal operating capacity, but excluding borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Write down of inventories to net realisable value is recognised as an expense and included in "Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade" and "Cost of Material Consumed" in the relevant note in the Statement of Profit and Loss.

13 Cash and Cash Equivalents:

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and demand deposits with banks.

14 Provisions, Contingent Liabilities and Contingent Assets:

A Provisions are recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

B If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

15 Provision for Product Expiry Claims:

Provisions for product expiry related costs are recognised when the product is sold to the customer. Initial recognition is based on historical experience. The initial estimate of product expiry claim related costs is revised annually.

16 Employee Benefits:

A Short term obligations:

Liabilities for wages and salaries, including leave encashment that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

B Long term employee benefits obligations:

a Leave Wages and Sick Leave:

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months period after the end of the period in which the employees render the related service. They are therefore, measured at the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method, as determined by actuarial valuation, performed by an independent actuary. The benefits are discounted using the market yields at the end of reporting period that have the terms approximating to the terms of the related obligation. Gains and losses through re-measurements are recognised in statement of profit and loss.

Notes to the Standalone Financial Statements

b Defined Benefit Plans:

Gratuity:

The Company operates a defined benefit gratuity plan with contributions to be made to a separately administered fund through Life Insurance Corporation of India through Employees Group Gratuity Plan. The Liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit plan obligation at the end of the reporting period less the fair value of the plan assets. The Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to the market yields at the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discounting rate to the net balance of the defined benefit obligation and the fair value of plan assets. Such costs are included in employee benefit expenses in the statement of Profit and Loss.

Re-measurements gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in the period in which they occur directly in "Other Comprehensive Income" and are included in retained earnings in the Statement of Changes in Equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

i Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

ii Net interest expense or income.

c Defined Contribution Plans–Provident Fund Contribution:

Employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The company have no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employees benefit expenses when they are due in the statement of profit and loss.

C Employee Separation Costs:

The compensation paid to the employees under Voluntary Retirement Scheme is expensed in the year of payment.

17 Dividends :

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend is recorded as liability on the date of declaration by Board of Directors of the Company.

18 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial assets:

a Initial recognition and measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognised on the settlement date, i.e., the date that the Company settles to purchase or sell the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

b Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in five categories:

i Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

Notes to the Standalone Financial Statements

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate [EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of profit and loss.

ii Debt instruments at fair value through other comprehensive income [FVTOCI]:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objectives of both collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii Debt instruments and derivatives at fair value through profit or loss [FVTPL]:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iv Investments in subsidiaries :

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the differences between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

v Equity instruments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income . The Company has made such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c Derecognition:

A financial asset [or, where applicable, a part of a financial asset] is primarily derecognised [i.e. removed from the Company's balance sheet] when:

i The rights to receive cash flows from the asset have expired, or

ii The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks

Notes to the Standalone Financial Statements

and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. When the Company has transferred the risk and rewards of ownership of the financial asset, the same is derecognised.

d Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on trade receivables or any contractual right to receive cash or another financial asset.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables or any contractual right to receive cash or another financial asset. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics.

B Financial liabilities:

a Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b Subsequent measurement:

Subsequently all financial liabilities are measured at amortised cost, using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

c Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Notes to the Standalone Financial Statements

d **Embedded derivatives:**

An embedded derivative is a component of a hybrid [combined] instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

C **Reclassification of financial assets:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.

D **Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

19 Fair Value Measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a In the principal market for the asset or liability, or

b In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities

b Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

20 Leases:

As a lessee:

For any new contracts entered into, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset [the underlying asset] for a period of time in exchange for consideration'.

Measurement and recognition of leases as a lessee:

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date [net of any incentives received].

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments [including in substance fixed], variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes to the in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in Statement of Profit and Loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

As a lessor:

As a lessor the Company classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

21 Business combination:

A Business combinations involving entities under common control are accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts as appearing in the consolidated financial statement. The financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.

B At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the Deferred tax assets or liabilities and the assets or liabilities related to employee benefit arrangements acquired in a business combination are recognised and measured in accordance with Ind AS-12 "Income Tax" and Ind AS-19 "Employee Benefits" respectively.

C When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

D Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS-109 "Financial Instruments", is measured at fair value with changes in fair value recognised in Statement of profit and loss. If the contingent consideration is not within the scope of Ind AS-109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequently its settlement is accounted for within equity.

E Goodwill is initially measured at the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date.

Notes to the Standalone Financial Statements

If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as Capital Reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as Capital Reserve, without routing the same through OCI.

F After initial recognition, Goodwill is not amortised. Goodwill is accordingly recognised at original value less any accumulated impairment. For the purpose of impairment testing, Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

G A cash generating unit to which Goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any Goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for Goodwill is recognised in Statement of profit and loss. An impairment loss recognised for Goodwill is not reversed in subsequent periods.

H If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

I. Business combinations involving entities under common control are accounted for using the pooling of interests method.

The assets and liabilities of the combining entities are reflected at their carrying amounts as appearing in the consolidated financial statement.

22 Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss [excluding other comprehensive income] for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits [consolidation of shares] that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss [excluding other comprehensive income] for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

B Recent Accounting Pronouncements:

The Ministry of Corporate Affairs [MCA] notifies new standards or amendments to existing standards under the Companies [Indian Accounting Standards] Rules from time to time. MCA has notified amendments to Ind AS 1 – Presentation of Financial Statements [classification of liabilities as Current or Non-current, including liabilities with covenants], Ind AS 12 – Income Taxes [International Tax Reform – Pillar Two Model Rules], Ind AS 21 – The Effects of Changes in Foreign Exchange Rates [Lack of Exchangeability] and Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures [Supplier Finance Arrangements], effective from April 1, 2025. The Company has reviewed these amendments and based on its evaluation, has determined that they do not have any material impact on the Company's financial statements.

New standards or amendments not yet adopted:

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1. The amendments clarify that lender waivers obtained after the reporting date cannot be considered for the purpose of classifying liabilities as current or non current and require retrospective application in accordance with Ind AS 8. These amendments are effective for reporting periods beginning on or after April 1, 2026. The Company does not expect any material impact on its financial statements.

Notes to the Standalone Financial Statements

Note: 3 - Property, plant and equipment & Intangible Assets:

[A] Property, plant and equipment:

₹ in Million

Particulars	Freehold Land	Leasehold Land [*]	Buildings [**]	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross Block:								
As at March 31, 2024	**5**	**0**	**148**	**496**	**29**	**35**	**20**	**733**
Additions	–	–	23	37	–	14	–	74
Additions due to Business combination [#]	–	–	–	4	2	–	–	6
Disposals	–	–	–	(7)	–	(9)	–	(16)
As at March 31, 2025	**5**	**0**	**171**	**530**	**31**	**40**	**20**	**797**
Additions	–	–	21	79	–	4	2	106
Disposals	–	–	–	(2)	–	(5)	–	(7)
As at March 31, 2026	**5**	**0**	**192**	**607**	**31**	**39**	**22**	**896**
Depreciation and Impairment:								
As at March 31, 2024	**–**	**0**	**42**	**323**	**25**	**13**	**17**	**420**
Depreciation for the year	–	–	6	25	1	4	1	37
Disposals	–	–	–	(5)	–	(4)	–	(9)
As at March 31, 2025	**–**	**0**	**48**	**343**	**26**	**13**	**18**	**448**
Depreciation for the year	–	–	8	33	1	4	1	47
Disposals	–	–	–	(1)	–	(1)	–	(2)
As at March 31, 2026	**–**	**0**	**56**	**375**	**27**	**16**	**19**	**493**
Net Block:								
As at March 31, 2025	**5**	**–**	**123**	**187**	**5**	**27**	**2**	**349**
As at March 31, 2026	**5**	**–**	**136**	**232**	**4**	**23**	**3**	**403**

[B] Intangible assets:

₹ in Million

Particulars	Goodwill	Other intangible assets				Total
		Brand/ Trade Mark	Softwares	Commercial Rights	Technical Know-how [***]	
Gross Block:						
As at March 31, 2024	**228**	**1**	**2**	**1**	**0**	**4**
Additions	–	–	–	–	–	–
Additions due to Business combination [#]	905	2,902	–	–	–	2,902
Disposals	–	–	–	–	–	–
As at March 31, 2025	**1,133**	**2,903**	**2**	**1**	**0**	**2,906**
Additions	–	–	26	–	–	26
Disposals	–	–	–	–	–	–
As at March 31, 2026	**1,133**	**2,903**	**28**	**1**	**0**	**2,932**
Amortisation and Impairment:						
As at March 31, 2024	**–**	**1**	**2**	**1**	**0**	**4**
Amortisation for the year	–	65	–	–	–	65
Disposals	–	–	–	–	–	–
As at March 31, 2025	**–**	**66**	**2**	**1**	**0**	**69**
Amortisation for the year	–	193	10	–	–	203
Disposals	–	–	–	–	–	–
As at March 31, 2026	**–**	**259**	**12**	**1**	**0**	**272**
Net Block:						
As at March 31, 2025	**1,133**	**2,837**	**–**	**–**	**–**	**2,837**
As at March 31, 2026	**1,133**	**2,644**	**16**	**–**	**–**	**2,660**

Notes to the Standalone Financial Statements

Note: 3 - Property, plant and equipment & Intangible Assets: (Contd...)

[C] Ageing of Capital work-in-progress (CWIP):

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Projects in progress:		
Less than 1 year	46	63
1–2 years	-	17
2-3 years	3	-
Total Capital work-in-progress	**49**	**80**

There are no overdue or temporary suspended projects.

Project execution plans are modulated on the basis of capacity requirement assessment annually and all the projects are executed based on rolling annual plan.

Notes:

1 Legal titles of the immovable properties are in the name of the Company [excluding lease assets].

[*] Gross block and amortisation amount of Leasehold land is ₹ 262,500.

[**] Includes right of use assets, Refer Note 45 for detailed breakup.

[***] Gross block and amortisation amount of Technical know-how is ₹ 200,000.

[#] Refer Note 46.

Note: 4 - Investments [Non-Current]:

₹ in Million

Particulars	Face Value [*]	Nos. [**]	As at March 31, 2026	As at March 31, 2025
Investments in Subsidiaries [Unquoted]				
Investments in equity instruments			23,026	23,026
Investments in equity instruments via optionally convertible preference shares			13,684	13,684
			36,710	**36,710**
Investments–Others [Unquoted]				
Investments in equity instruments			2	–
			2	**–**
Total			**36,712**	**36,710**
A Details of Investments in Subsidiaries				
Investments in equity instruments [valued at cost]:				
Subsidiary Companies [Unquoted]:				
In fully paid-up equity shares of:				
Zydus Wellness Products Limited	10	172,890,343	23,020	23,020
Liva Nutritions Limited	10	50,000	1	1
Zydus Wellness International DMCC	AED 1000	250	5	5
Alidac UK Limited [₹ 11,876][^]	GBP 1	100	0	–
		[0]		
Naturell Inc USA[#]	USD 1	1,050	1	1
Less: Provision for impairment			(1)	(1)
			–	**–**
			23,026	**23,026**
Investments in preference shares [valued at cost]:				
In fully paid-up 7% Optionally Convertible Non-Cumulative redeemable preference shares of:				
Zydus Wellness Products Limited	10	43,606,742	13,654	13,654
Liva Nutritions Limited	10	3,000,000	30	30
			13,684	**13,684**

Notes to the Standalone Financial Statements

Note: 4 - Investments [Non-Current]: (Contd...)

Particulars	Face Value [*]	Nos. [**]	As at March 31, 2026	As at March 31, 2025
B Details of Investments–Others				
Investments in equity instruments [valued at fair value through OCI]:				
Others [Unquoted]:				
In fully paid-up equity shares of:				
Torrent Urja 25 Private Limited	10	173,061	2	–
		[0]		
			2	**–**
Total			**36,712**	**36,710**
C Aggregate book value of unquoted investment			36,712	36,710
D Explanations:				
a In "Face Value [*]", figures in Indian ₹, unless stated otherwise.				
b In "Nos. [**]" figures of previous year are same unless stated in [ ].				

[^] Subscribed during the year.

[#] Upon liquidation of Naturell (India) Private Limited, Naturell Inc USA became direct subsidiary of the Company [Refer Note 46].

Note: 5 - Loans:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Loans to related party [*]	380	–
Loans to others	2	–
Total	**382**	**–**

[*] Details of loans pursuant to Section 186(4) of Companies Act, 2013 [**]:

Name of party and relationship with party [Refer Note 39 for relationship] are as under [**]:

₹ in Million

Particulars	As at March 31, 2026			As at March 31, 2025		
	Non-Current	Current [Refer Note 14]	Maximum Outstanding balance	Non-Current	Current [Refer Note 14]	Maximum Outstanding balance
A Subsidiary Companies:						
a Zydus Wellness Products Limited	–	–	–	–	–	2,715
b Zydus Wellness International DMCC	380	–	553	–	243	243
c Alidac UK Limited	–	250	250	–	–	–
d Naturell Inc. [₹ 332,958]	–	0	0	–	0	0
B Others:						
a Goldee Food Technologies Private Limited	2	23	25	–	–	–
Total	**382**	**273**		**–**	**243**	

[**] Loans which are outstanding at the end of the respective financial year.

Notes:

a. All the above loans have been given for business purposes.

b. The loan to subsidiary companies are receivable within 5 years from the date of loan given.

c. Loan from others is receivable within a period of 2 years.

Notes to the Standalone Financial Statements

Note: 6 - Other financial assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Security deposits	3	6
Total	**3**	**6**

Note: 7 - Deferred tax assets [net]:

A. Break up of deferred tax liabilities and assets into major components of the respective balances are as under:

₹ in Million

	As at March 31, 2024	Impact for the pervious year	As at March 31, 2025	Impact for the current year	As at March 31, 2026
Deferred tax liabilities:					
Depreciation	10	–	10	118	128
	10	**–**	**10**	**118**	**128**
Deferred tax assets:					
Employee benefits	15	3	18	17	35
Business loss	353	(101)	252	28	280
Others	1	(1)	–	2	2
	369	**(99)**	**270**	**47**	**317**
Net deferred tax assets	**359**	**(99)**	**260**	**(71)**	**189**

B. The Net deferred tax expense of ₹ 72 Million [₹ 99 Million as at March 31, 2025] for the year has been charged in the Statement of Profit and Loss and ₹ 1 Million has been credited to Other Comprehensive Income.

C. The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

D. The Company has tax losses of ₹ 1,113 Million [March 31, 2025: ₹ 1,001 Million] which are available for offset for eight years against future taxable profits of the company majority of these losses will expire in March 2029. Out of these, the Company also has unabsorbed depreciation of ₹ 116 millions [March 31, 2025: ₹ Nil] which is available for set off in future years for indefinite period.

Note: 8 - Other non-current assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Capital advances	5	2
Balances with statutory authorities	73	1
Total	**78**	**3**

Note: 9 - Assets for tax [net]:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Advance payment of tax [Net of provision for taxation of ₹ 61 Million (as at March 31, 2025: ₹ 32 Million)]	16	35
Total	**16**	**35**

Notes to the Standalone Financial Statements

Note: 10 - Inventories:

[The Inventory is valued at lower of cost and net realisable value]

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Classification of Inventories:		
Raw Materials	187	119
Work-in-progress	3	2
Finished Goods	45	101
Stock-in-Trade	–	4
Stores & Spares	1	–
Packing Materials	47	34
Total	**283**	**260**
The above includes Goods in transit as under:		
Raw Materials	–	11
Amount recognised as an expense in statement of profit and loss resulting from write-down of inventories:		
- Net of reversal of write down.	12	4

Note: 11 - Investments [Current]:

₹ in Million

Particulars	Nos. [*]	As at March 31, 2026	As at March 31, 2025
Investment in Mutual Funds [Unquoted] [Valued at fair value through profit or loss]			
ICICI prudential Liquid Fund DP Growth	- [170,677.83]	–	66
Total		**–**	**66**

[*] In "Nos." figures of previous year are stated in [ ]

Note: 12 - Trade receivables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured–Considered good	280	239
Unsecured–Credit impaired	6	6
	286	**245**
Less: Allowances for credit losses	(11)	(6)
Total	**275**	**239**

Notes to the Standalone Financial Statements

Note: 12 - Trade receivables: (Contd...)

Ageing of Trade receivables :

[A] As at March 31, 2026

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed – considered good	188	64	28	–	–	–	280
Undisputed – credit impaired	–	–	–	2	1	–	3
Disputed – considered good	–	–	–	–	–	–	–
Disputed–credit impaired	–	–	–	1	1	1	3
Total	**188**	**64**	**28**	**3**	**2**	**1**	**286**
Less: Allowances for credit losses							(11)
Trade Receivables							**275**

[B] As at March 31, 2025

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed – considered good	139	97	3	–	–	–	239
Undisputed – credit impaired	–	–	2	1	–	–	3
Disputed – considered good	–	–	–	–	–	–	–
Disputed–credit impaired	–	–	–	1	1	1	3
Total	**139**	**97**	**5**	**2**	**1**	**1**	**245**
Less: Allowances for credit losses							(6)
Trade Receivables							**239**

Note: 13 [A] - Cash and cash equivalents:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks	71	42
Cash on hand [₹ 61,846 (as at March 31, 2025: ₹ 112,903)]	0	0
Total	**71**	**42**

A. Company keeps fixed deposits with the Nationalised/ Scheduled banks, which can be withdrawn by the company as per its own discretion/ requirement of funds.

B. There are no amounts of cash and cash equivalent balances held by the entity that are not readily available for use.

Note: 13 [B] - Bank balances other than cash and cash equivalents:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Earmarked balances with bank for unclaimed dividend accounts	4	4
Fixed deposits [₹ 449,756]	0	64
Total	**4**	**68**

Notes to the Standalone Financial Statements

Note: 14 - Loans:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Loans to related party [*]	250	243
Loans to others	23	–
Total	**273**	**243**
[*] Details of Loans to Related Parties [Refer Note-39 for relationship] are as under:		
A Subsidiary Companies:		
a. Zydus Wellness International DMCC	–	243
b. Alidac UK Limited	250	–
c. Naturell Inc.[₹ 332,958] [**]	0	0
Total	**250**	**243**

Notes:

a. All the above loans have been given for business purposes.

b. The loan to subsidiary companies are receivable within 1 year.

[**] Upon liquidation of Naturell (India) Private Limited, Naturell Inc USA became direct subsidiary of the Company [Refer Note 46].

Note: 15 - Other current financial assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Interest receivable but not due [*]	1	–
Production linked incentive receivable [Refer Note 29]	108	18
GST refund receivable	7	–
Total	**116**	**18**
[*] Details of interest receivable from Related Parties are as under:		
A Subsidiary Company:		
a. Alidac UK Limited	1	–
Total	**1**	**–**

Note: 16 - Other current assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Advances for goods and services	14	15
Prepaid expenses	2	6
Balances with statutory authorities	70	139
Total	**86**	**160**

Notes to the Standalone Financial Statements

Note: 17 - Equity share capital:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	₹ in Million	No. of shares	₹ in Million
Authorised:				
Equity shares of ₹ 2 each [Equity shares of ₹ 10 each as at March 31, 2025] [*]	500,000,000	1,000	100,000,000	1,000
	500,000,000	**1,000**	**100,000,000**	**1,000**
Issued, subscribed and fully paid-up:				
Equity shares of ₹ 2 each [Equity shares of ₹ 10 each as at March 31, 2025] [*]	318,160,720	636	63,632,144	636
Total	**318,160,720**	**636**	**63,632,144**	**636**
A. The reconciliation in number of Equity shares is as under:				
Number of shares at the beginning of the year	63,632,144	636	63,632,144	636
Increase in shares on account of split [*]	254,528,576	Not applicable	–	–
Number of shares at the end of the year	**318,160,720**	**636**	**63,632,144**	**636**

B. The Company has issued only one class of equity shares having a face value of ₹ 2 each per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts and all liabilities.

Particulars	As at March 31, 2026	As at March 31, 2025
C. Details of Shareholders holding more than 5% of total equity shares of the Company [*]		
Zydus Lifesciences Limited		
Number of Shares	183,237,545	36,647,509
% to total share holding	57.59%	57.59%
Zydus Family Trust		
Number of Shares	38,225,795	7,645,159
% to total share holding	12.01%	12.01%
Threpsi Care LLP (True North)		
Number of Shares	–	46,27,111
% to total share holding	0.00%	7.27%
Parag Parikh Flexi Cap Fund		
Number of Shares	23,320,774	–
% to total share holding	7.33%	0.00%
Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund		
Number of Shares	18,662,104	3,883,990
% to total share holding	5.87%	6.10%
D. Number of shares held by Holding Company		
Zydus Lifesciences Limited	183,237,545	36,647,509

Notes to the Standalone Financial Statements

Note: 17 - Equity share capital: (Contd...)

E. Details of Equity Shares held by promoters/ promoter group.

As at March 31, 2026

Sr. No.	Promoter's / Promoter Group's Name	No. of Shares at the beginning of the year	Increase in shares on account of split [*]	No. of Shares at the end of the year	% of total shares	% change during the year
1	Zydus Lifesciences Limited	36,647,509	146,590,036	183,237,545	57.59%	0.00%
2	Zydus Family Trust	7,645,159	30,580,636	38,225,795	12.01%	0.00%
3	Mr. Pankaj R. Patel	1,599	6,396	7,995	0.00%	0.00%
4	Pankaj R. Patel HUF	1,066	4,264	5,330	0.00%	0.00%
5	Pripan Investment Private Limited	640	2,560	3,200	0.00%	0.00%
6	Taraben Patel Family Will Trust	533	2,132	2,665	0.00%	0.00%
7	Mrs. Pritiben P. Patel	533	2,132	2,665	0.00%	0.00%
8	Dr. Sharvil P. Patel	533	2,132	2,665	0.00%	0.00%
9	Mrs. Shivani P. Patel	533	2,132	2,665	0.00%	0.00%
10	Mrs. Jasodaben Babubhai Patel	7,450	29,800	37,250	0.01%	0.00%
11	Mrs. Arati Rajiv Mehta jointly with Mr. Rajiv Vastupal Mehta	2,746	10,984	13,730	0.00%	0.00%
12	Mrs. Ritaben Yatinbhai Desai	1,200	4,800	6,000	0.00%	0.00%
13	Ms. Ayushi Rajiv Mehta jointly with Mrs. Arati Rajiv Mehta	640	2,560	3,200	0.00%	0.00%

As at March 31, 2025

Sr. No.	Promoter's/ Promoter Group's Name	No. of Shares	% of total shares	% change during the year
1	Zydus Lifesciences Limited	36,647,509	57.59%	0.00%
2	Zydus Family Trust	7,645,159	12.01%	0.00%
3	Mr. Pankaj R. Patel	1,599	0.00%	0.00%
4	Pankaj R. Patel HUF	1,066	0.00%	0.00%
5	Pripan Investment Private Limited	640	0.00%	0.00%
6	Taraben Patel Family Will Trust	533	0.00%	0.00%
7	Mrs. Pritiben P. Patel	533	0.00%	0.00%
8	Dr. Sharvil P. Patel	533	0.00%	0.00%
9	Mrs. Shivani P. Patel	533	0.00%	0.00%
10	Mrs. Jasodaben Babubhai Patel	7,450	0.01%	0.00%
11	Mrs. Arati Rajiv Mehta jointly with Mr. Rajiv Vastupal Mehta	2,746	0.00%	0.00%
12	Mrs. Ritaben Yatinbhai Desai	1,200	0.00%	0.00%
13	Ms. Ayushi Rajiv Mehta jointly with Mrs. Arati Rajiv Mehta	640	0.00%	0.00%

[*] Refer Note 44.

Notes to the Standalone Financial Statements

Note: 18 - Other equity:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium: [*]		
Balance as per last Balance Sheet	35,370	35,370
General Reserve: [**]		
Balance as per last Balance Sheet	450	450
Retained Earnings: [***]		
Balance as per last Balance Sheet	3,879	3,903
Add: Profit for the year	376	297
Less: Other Comprehensive Loss for the year		
Re-measurement losses on defined benefit plans [net of tax]	(3)	(3)
	4,252	**4,197**
Less: Dividend	(382)	(318)
	(382)	**(318)**
Balance as at the end of the year	**3,870**	**3,879**
Total	**39,690**	**39,699**

[*] Securities premium is created due to premium on issue of shares. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

[**] General Reserve can be used for the purposes and as per guidelines prescribed in the Companies Act, 2013.

[***] Refer Note 46.

Note: 19 - Borrowings:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Loan from related party [Unsecured] [*]	1,290	440
Total	**1,290**	**440**
[*] Terms of repayment of Unsecured Borrowing:		
The loan from subsidiary company is repayable within 5 years. The rate of interest is Treasury Bill plus a margin.		
Name of the party and relationship with the party from whom received:		
Subsidiary Company:		
a. Zydus Wellness Products Limited	1,290	440
Total	**1,290**	**440**

Note: 20 - Other financial liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Others deposits	9	10
Total	**9**	**10**

Note: 21 - Provisions:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits	65	60
Total	**65**	**60**

Notes to the Standalone Financial Statements

Note: 21 - Provisions: (Contd...)

Defined benefit plan and long term employment benefit

A General description:

Leave wages [Long term employment benefit]:

The leave encashment scheme is administered through Life Insurance Corporation of India's Employees' Group Leave Encashment cum Life Assurance [Cash Accumulation] Scheme. The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting year is recognised [net of the fair value of plan assets as at the balance sheet date] at present value of the defined obligation at the balance sheet date based on the actuarial valuation carried out by an independent actuary using projected unit credit method.

Gratuity [Defined benefit plan]:

The Company has a defined benefit gratuity plan. Every employee who has completed continuous services of five years or more gets a gratuity on death or resignation or retirement at 15 days salary [last drawn salary] for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary increment risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit. However, the risk is partially mitigated by investment in LIC managed fund.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

₹ in Million

Particulars	March 31, 2026			March 31, 2025		
	Medical Leave	Leave Wages	Gratuity	Medical Leave	Leave Wages	Gratuity
B Change in the present value of the defined benefit obligation:						
Opening obligation	9	55	81	7	40	55
Acquired through business combination [Refer Note 46]	–	–	–	–	4	15
Transfer out obligation	–	(8)	(14)	–	–	–
Interest cost	1	3	4	–	3	4
Current service cost	2	10	12	1	7	7
Past service cost	1	7	15	–	–	–
Benefits paid	–	(7)	(2)	–	(5)	(3)
Actuarial [gains]/ losses on obligation due to:						
Experience adjustments	–	4	6	1	5	–
Change in financial assumptions	–	(1)	(2)	–	1	3
Closing obligation	**13**	**63**	**100**	**9**	**55**	**81**

Notes to the Standalone Financial Statements

Note: 21 - Provisions: (Contd...)

₹ in Million

	Particulars	March 31, 2026			March 31, 2025		
		Medical Leave	Leave Wages	Gratuity	Medical Leave	Leave Wages	Gratuity
C	**Change in the fair value of plan assets:**						
	Opening fair value of plan assets	–	21	43	–	20	37
	Return on plan assets excluding amounts included in interest income	–	–	–	–	–	–
	Expected return on plan assets	–	1	3	–	1	3
	Contributions by employer	–	–	25	–	–	5
	Benefits paid	–	–	(2)	–	–	(2)
	Closing fair value of plan assets	**–**	**22**	**69**	**–**	**21**	**43**
	Total actuarial losses to be recognised	**–**	**3**	**4**	**1**	**6**	**3**
D	**Actual return on plan assets:**						
	Expected return on plan assets	–	1	3	–	1	3
	Return on plan assets excluding amounts included in interest income	–	–	–	–	–	–
	Total actual return on plan assets	**–**	**1**	**3**	**–**	**1**	**3**
E	**Amount recognised in the Balance Sheet:**						
	Liabilities at the end of the year	13	63	100	9	55	81
	Fair value of plan assets at the end of the year	–	(22)	(69)	–	(21)	(43)
	Liabilities recognised in the Balance Sheet [*]	**13**	**41**	**31**	**9**	**34**	**38**
F	**Expenses/ [Incomes] recognised in the Statement of Profit and Loss:**						
	Current service cost	2	10	12	1	7	7
	Past service cost	1	7	15	–	–	–
	Interest cost on benefit obligation	1	3	4	–	3	4
	Expected return on plan assets	–	(1)	(3)	–	(1)	(3)
	Net actuarial losses in the year	–	3	–	1	6	–
	Amount included in "Employee Benefits Expense"	**3**	**18**	**18**	**2**	**15**	**8**
	Amount included in “Exceptional items” [Refer Note 35]	**1**	**4**	**10**	**–**	**–**	**–**
	Return on plan assets excluding amounts included in interest income	–	–	–	–	–	–
	Net actuarial losses in the year	–	–	4	–	–	3
	Amounts recognized in Other Comprehensive income [OCI]	**–**	**–**	**4**	**–**	**–**	**3**
G	**Movement in net liabilities recognised in Balance sheet:**						
	Opening net liabilities	9	34	38	7	20	18
	Acquired through business combination [Refer Note 46]	–	–	–	–	4	15
	Transfer out obligation	–	(8)	(14)	–	–	–
	Expenses as above [Profit & Loss Charge]	4	22	28	2	15	8
	Amount recognised in OCI	–	–	4	–	–	3
	Contribution to plan assets	–	–	(25)	–	–	(5)
	Benefits Paid	–	(7)	–	–	(5)	(1)
	Liabilities recognised in the Balance Sheet [*]	**13**	**41**	**31**	**9**	**34**	**38**

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Notes to the Standalone Financial Statements

Note: 21 - Provisions: (Contd...)

₹ in Million

Particulars		March 31, 2026			March 31, 2025		
		Medical Leave	Leave Wages	Gratuity	Medical Leave	Leave Wages	Gratuity
H	**Principal actuarial assumptions for defined benefit plan and long term employment benefit plan:**						
	Discount rate	7.00%	7.00%	7.00%	6.65%	6.65%	6.65%
	[The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post employment benefit obligations.]						
	Annual increase in salary cost		9%			9%	
	[The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.]						
	Withdrawal rates [p.a.]		40% at younger ages reducing to 1% at older ages			40% at younger ages reducing to 1% at older ages	
	[The estimates of level of attrition is based on broad economic outlook, type of sector the Company operates in and measures taken by the management to retain/ relieve the employees]						
I	**The categories of plan assets as a % of total plan assets are:**						
	Insurance plan	0%	100%	100%	0%	100%	100%

The expected contributions for Defined Benefit Plan for the next financial year will be ₹ 11 Million [Previous year: ₹ 9 Million].

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 6.02 years [as at March 31, 2025 : 6.27 years].

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption is shown below:

₹ in Million

Assumptions	Medical Leave		Leave Wages		Gratuity	
			As at March 31			
	2026	2025	2026	2025	2026	2025
Impact on obligation:						
Discount rate increase by 0.5%	(1)	(1)	(1)	(2)	(3)	(3)
Discount rate decrease by 0.5%	1	1	3	1	3	1
Annual salary cost increase by 0.5%	(1)	(1)	3	1	3	1
Annual salary cost decrease by 0.5%	1	1	(1)	(2)	(3)	(3)
Withdrawal rate increase by 10%	(1)	(1)	(1)	(1)	(1)	(1)
Withdrawal rate decrease by 10%	1	1	1	1	1	1

The following payments are expected contributions to the defined benefit plan in future years:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Within the next 12 months [next annual reporting period]	29	16
Between 2 and 5 years	58	49
Between 6 and 10 years	119	84
Total expected payments	**206**	**149**

[*] Liabilities recognised in the Balance Sheet

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	65	60
Current [Refer Note 26]	20	21

Notes to the Standalone Financial Statements

Note: 22 - Borrowings:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Loans repayable on demand:		
Working Capital Loans from Banks [Unsecured] [*]	500	500
Loans from related party [Unsecured] [**]	–	350
Total	**500**	**850**
[*] The loans are repayable within a period of 1 year. The rate of interest is Treasury Bill plus a margin.		
[**] The loans are repayable within a period of 1 year. The rate of interest is Treasury Bill plus a margin.		
Name of the party and relationship with the party from whom received:		
Fellow Subsidiary Company:		
a. Zydus Healthcare Limited	–	350
Total	**–**	**350**

Note: 23 - Trade payables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Dues to Micro and Small Enterprises [*]	85	58
Dues to other than Micro and Small Enterprises	345	273
Total	**430**	**331**
[*] Disclosure in respect of Micro and Small Enterprises:		
A. Principal amount remaining unpaid to any supplier as at year end	85	58
B. Interest due thereon	–	–
C. Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year. [₹ 37,383 (Previous Year: ₹ 27,413)]	0	0
D. Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	–	–
E. Amount of interest accrued and remaining unpaid at the end of the accounting year.	–	–
F. Amount of further interest remaining due and payable in succeeding years.	–	–
The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises on the basis of information available with the Company.		

Ageing of Trade payables :

[A] As at March 31, 2026

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Micro and Small Enterprises [MSME]	84	1	–	–	–	85
Undisputed Others	276	65	1	–	3	345
Disputed MSME	–	–	–	–	–	–
Disputed Others	–	–	–	–	–	–
Total	**360**	**66**	**1**	**–**	**3**	**430**

Notes to the Standalone Financial Statements

Note: 23 - Trade payables: (Contd...)

[B] As at March 31, 2025

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Micro and Small Enterprises [MSME]	31	27	–	–	–	58
Undisputed Others	225	45	–	1	2	273
Disputed MSME	–	–	–	–	–	–
Disputed Others	–	–	–	–	–	–
Total	**256**	**72**	**–**	**1**	**2**	**331**

Note: 24 - Other financial liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued but not due on borrowings	–	8
Payable to employees	42	126
Unpaid dividends [*]	4	4
Financial liabilities related to contingent consideration [Refer Note 46]	–	210
Total	**46**	**348**

[*] There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

Note: 25 - Other current liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Advances from customers	3	33
Payable to statutory authorities	27	58
Total	**30**	**91**

Note: 26 - Provisions:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits [*]	20	21
Provision for claims for product expiry and return of goods [**]	–	17
Total	**20**	**38**
[*] Refer Note 21.		
[**] Provision for claims for product expiry and return of goods:		
a. Provision for product expiry claims in respect of products sold during the year is made based on the management's estimates considering the estimated stock lying with retailers. The Company does not expect such claims to be reimbursed by any other party in future.		
b. The movement in such provision is stated as under:		
Opening balance at the beginning of the financial year	17	–
Add: Addition due to business combination [Refer Note 46]	–	16
Add: Provision created during the year	–	1
Less: Provision used during the year	(17)	–
Closing balance at the end of the financial year	**–**	**17**

Notes to the Standalone Financial Statements

Note: 27 - Contingent liabilities and commitments [to the extent not provided for]:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
A. Contingent Liabilities:		
a. In respect of corporate guarantees given by the Company [Refer Note 40]	32,895	–
b. Other money for which the Company is contingently liable:		
i. In respect of Sales Tax, GST and VAT matters pending before appellate authorities/ court which the Company expects to succeed, based on decisions of Tribunals/ Courts	97	98
- Net of advance of	2	1
ii. In respect of Income Tax matters pending before appellate authorities which the Company expects to succeed, based on decisions of Tribunals/ Courts	–	6
- Net of advance of	–	1
B. Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for	19	45
- Net of advance of	5	2

Note: 28 - Proposed Dividend:

The Board of Directors, at their meeting held on May 18, 2026, recommended the final dividend of ₹ 1.20 per equity share of ₹ 2/- each. The recommended dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting.

Notes to the Standalone Financial Statements

Note: 29 - Revenue from operations:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products	5,284	3,130
Other operating revenues:		
Royalty income	419	367
Production linked incentive income [*]	90	–
Miscellaneous income	28	46
Total	**5,821**	**3,543**
[*] The Company is eligible for claiming benefits under the Production Linked Incentive [PLI] Scheme of the Government of India. Based on the estimated claims to be submitted by the Company, the Company has recognised the PLI income.		
Pursuant to Ind AS 115 "Revenue from Contracts with Customers" reconciliation of revenue recognised in the statement of profit and loss with the contracted price is under:		
Revenue as per contracted price, net of returns	5,334	3,201
Less:		
Discounts/ Price Reduction/ Rebates/ Other adjustments	50	71
	50	**71**
Revenue from contract with customers	**5,284**	**3,130**

The Company has recognised revenue of ₹ 33 Million [March 31, 2025 ₹ 1 Million] from the amounts included under advance received from customers at the beginning of the year.

Note: 30 - Other income:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Finance income:		
Interest income on financial assets measured at amortised cost	24	113
Corporate guarantee fees income	91	–
Net gain on financial assets mandatorily measured at FVTPL	4	13
Total	**119**	**126**

Note: 31 - Changes in inventories:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Stock at commencement:		
Work-in-progress	2	1
Finished Goods	101	24
Stock-in-Trade	4	4
	107	**29**
Add: Acquired through business combination [Refer Note 46]		
Finished Goods	–	46
	–	**46**
Less: Stock at close:		
Work-in-progress	3	2
Finished Goods	45	101
Stock-in-Trade	–	4
	48	**107**
Total	**59**	**(32)**

Notes to the Standalone Financial Statements

Note: 32 - Employee benefits expense:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries and wages	517	454
Contribution to provident and other funds [*]	24	19
Defined benefit plan expenses	18	8
Staff welfare expenses	9	6
Total	**568**	**487**
Above expenses include:		
Research related expenses:		
Salaries and wages	29	42
Contribution to provident and other funds	2	2
Total	**31**	**44**
[*] The Company's contribution towards the defined contribution plan	**24**	**20**

Note: 33 - Finance cost:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense [*]	110	45
Other finance cost [₹ 151,687 (Previous Year: ₹ 293,552)]	0	0
Total	**110**	**45**
[*] Interest expenses includes:		
On working capital loans	109	44
On lease liabilities	1	1
Total	**110**	**45**

Note: 34 - Other expenses:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Consumption of stores and spare parts	10	7
Power and fuel	38	35
Labour charges	72	69
Processing charges	169	45
Rent	5	4
Repairs to buildings	2	3
Repairs to plant and machinery	12	12
Repairs to others	16	13
Insurance	9	9
Rates and taxes [excluding taxes on income]	10	6
Traveling expenses	26	22
Legal and professional fees [*]	56	37
Commission on sales	14	10
Freight and forwarding on sales	51	30
Advertisement and sales promotions	237	79
Other marketing expenses	24	5
Directors' fees	9	6
Commission to independent directors	2	4
Corporate Social Responsibility [CSR] expenses [#]	9	6
Allowances of credit losses		
Trade receivables written off	1	–
Expected credit loss	5	–
	6	**–**

Notes to the Standalone Financial Statements

Note: 34 - Other expenses: (Contd...)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Net loss on investments in subsidiary under liquidation	–	1
Net loss on disposal of Property, plant and equipment	1	3
Miscellaneous expenses	47	6
Total	**825**	**412**
Above expenses include Research related expenses as follows:		
Legal and professional fees	7	–
Miscellaneous expenses [Previous Year: ₹ 393,630]	2	–
Total	**9**	**–**
[*] Legal and professional fees include:		
a Payment to the Statutory Auditors [excluding Taxes]:		
As Auditor	2	2
For Other Services [₹ 366,191 (Previous Year: ₹ 490,450)]	0	0
Reimbursement of expenses [₹ 24,060 (Previous Year: ₹ 34,053)]	0	0
Total	**2**	**2**
b Cost Auditor's Remuneration including fees for other services [₹ 367,500 (Previous Year: ₹ 369,000)]	0	0
[#] Expenditure on Corporate Social Responsibility [CSR] Activities as required u/s 135 of the Companies Act, 2013		
Particulars with regard to CSR activities :		
1 Amount required to be spent during the year	9	6
2 Amount spent on:		
A Construction/ acquisition of asset	–	–
B Purposes other than (A) above	–	6
3 Shortfall/ Unspent at the end of the year	9	–
4 Total of previous years shortfall	N.A.	N.A.
5 Reasons for shortfall/ unspent [$]	Pertains to ongoing project	N.A.
6 Nature of CSR Activities:		
A Healthcare & Education	9	6
7 Details of Related Parties:		
A Contribution to Zydus Foundation	9	6

[$] The unspent amount has been transferred to special bank account u/s 135 (6) of the Companies Act, 2013.

Note: 35 - Exceptional items:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Exceptional items comprise:		
A. Expenses related to liquidation of Naturell (India) Private Limited [NIPL] with the Company on a going concern basis [Refer Note 46]	97	–
B. Statutory impact of new Labour Codes [*]	15	–
Total	**112**	**–**

[*] Effective November 21, 2025, the Government of India has consolidated 29 existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the "New Labour Codes". On the basis of the information available, the Company has assessed the financial implications of these changes, which has resulted in one time increase in gratuity and leave encashment liability mainly on account of past service cost by ₹ 15 Million. Such increase is primarily arising due to change in the definition of "wages" for employees and contract labours. The Company continues to monitor the developments pertaining to the New Labour Codes and the impact, if any, will be accounted in accordance with applicable accounting standards.

Notes to the Standalone Financial Statements

Note: 36 - Tax expense:

The major components of income tax expense are:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Statement of profit and loss:		
Profit or loss section:		
Current income tax:		
Current income tax charge	36	–
Adjustments in respect of current income tax of previous year	4	2
	40	**2**
Deferred tax:		
Deferred tax relating to origination and reversal of temporary differences	72	99
Tax expense reported in profit or loss	**112**	**101**
OCI Section:		
Tax related to items recognised in OCI during the year:		
Deferred tax relating to origination and reversal of temporary differences		
Net loss on remeasurements of defined benefit plans	(1)	–
Tax charged to OCI	**(1)**	**–**
B. Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:		
Profit before tax:	488	398
Enacted Tax Rate in India (%)	25.17%	25.17%
Expected Tax Expenses	**123**	**100**
Adjustments for:		
Effect of unrecognised deferred tax assets/ liabilities	(43)	(4)
Effect of non taxable Income	26	
Effect of other non-deductible expenses	1	5
Effect of current income tax of previous years	4	–
Others [including prior period tax adjustments]	1	–
Tax expense as per Profit or loss	**112**	**101**

Note: 37 - Calculation of Earnings per equity share [EPS]:

	Particulars		Year ended March 31, 2026	Year ended March 31, 2025
	The numerators and denominators used to calculate the basic and diluted EPS are as follows:			
i	Profit attributable to Shareholders	₹- in Million	376	297
ii	Basic and weighted average number of Equity shares outstanding during the year [*]	Numbers	318,160,720	318,160,720
iii	Nominal value of equity share [*]	₹	2	2
iv	Basic & diluted Earnings per equity share [EPS]	₹	1.18	0.93

[*] Refer Note 44

Note: 38 - Segment Information:

The Company operates in one segment, namely "Consumer Products".

Notes to the Standalone Financial Statements

Note: 39 - Related Party Transactions:

A Name of the Related Parties and Nature of the Related Party Relationship with whom transactions have taken place:

a	**Entity having control over Holding Company:** Zydus Family Trust	
b	**Holding Company:** Zydus Lifesciences Limited	
c	**Subsidiary Companies:**	
	Liva Investment Limited [upto August 20, 2025]	Naturell Inc. [USA]
	Liva Nutritions Limited	Alidac UK Limited [w.e.f. August 5, 2025]
	Zydus Wellness Products Limited	Comfort Click Limited [UK] [w.e.f August 29,2025]
	Zydus Wellness International DMCC [UAE]	Comfort Click Limited [Ireland] [w.e.f August 29,2025]
	Zydus Wellness (BD) Pvt Limited [Bangladesh]	Comfort Click LLC [USA] [w.e.f August 29,2025]
	Naturell (India) Private Limited [*]	Comfort Click Softech Pvt. Ltd. [w.e.f August 29,2025]
d	**Fellow Subsidiaries/ Concerns:**	
	Zydus Healthcare Limited	Zydus Lifesciences Global FZE [UAE]
	German Remedies Pharmaceuticals Private Limited	Zydus Healthcare (USA) LLC [USA]
	Zydus Animal Health and Investments Limited	Sentynl Therapeutics Inc. [USA]
	Dialforhealth Unity Limited	Viona Pharmaceuticals Inc. [USA]
	Dialforhealth Greencross Limited	Zydus Therapeutics Inc. [ZTI] [USA]
	Violio Healthcare Limited	Zydus Healthcare S.A. (Pty) Ltd [South Africa]
	Zydus Pharmaceuticals Limited	Alidac Pharmaceuticals SA Pty. Ltd. [South Africa]
	Biochem Pharmaceutical Private Limited	Script Management Services (Pty) Ltd [South Africa]
	Zydus Strategic Investments Limited	Zydus France, SAS [France]
	Zydus VTEC Limited	Laboratorios Combix S.L. [Spain]
	Zydus Medtech Private Limited	Etna Biotech S.R.L. [Italy] [Under Liquidation]
	M/s Recon Pharmaceuticals and Investments, a Partnership Firm	Zydus Nikkho Farmaceutica Ltda. [Brazil]
	LM Manufacturing India Private Limited	Zydus Pharmaceuticals Mexico SA De CV [Mexico]
	Alidac Healthcare (Myanmar) Limited [Myanmar]	Zydus Pharmaceuticals Mexico Services Company SA De C.V. [Mexico]
	Zydus Healthcare Philippines Inc. [Philippines]	Nesher Pharmaceuticals (USA) LLC [USA] [merged with Zydus Pharmaceuticals (USA) Inc. [USA] on October 25, 2024]
	Zydus Lanka (Private) Limited [Sri Lanka]	Zydus Pharmaceuticals UK Ltd. [UK]
	Zydus International Private Limited [Ireland]	Zynext Ventures Pte. Ltd. [Singapore]
	Zydus Netherlands B.V. [the Netherlands]	LM Manufacturing Limited [UK]
	Zydus Pharmaceuticals (USA) Inc. [USA]	Medsolutions (Europe) Limited [UK]
	ZyVet Animal Health Inc. [USA]	Zydus Pharmaceuticals (Canada) Inc. [Canada]
	Zynext Ventures USA LLC [USA]	Zydus Worldwide DMCC [UAE]
	LiqMeds Worldwide Limited [UK]	Amplitude Ile de France [France] [w.e.f. July 29, 2025]
	LiqMeds Limited [UK]	Duotech Amplitude SAS [France] [w.e.f. July 29, 2025]
	LiqMeds Lifecare Limited [UK] [LiqMed]	Amplitude Sud SAS [France] [w.e.f. July 29, 2025]
	Zylidac Bio LLC [USA] [w.e.f. July 11, 2025]	Amplitude Nord SAS [France] [w.e.f. July 29, 2025]
	Zydus MedTech (France) SAS [France] [w.e.f. April 10, 2025]	Ortho Santé (Amplitude Ouest) [France] [w.e.f. July 29, 2025]
	Amplitude Surgical SAS [France] [w.e.f. July 29, 2025]	Amplitude Benelux [Belgium] [w.e.f. July 29, 2025]
	Amplitude Orthopedics Corporation [USA] [w.e.f. July 29, 2025]	Amplitude Suisse SA [Switzerland] [w.e.f. July 29, 2025]
	Amplitude Australia Pty Ltd [Australia] [w.e.f. July 29, 2025]	Amplitude GmbH [Germany] [w.e.f. July 29, 2025]
	Amplitude South Africa Pty Ltd [South Africa] [w.e.f. July 29, 2025]	Amplitude New Zealand Limited [New Zealand] [w.e.f. July 29, 2025]
	Amplitude Latin America SA [Brazil] [w.e.f. July 29, 2025]	Auroralux [Luxemburg] [w.e.f. July 29, 2025 till December 31,2025]
	Amplitude SAS [France] [w.e.f. July 29, 2025]	Ampliman 1 [France] [w.e.f. July 29, 2025 till January 16,2026]

Notes to the Standalone Financial Statements

Note: 39 - Related Party Transactions: (Contd...)

	SCI Les Tilleuls [France] [w.e.f. July 29, 2025]	Ampliman 2 [France] [w.e.f. July 29, 2025 till January 9,2026]
	SCI SOFAB FALLA [France] [w.e.f. July 29, 2025]	Mediconseil [w.e.f. December 19, 2025]
e	**Joint Venture [JV] companies of Holding Company and Fellow Subsidiary Companies:**	
	Zydus Hospira Oncology Private Limited	Bayer Zydus Pharma Private Limited [Upto May 2, 2024]
	Zydus Takeda Healthcare Private Limited	Oncosol Limited [JV of LiqMed]
	Sterling Biotech Limited [w.e.f. August 29, 2024] [JV of ZAHIL]	
f	**Directors:**	
	Dr. Sharvil P. Patel	Non-Executive Chairman
	Mr. Ganesh N. Nayak	Non-Executive Director
	Mr. Kulin S. Lalbhai	Independent Director
	Mr. Akhil A. Monappa	Independent Director
	Mr. Ashish P. Bhargava	Nominee Director upto September 30, 2024
	Mr. Srivishnu R. Nandyala	Independent Director
	Ms. Dharmishtaben N. Raval	Independent Director
g	**Key Managerial Personnel [KMPs]:**	
	Mr. Tarun Arora	Chief Executive Officer [CEO] & Whole Time Director
	Mr. Umesh V. Parikh	Chief Financial Officer
	Mr. Nandish P. Joshi	Company Secretary
h	**Enterprises significantly influenced by Directors and/ or their relatives of Holding Company with whom transactions have taken place:**	
	Mukesh M. Patel & Co.	
	Zydus Foundation	
i	**Enterprises significantly influenced by Directors and/ or their relatives of the Company with whom transactions have taken place:**	
	Cadmach Machinery Company Private Limited	
	Zydus Hospitals and Healthcare Research Private Limited	
j	**Post Employment Benefits Plans:**	
	Zydus Wellness Limited Employee Group Gratuity Scheme	

[*] Pursuant to voluntary liquidation, the business undertaking was distributed to Zydus Wellness Limited w.e.f. September 20, 2025 and the application for dissolution is under process with Hon'ble National Company Law Tribunal, Ahmedabad Bench.

B Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business:

a Details relating to parties referred to in Note 39–A [a, b, c, d and j]

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	Year ended March 31					
	2026	2025	2026	2025	2026	2025
Sales:						
Goods:						
Zydus Wellness Products Limited	–	–	4,097	2,481	–	–
Zydus Wellness International DMCC	–	–	53	32	–	–
Royalty:						
Zydus Wellness Products Limited	–	–	419	367	–	–
Services:						
Zydus Wellness Products Limited	–	–	12	33	–	–
Alidac UK Limited	–	–	91	–	–	–

Notes to the Standalone Financial Statements

Note: 39 - Related Party Transactions: (Contd...)

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	Year ended March 31					
	2026	2025	2026	2025	2026	2025
Property, Plant and Equipment:						
Zydus Wellness Products Limited [₹ 139,944]	–	–	0	1	–	–
Reimbursement of Expenses Recovered:						
Zydus Wellness International DMCC	–	–	10	9	–	–
Purchase:						
Goods:						
Zydus Wellness Products Limited	–	–	101	139	–	–
Services:						
Zydus Lifesciences Limited	9	8	–	–	–	–
Zydus Healthcare Limited	–	–	2	–	–	–
Property, Plant and Equipment:						
Zydus Wellness Products Limited	–	–	1	2	–	–
Reimbursement of Expenses Paid:						
Zydus Lifesciences Limited	2	1	–	–	–	–
Investment:						
Investment made:						
Alidac UK Limited [₹ 11,876]	–	–	0	–	–	–
Finance:						
Inter Corporate Loan accepted:						
Zydus Wellness Products Limited	–	–	1,550	440	–	–
Zydus Healthcare Limited	–	–	–	700	–	–
Inter Corporate Loan repaid to:						
Zydus Wellness Products Limited	–	–	700	–	–	–
Zydus Healthcare Limited	–	–	350	350	–	–
Intercompany Loan given:						
Zydus Wellness International DMCC	–	–	356	116	–	–
Zydus Wellness Products Limited	–	–	–	80	–	–
Alidac UK Limited	–	–	246	–	–	–
Intercompany Loan repaid by:						
Zydus Wellness International DMCC	–	–	238	60	–	–
Zydus Wellness Products Limited	–	–	–	2,715	–	–
Interest Income:						
Zydus Wellness International DMCC	–	–	20	13	–	–
Zydus Wellness Products Limited	–	–	–	97	–	–
Alidac UK Limited	–	–	1	–	–	–
Interest Expenses:						
Zydus Wellness Products Limited	–	–	80	–	–	–
Zydus Healthcare Limited [₹ 72,301]	–	–	0	18	–	–
Contributions during the year:						
Zydus Wellness Limited Employee Group Gratuity Scheme	–	–	–	–	25	5
Dividend Paid:						
Zydus Lifesciences Limited	220	183	–	–	–	–
Zydus Family Trust	46	38	–	–	–	–

Notes to the Standalone Financial Statements

Note: 39 - Related Party Transactions: (Contd...)

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	As at March 31					
	2026	2025	2026	2025	2026	2025
Outstanding Receivable:						
Zydus Wellness International DMCC	–	–	420	278	–	–
Alidac UK Limited	–	–	289	–	–	–
Naturell Inc. [₹ 332,958]	–	–	0	0	–	–
Outstanding Payable:						
Zydus Lifesciences Limited	5	1	–	–	–	–
Zydus Wellness Products Limited	–	–	1,133	484	–	–
Zydus Healthcare Limited	–	–	–	358	–	–

₹ in Million

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
b	**Details relating to persons referred to in Note 39-A [f] and [g] above:**		
	(i) Salaries and other employee benefits to KMPs	45	35
	(ii) Commission and Sitting Fees to Non Executive/ Independent Directors	11	8
	(iii) Outstanding payable to above (i) and (ii)	2	7
c	**Details relating to persons referred to in Note 39-A [h] and [i] above:**		
	(i) Purchase of services	2	1
	(ii) Contribution for CSR	9	6
	There are no transactions with related parties mentioned in Note - 39 [e].		

Note: 40 - Details of Loans given, Investments made and Guarantees given covered u/s 186(4) Of The Companies Act, 2013:

(i) Details of loans and investments are given under the respective heads.

(ii) Corporate guarantees given by the Company:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Corporate Guarantee [*]	32,895	–

[*] Corporate guarantees which are outstanding at the end of the financial year are given to Axis Trustee Services Limited in connection with the loan availed by Alidac UK Limited, a wholly owned subsidiary of the company.

Note: 41 - Financial instruments:

(i) Fair values hierarchy:

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data relying as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data.

Notes to the Standalone Financial Statements

Note: 41 - Financial instruments: (Contd...)

(ii) Financial assets and liabilities measured at fair value–recurring fair value measurements:

₹ in Million

Particulars	As at March 31, 2026				As at March 31, 2025			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments at FVTPL								
Mutual funds	–	–	–	–	66	–	–	66
Investments at FVOCI								
Unquoted equity instruments	–	–	2	2	–	–	–	–
Total	**–**	**–**	**2**	**2**	**66**	**–**	**–**	**66**
Financial liabilities								
Financial liabilities related to contingent consideration	–	–	–	–	–	–	210	210
Total	**–**	**–**	**–**	**–**	**–**	**–**	**210**	**210**

(iii) Fair value of instruments measured at amortised cost:

Financial assets and liabilities measured at amortised cost for which fair values are disclosed.

Financial Assets: The carrying amounts of trade receivables, loans and other financial assets and cash and cash equivalents are considered to be the approximately equal to the fair values.

Financial Liabilities: The carrying amounts of loans, other financial liabilities and trade payables are considered to be approximately equal to the fair values.

Note: 42 - Financial risk management:

(i) Financial instruments by category:

₹ in Million

Particulars	As at March 31, 2026				As at March 31, 2025			
	FVTPL	FVOCI	Amortised Cost	Total	FVTPL	FVOCI	Amortised Cost	Total
Financial assets								
Investments [other than investment in subsidiary]	–	2	–	2	66	–	–	66
Trade receivables	–	–	275	275	–	–	239	239
Cash and cash equivalents	–	–	71	71	–	–	42	42
Bank balance other than cash and cash equivalents	–	–	4	4	–	–	68	68
Loans	–	–	655	655	–	–	243	243
Other financial assets	–	–	119	119	–	–	24	24
Total	**–**	**2**	**1,124**	**1,126**	**66**	**–**	**616**	**682**
Financial liabilities								
Borrowings	–	–	1,790	1,790	–	–	1,290	1,290
Lease liabilities	–	–	17	17	–	–	6	6
Trade payables	–	–	430	430	–	–	331	331
Financial liabilities related to contingent consideration	–	–	–	–	210	–	–	210
Other financial liabilities	–	–	55	55	–	–	148	148
Total	**–**	**–**	**2,292**	**2,292**	**210**	**–**	**1,775**	**1,985**

Notes to the Standalone Financial Statements

Note: 42 - Financial risk management: (Contd...)

(ii) Risk Management:

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below:

A. Credit risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from loans and advances to related parties, trade receivables, bank deposits and other financial assets. The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual customer limits are set accordingly.

i Investments at Amortised Cost: The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any significant losses from non-performance by these counterparties, and does not have any significant concentration of exposures.

ii Bank deposits: The Company maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks Hence, there is no significant credit risk on such deposits.

iii Loans to related parties and others: They are given for business purposes. The Company reassesses the recoverability of loans periodically. Interest recoveries from these loans are regular and there is no event of defaults.

iv Trade Receivable: The Company trades with recognized and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to bad debts is not significant.

v There are no significant credit risks with related parties of the Company. The Company is exposed to credit risk in the event of non-payment by customers. Credit risk concentration with respect to trade receivables is mitigated by the Company's large customer base. Adequate expected credit losses are recognized as per the assessments. No single third party customer contributes to more than 10% of outstanding accounts receivable [excluding outstanding from subsidiaries] as at March 31, 2026 and March 31, 2025.

The Company has used expected credit loss [ECL] model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

Financial assets for which loss allowances is measured using the expected credit loss:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables:		
Less than 180 days	252	236
180–365 days	23	3
Total	**275**	**239**

Notes to the Standalone Financial Statements

Note: 42 - Financial risk management: (Contd...)

Movement in the expected credit loss allowance on trade receivables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	6	1
Addition through business combination [Refer Note 46]	–	6
Addition	5	–
Reduction	–	(1)
Balance at the end of the year	**11**	**6**

Other than trade receivables, the Company has no significant class of financial assets that is past due but not impaired.

B Liquidity risk:

a Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

b Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities :

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

₹ in Million

Particulars	As at March 31, 2026				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Non-derivatives financial liabilities					
Borrowings [including interest accrued but not due]	591	80	80	1,370	2,121
Lease liabilities	4	5	3	5	17
Trade payables	430	–	–	–	430
Other financial liabilities [excluding interest accrued but not due]	46	4	–	5	55
Total	**1,071**	**89**	**83**	**1,380**	**2,623**
Corporate guarantees	–	–	32,895	–	32,895
Total	**1,071**	**89**	**32,978**	**1,380**	**35,518**

₹ in Million

Particulars	As at March 31, 2025				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Non-derivatives financial liabilities					
Borrowings [including interest accrued but not due]	904	32	32	505	1,473
Lease liabilities	2	2	2	–	6
Trade payables	331	–	–	–	331
Other financial liabilities [excluding interest accrued but not due]	340	–	4	6	350
Total	**1,577**	**34**	**38**	**511**	**2,160**

Notes to the Standalone Financial Statements

Note: 42 - Financial risk management: (Contd...)

C. Foreign currency risk:

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, GBP and Other currency. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company's operations in foreign currency creates natural foreign currency hedge. This results in insignificant net open foreign currency exposures considering the volumes and operations of the Company.

a Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period is expressed as follows:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
	Exposure of USD	
Financial assets:		
Trade receivable	43	37
Loans to related parties along with interest	380	243
Total exposure to foreign currency risk [assets]	**423**	**280**
Financial liabilities:		
Trade payable	3	2
Total exposure to foreign currency risk [liabilities]	**3**	**2**
Net exposure to foreign currency risk	**420**	**278**
	Exposure of GBP	
Financial assets:		
Trade receivable	32	–
Loans to related parties along with interest	251	–
Total exposure to foreign currency risk [assets]	**283**	**–**
Net exposure to foreign currency risk	**283**	**–**
	Exposure of Other Foreign Currency	
Financial assets:		
Trade receivable	8	–
Loans to related parties along with interest	–	–
Total exposure to foreign currency risk [assets]	**8**	**–**
Financial liabilities:		
Trade payable	2	4
Total exposure to foreign currency risk [liabilities]	**2**	**4**
Net exposure to foreign currency risk	**6**	**(4)**

Sensitivity:

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

₹ in Million

Particulars	As at March 31, 2026		As at March 31, 2025	
	Movement in Rate [*]	Impact on PAT	Movement in Rate [*]	Impact on PAT
USD	11%	35	2.5%	5
USD	(11%)	(35)	(2.5%)	(5)
GBP	13%	28	2.5%	–
GBP	(13%)	(28)	(2.5%)	–
Others	20%	1	5%	–
Others	(20%)	(1)	(5%)	–

[*] Holding all other variables constant

Notes to the Standalone Financial Statements

Note: 42 - Financial risk management: (Contd...)

D. Interest rate risk:

The Company's policy is to minimise interest rate cash flow risk exposures on financing. As at March 31, 2026, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in Fixed Deposits are at fixed interest rates.

Sensitivity:

Below is the sensitivity of profit or loss and equity changes in interest rates: ₹ in Million

Particulars	Movement in Rate [*]	As at March 31, 2026	As at March 31, 2025
Interest rates	0.50%	(7)	(5)
Interest rates	(0.50%)	7	5

[*] Holding all other variables constant

E. Price Risk:

(a) Exposure:

The Company's exposure to price risk arises from investments in mutual funds held by the Company and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from investments in equity securities and mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

(b) Sensitivity- Mutual Fund:

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit and loss for the period. The analysis is based on the assumption that the price of the instrument has increased by 2% or decreased by 2% with all other variables held constant.

₹ in Million

Particulars	Movement in Rate [*]	As at March 31, 2026	As at March 31, 2025
Mutual Funds [Unquoted]			
Increase	2%	–	1
Decrease	(2%)	–	(1)

[*] Holding all other variables constant

Note: 43 - Capital management:

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders
- to maintain an optimal capital structure to reduce the cost of capital.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars		As at March 31, 2026	As at March 31, 2025
Gross debts	₹ in Million	1,790	1,290
Total equity	₹ in Million	40,326	40,335
Gross debt to equity ratio [No. of times]		0.04	0.03

Loan covenants:

For the debt outstanding as at March 31, 2026 the Company is not liable to fulfill any financial covenant.

Notes to the Standalone Financial Statements

Note: 44

The Board of Directors of the Company at their meeting held on May 19, 2025 and the members of the Company, at the Annual General Meeting held on 30 July 2025 had approved the sub-division/ stock split of its equity shares such that each existing 1 (one) equity share of face value ₹ 10/- (Rupees Ten only) fully paid-up was sub-divided into 5 (five) equity shares of face value ₹ 2/- (Rupees Two only) each fully paid-up.

Pursuant to the approval of the members, the issued capital comprising 63,632,144 equity shares of face value ₹ 10/- each as on the record date i.e. September 18, 2025, was sub-divided into 318,160,720 equity shares of face value ₹ 2/- each.

Accordingly, the earnings per share (EPS) have been computed and restated for all periods presented in accordance with Ind AS 33 – Earnings Per Share.

Note: 45 - Leases:

Lessee:

A Relating to statement of financial position:

Under Ind AS 116, the Company recognises right to use assets and lease liabilities for most leases.

Right of use assets are part of financial statement caption "Property plant and equipment'. Depreciation and impairment is similar to measurement of owned assets. Interest is part of financial statement caption "Finance cost".

₹ in Million

Right of use assets	Total
Balance as at March 31, 2024 [net]	**7**
Additions during the year	–
Depreciation charge for the year	(2)
Balance as at March 31, 2025 [net]	**5**
Additions during the year	14
Depreciation charge for the year	(3)
Balance as at March 31, 2026 [net]	**16**

The Company leases assets include office buildings.

Movement in lease liabilities:

₹ in Million

Lease liabilities	As at March 31, 2026	As at March 31, 2025
Lease liability at the beginning of the year	6	7
Recognition of right-of-use liability during the year	14	–
Interest on Lease	1	1
Payment towards lease liabilities	(4)	(2)
Lease liability at the end of the year	**17**	**6**
of which:		
Current portions	4	2
Non-Current portions	13	4

Maturity analysis of lease liabilities:

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

₹ in Million

Minimum lease payments due	As at March 31, 2026	As at March 31, 2025
Within 1 years	4	2
1-5 years	13	4
Total	**17**	**6**

Notes to the Standalone Financial Statements

Note: 46 - Business combination:

A Pursuant to the Share Purchase Agreement ["SPA"] entered into by the Company on October 30, 2024, to acquire Naturell (India) Private Limited ('NIPL'), the Company had successfully completed the acquisition of NIPL on December 2, 2024. The cost of acquisition was ₹ 3,900 Million. The same comprises of ₹ 3,690 Million as upfront consideration and additional consideration of ₹ 210 Million paid upon achievement of agreed milestones for the financial year 2024-25.

B Pursuant to the voluntary liquidation process, as approved in extra ordinary general meeting of NIPL on July 1, 2025, effective from September 20, 2025, the liquidator of NIPL has distributed the Business Undertaking of NIPL on a going concern basis to the Company. The entire business operations of NIPL have been consolidated with the Company with effect from September 20, 2025. In view of the requirements of Appendix C to Ind AS 103 "Business Combination" preceding period figures have been restated from the date of acquisition of NIPL by the Company (i.e. December 02, 2024).

C **Accounting treatment**

i. The Company has recorded all the assets, liabilities and reserves of the NIPL at their carrying values and in the same form as appearing in the Consolidated financial statement of the company as on the distribution date, by applying the principles as set out in Appendix C of Ind AS 103 'Business Combinations' and prescribed under Companies (Indian Accounting Standards) Rules, 2015 issued by the Institute of Chartered Accountants of India.

ii. Investments in equity shares of NIPL held by the company stands cancelled.

iii. Goodwill amounting to ₹ 905 million recognised on acquisition of NIPL and appearing in the consolidated financial statements has been recognised in the standalone financial statement of the company.

D **Details of net asset acquired:**

The values of identifiable assets and liabilities acquired as at the date of acquisition were:

Particulars	₹ in Million
Inventories	101
Trade receivables	177
Cash and cash equivalents	166
Property, Plant and Equipment	6
Other intangible assets	2,902
Other Assets	63
Current Liabilities	(406)
Non-Current Liabilities	(14)
Identifiable net assets acquired	**2,995**
Goodwill	**905**
Purchase consideration paid	3,690
Financial liabilities related to contingent consideration	210
Total acquisition cost	**3,900**

E **Liquidation of NIPL**

The Board of Directors of NIPL, a wholly owned subsidiary of the Company, in their meeting held on June 24, 2025 and the members of NIPL in their Extra Ordinary General meeting held on July 1, 2025 have accorded their approval for consolidation of the business of NIPL, to be carried out under the provisions of Insolvency and Bankruptcy Code, 2016 through voluntary liquidation process. Pursuant to the ongoing liquidation process, the liquidator of NIPL has transferred the entire business undertaking to the Company on a going concern basis on and with effect from September 20 2025. Accordingly, NIPL ceases to be subsidiary of the company effective from September 20, 2025.

Notes to the Standalone Financial Statements

Note: 47 - Analytical Ratios:

Sr. No.	Ratio	Numerator	Denominator	FY 2025-2026	FY 2024-2025	% of variance	Refer note
1	Current Ratio (in times)	Current Assets	Current Liabilities	1.08	0.66	64%	i
2	Debt-Equity Ratio (in times)	Total Debt	Equity	0.04	0.03	33%	ii
3	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	6.26	9.27	(32%)	iii
4	Return on Equity Ratio (in %)	Net Profits after taxes	Average shareholder equity	0.93	0.74	26%	iv
5	Inventory turnover ratio (in times)	Net Sales	Average Inventory	19.46	17.34	12%	–
6	Trade Receivables turnover ratio (in times)	Net Sales	Average Trade Receivables	20.56	19.75	4%	–
7	Trade payables turnover ratio (in times)	Net Purchases	Average Trade Payables	11.80	10.66	11%	–
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	67.74	(5.55)	(1,321%)	v
9	Net profit ratio (in %)	Net Profits	Net Sales	7.12	9.49	(25%)	vi
10	Return on Capital employed (in %)	Earnings before interest and taxes	Average Capital Employed	1.70	1.07	59%	vii
11	Return on investments (in %)						
a	Fixed Deposits	Income generated from investments	Time weighted average of investments	5.75	6.50	(12%)	–
b	Mutual funds	Income generated from investments	Time weighted average of investments	5.44	6.58	(17%)	–

Notes:

i Mainly due to reduction in current borrowings.

ii Mainly due to increase in total borrowings.

iii Mainly due to increase in finance cost on account of proceeds from borrowings.

iv Mainly due to increase in net profits.

v Mainly due to reduction in current liabilities and increase in sale of products.

vi Mainly due to increase in finance cost, depreciation and exceptional items.

vii Mainly due to increase in earnings before interest and taxes.

Note: 48 - Disclosure of Transaction with Struck Off Companies:

The Company did not have any material transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the current and previous financial year.

Note: 49 - Other Statutory Information:

[a] The Company has not advanced or loaned or invested funds [either from borrowed funds or share premium or any other sources or kind of funds] to any other persons or entities, including foreign entities [Intermediaries], with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company [Ultimate Beneficiaries] or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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Notes to the Standalone Financial Statements

[b] The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

[c] The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. The audit trail has been preserved by the company as per the statutory requirements for record retention.

[d] The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

[e] No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions [Prohibition] Act, 1988 (45 of 1988) and the rules made thereunder.

[f] The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

[g] The Company does not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

[h] The Company has complied with the number of layers prescribed under clause [87] of section 2 of the Act read with Companies [Restriction on number of Layers] Rules, 2017.

[i] No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

[j] The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 [such as, search or survey or any other relevant provisions of the Income Tax Act, 1961].

Note: 50

Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Signatures to Material Accounting Policies and Notes 1 to 50 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

For and on behalf of the Board

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Independent Auditors' Report

To the Members of **Zydus Wellness Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of Zydus Wellness Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprises of the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements 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 on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Assessment of impairment of Goodwill amounting to ₹ 49,419 Millions and Intangible assets having indefinite useful life amounting to ₹ 5,387 Millions respectively (Refer Note 3 of the Consolidated Financial Statements)** The Group's evaluation of goodwill and intangible assets for impairment testing, involves the comparison of its recoverable amount to its carrying amount as at March 31, 2026. The Group has carrying value of goodwill and intangible assets amounting to ₹ 49,419 and ₹ 5,387 Millions respectively in its Consolidated financial statements relating to Consumer Health & Wellness Cash Generating Units ("CGU's"). These intangibles are subject to test of impairment by the management in accordance with the applicable accounting standards. The recoverable amount is determined based on value in use, which represents the present value of the estimated future cash flows expected to arise from the use of the asset group comprising each cash generating unit or group of cash generating units. There is a risk that the goodwill / intangible assets will be impaired if these cash flows do not meet the Group's expectations.	**Principal Audit Procedures** Procedures performed by us have been enumerated herein below: • Assessed the appropriateness of the accounting policies in respect of impairment by comparing with the applicable accounting standards. • Evaluated the design, tested the implementation and operating effectiveness of the internal controls over impairment assessment process, including those over the forecast of future revenues, operating margins, growth rate and terminal values, external market conditions and the selection of the appropriate discount rate. Gained an understanding and assessed the reasonableness of business plans by comparing them to prior year's assumptions; • Tested the reasonableness of the key business projections and valuation assumptions carried out by the management / independent valuer in determining the fair value of the CGU, discount rate, revenue growth rate, EBITDA growth rate, terminal growth rate used in computing the fair value of the components.

Sr. No.	Key Audit Matter	Auditor's Response
	In addition to significance of the amounts involved, management's assessment process is complex as it involves significant judgement in determining the assumptions to be used to estimate the forecasted cash flows, principally relating to long-term revenue growth rates, terminal values, margins, external market conditions and the discount rate used. Considering the materiality of amounts involved together with the inherent subjectivity related to principal assumptions, which are dependent on current and future economic factors and trading conditions varying for different economic and geographical territories, assessment of carrying value of goodwill and intangible assets is considered to be complex and determined to be a key audit matter in our current year audit.	• Performed retrospective review of projections by comparison with historical performance, inquiries with management and forecast trends in the industry. • Considered sensitivity to reasonable possibility of changes in the key assumptions and inputs to ascertain whether these possible changes have a material effect on the fair value.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

- The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Business Responsibility and Sustainability Report, Corporate Governance Report and Directors' Report, but does not include the consolidated financial statements, the standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, the Consolidated financial performance and the changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for 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 judgements 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, the respective Company's management and Board of Directors of the entities included in the Group is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements 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 statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the Consolidated financial statements, 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.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of management's 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 statements 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.

e) Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 8 subsidiaries included in the Consolidated financial statements, whose financial statements reflect [the figures reported below are before giving effect to consolidation adjustments] total assets of ₹ 67,437 million as at March 31, 2026, total revenues of ₹ 39,111 million, total net profit after tax of ₹ 1,462 million, total comprehensive income of ₹ 1,461 million and net cash inflows amounting to ₹ 120 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our opinion on the Consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting with reference to the financial statements of the Holding Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in the Annexure -A, which is based on the auditors' reports of the Holding Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those Companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

  i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

  ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

  iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2026.

  iv. (a) The respective managements of the Holding Company and its subsidiaries, which are companies incorporated in India, whose financial statement have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, to the best of their knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries or in any other person(s) or entity(ies), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

  (b) The respective Managements of the Holding Company and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, to the best of their knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries, with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The dividend proposed in the previous year, declared and paid during the year by the Holding Company, is in accordance with Section 123 of the Act, as applicable.

As stated in notes to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, the Company and its Indian subsidiaries have used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and the respective auditors of above referred subsidiaries did not come across any instances of the audit trail feature being tempered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by other auditors of its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Mukesh M. Shah
Partner
Membership No.: 030190
UDIN: 26030190HJOWPE6415

Place: Ahmedabad
Date: May 18, 2026

"ANNEXURE A" TO THE AUDITORS' REPORT

Report on the Internal Financial Control clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of Zydus Wellness Limited (hereinafter referred to as "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion 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 referred to in the Other Matter paragraph below, the Holding company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 3 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Mukesh M. Shah
Partner
Membership No.: 030190
UDIN: 26030190HJOWPE6415

Place: Ahmedabad
Date: May 18, 2026

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Consolidated Balance Sheet

as at March 31, 2026

₹ in Million

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS:			
Non-current assets:			
Property, plant and equipment	3 [A]	3,153	2,904
Capital work-in-progress	3 [C]	231	151
Goodwill	3 [B]	49,419	40,105
Other intangible assets	3 [B]	33,387	8,240
Financial assets:			
Investments	4	9	7
Loans	5	2	–
Other financial assets	6	60	46
Deferred tax assets [net]	7	1,179	1,447
Other non-current assets	8	1,870	414
Assets for tax [net]	9	101	63
Total Non-Current Assets		**89,411**	**53,377**
Current assets:			
Inventories	10	7,638	5,175
Financial assets:			
Investments	11	42	357
Trade receivables	12	3,838	3,670
Cash and cash equivalents	13 [A]	1,106	667
Bank balances other than cash and cash equivalents	13 [B]	5	72
Loans	14	35	13
Other current financial assets	15	459	198
Other current assets	16	544	890
Total Current Assets		**13,667**	**11,042**
Total Assets		**1,03,078**	**64,419**
EQUITY AND LIABILITIES:			
EQUITY:			
Equity share capital	17	636	636
Other equity	18	57,624	56,080
Total Equity		**58,260**	**56,716**
LIABILITIES:			
Non-current liabilities:			
Financial liabilities:			
Borrowings	19	30,349	–
Lease liabilities	47	121	14
Other financial liabilities	20	449	18
Provisions	21	294	212
Deferred tax liabilities	7	6,320	–
Other non-current liabilities	22	–	4
Total Non-Current Liabilities		**37,533**	**248**
Current liabilities:			
Financial liabilities:			
Borrowings	23	1,515	1,850
Lease liabilities	47	43	19
Trade payables:			
Dues to Micro and Small Enterprises	24	334	493
Dues to other than Micro and Small Enterprises	24	4,280	3,795
Other financial liabilities	25	302	355
Other current liabilities	26	418	497
Provisions	27	392	446
Current tax liabilities [Net]		1	–
Total Current Liabilities		**7,285**	**7,455**
Total Liabilities		**44,818**	**7,703**
Total Equity and Liabilities		**1,03,078**	**64,419**
Material Accounting Policies	2		
Notes to the Consolidated Financial Statements	3 to 50		

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

For and on behalf of the Board

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Consolidated Statement of Profit and Loss

for the year ended March 31, 2026

₹ in Million

Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
INCOME:			
Revenue from operations	30	39,610	27,089
Other income	31	64	136
Total Income		**39,674**	**27,225**
EXPENSES:			
Cost of materials consumed		12,123	11,845
Purchases of stock-in-trade		4,164	1,440
Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(618)	(504)
Employee benefits expense	33	3,130	2,372
Finance costs	34	981	120
Depreciation and amortisation expense	3 [A], 3 [B]	1,467	284
Other expenses	35	15,788	8,138
Net [gain]/ loss on foreign currency transactions		(74)	1
Total Expenses		**36,961**	**23,696**
Profit before exceptional items and tax		**2,713**	**3,529**
Less: Exceptional items	36	408	(59)
Profit before Tax		**2,305**	**3,588**
Less: Tax expense:			
Current tax	37	306	2
Deferred tax	37	27	117
		333	**119**
Profit for the year		**1,972**	**3,469**
OTHER COMPREHENSIVE INCOME [OCI]:			
Items that will not be reclassified to profit or loss:			
Re-measurement loss on post employment defined benefit plans		(5)	(6)
Income tax effect	37	1	1
Items that will be reclassified to profit or loss:			
Exchange differences on translation of financial statement of a foreign operations		(42)	(5)
Other Comprehensive Loss for the year [net of tax]		**(46)**	**(10)**
Total Comprehensive Income for the year [net of tax]		**1,926**	**3,459**
Profit attributable to:			
Owners of the parent		1,972	3,469
Other Comprehensive Income Attributable to:			
Owners of the parent		(46)	(10)
Total Comprehensive Income Attributable to:			
Owners of the parent		1,926	3,459
Basic & diluted Earnings per equity share [EPS] [in ₹]	38	6.20	10.90
Material Accounting Policies	2		
Notes to the Consolidated Financial Statements	3 to 50		

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Mukesh M. Shah	**Dr. Sharvil P. Patel**	**Tarun Arora**	**Umesh V. Parikh**	**Nandish P. Joshi**
Partner	Chairman	CEO & Whole Time Director	Chief Financial Officer	Company Secretary
Membership Number: 030190	DIN: 00131995	DIN: 07185311		Membership Number: A39036
Place: Ahmedabad	Place: Ahmedabad	Place: Ahmedabad	Place: Ahmedabad	Place: Ahmedabad
Date: May 18, 2026	Date: May 18, 2026	Date: May 18, 2026	Date: May 18, 2026	Date: May 18, 2026

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Consolidated Cash Flow Statement

for the year ended March 31, 2026

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash flows from operating activities		
Profit before tax	**2,305**	**3,588**
Adjustments for:		
Depreciation and amortisation expense	1,467	284
Net loss on disposal of Property, plant and equipment	1	3
Expected credit loss on trade receivables [net]	21	3
Net loss on investments in subsidiary under liquidation	–	1
Net gain on sale of investments	(38)	(98)
Interest income	(14)	(31)
Interest expense, bank commission and charges	981	120
Exchange rate fluctuation and other related adjustments arising on consolidation	(44)	–
Effect of foreign exchange movement in loans	–	2
Amortisation of deferred revenue on Government grants	(5)	(3)
Provision for employee benefits	97	49
Provisions for probable product expiry claims and return of goods	(97)	121
Operating profit before working capital changes	**4,674**	**4,039**
Adjustment for:		
Decrease/ [Increase] in trade receivables	66	(653)
[Increase]/ Decrease in other assets	(538)	353
Increase in inventories	(748)	(398)
Decrease in other liabilities	(353)	(83)
[Decrease]/ Increase in trade payables	(538)	513
Cash generated from operations	**2,563**	**3,771**
Income taxes paid [net of refunds]	(299)	29
Net cash from operating activities	**2,264**	**3,800**
B. Cash flows from investing activities:		
Purchase of Property, plant and equipment and Other intangible assets [including payment towards capital work-in-progress and capital advances]	(1,017)	(663)
Purchase of Non-current investment in subsidiary	(28,498)	(3,690)
Purchase of Non-current investment in other than subsidiary	(2)	–
Proceeds from sale of property, plant and equipment	8	10
Proceeds from disposal of non-current investments in subsidiary	–	2
Repayment of loan by other than related party	1	1
Loan given to other than related party	(25)	–
Proceeds from liquid mutual funds [net]	353	510
Proceeds from non-current fixed deposit [net]	–	37
Change in Bank balances (including fixed deposits) not considered as cash and cash equivalents	67	1,526
Interest received	14	31
Net cash used in investing activities	**(29,099)**	**(2,236)**

Consolidated Cash Flow Statement

for the year ended March 31, 2026

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
C. Cash flows from financing activities:		
Proceeds from non-current borrowings	28,897	–
Repayment of non-current borrowings	(253)	–
Current Borrowings [net - (repayment)/ taken]	(350)	(1,390)
Repayment of lease liabilities	(60)	(19)
Interest paid	(868)	(136)
Dividend paid	(382)	(318)
Net cash from/ [used in] financing activities	**26,984**	**(1,863)**
Net increase/ [decrease] in cash and cash equivalents [A+B+C]	**149**	**(299)**
Cash and cash equivalents at the beginning of the year	**667**	**800**
Cash and cash equivalents of the acquired subsidiary	**271**	**166**
Effect of foreign exchange rate changes on Cash and cash equivalents	**19**	**–**
Cash and cash equivalents at the end of the year	**1,106**	**667**

Notes to the Cash Flow Statement

1. The above cash flow statement has been prepared under the "Indirect method" as set out in Ind AS-7 "Statement of Cash Flows".
2. All figures in brackets are outflows.
3. Previous year's figures have been regrouped wherever necessary.
4. Summary of Cash and cash equivalents, bank balances and liquid mutual funds :

₹ in Million

Particulars	Note No.	As at March 31		
		2026	2025	2024
a. Cash and cash equivalents	13 [A]	1,106	667	800
b. Bank balances other than cash and cash equivalents	13 [B]	5	72	1,595
c. Investment in liquid mutual funds	11	42	357	769
Total		**1,153**	**1,096**	**3,164**

5. Change in liability arising from financing activities:

₹ in Million

Particulars	Borrowings [Refer note 19 and 23]		
	Non-Current	Current	Total
As at March 31, 2024	**–**	**3,240**	**3,240**
Cash Flow [net]	–	(1,390)	(1,390)
As at March 31, 2025	**–**	**1,850**	**1,850**
Cash Flow [net]	28,644	(350)	28,294
Foreign exchange movement	1,666	–	1,666
Non-cash movement	54	–	54
As at March 31, 2026	**30,364**	**1,500**	**31,864**

For movement of lease liabilities, Refer Note 47.

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

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Consolidated Statement of Changes in Equity

for the year ended March 31, 2026

A Equity Share Capital:

	Face value [₹]	No. of Shares	₹ in Million
Equity Shares Issued, subscribed and fully paid-up: [Refer Note 44]			
As at March 31, 2024	**10**	**63,632,144**	**636**
As at March 31, 2025	**10**	**63,632,144**	**636**
As at March 31, 2026	**2**	**318,160,720**	**636**

B Other Equity:

₹ in Million

Particulars	Reserves and Surplus			Items of OCI	Total
	Securities Premium	General Reserve	Retained Earnings	Foreign currency translation reserves	
As at March 31, 2024	**35,370**	**450**	**17,117**	**2**	**52,939**
Add: Profit for the year	–	–	3,469	–	3,469
Less: Other Comprehensive Loss	–	–	(5)	(5)	(10)
Total Comprehensive Income/ [Loss]	–	–	3,464	(5)	3,459
Transactions with Owners in their capacity as owners:					
Less: Dividends	–	–	(318)	–	(318)
As at March 31, 2025	**35,370**	**450**	**20,263**	**(3)**	**56,080**
Add: Profit for the year	–	–	1,972	–	1,972
Less: Other Comprehensive Loss	–	–	(4)	(42)	(46)
Total Comprehensive Income/ [Loss]	–	–	1,968	(42)	1,926
Transactions with Owners in their capacity as owners:					
Less: Dividends	–	–	(382)	–	(382)
As at March 31, 2026	**35,370**	**450**	**21,849**	**(45)**	**57,624**

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

For and on behalf of the Board

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Notes to the Consolidated Financial Statements

Note: 1 - Group Overview:

The consolidated financial statements comprise financial statements of Zydus Wellness Limited ["the Parent"] [CIN: L15201GJ1994PLC023490] and its Subsidiaries [collectively, "the Group"] for the year ended as at March 31, 2026. The Group operates as an integrated consumer Group with business encompassing the entire value chain in the development, production, marketing and distribution of health and wellness products. The product portfolio of the Group includes brands like Sugar Free, I'm lite, Everyuth, Nutralite, Complan, Glucon-D, Nycil, Sampriti Ghee, RiteBite and its sub-brands, WeightWorld, Maxmedix and Animigo. The Parent's shares are listed on the National Stock Exchange of India Limited [NSE] and BSE Limited [BSE]. The registered office of the Parent is located at Zydus Corporate Park, Scheme No. 63, Survey No. 536 Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad 382481. These financial statements were authorised for issuance in accordance with a resolution passed by Board of Directors at its meeting held on May 18, 2026.

Note: 2 - Material Accounting Policies:

A The following note provides list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

1 Basis of Preparation:

A The Consolidated financial statements have been prepared in all material aspects in accordance with the Indian Accounting Standards [Ind AS] notified under section 133 of the Companies Act ,2013 read with [Indian Accounting Standards] Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.

B The financial statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair value at the end of the reporting periods:

- i Derivative financial instruments
- ii Certain financial assets and liabilities measured at fair value [refer accounting policy regarding financial instruments]
- iii Defined benefit plans
- iv Contingent consideration

2 Basis of Consolidation:

A The consolidated financial statements comprise the financial statements of the Parent and its subsidiaries as at March 31, 2026. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- **a** Power over the investee [i.e. existing rights that give it the current ability to direct the relevant activities of the investee]
- **b** Exposure, or rights, to variable returns from its involvement with the investee and
- **c** The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- **a** The contractual arrangement with the other vote holders of the investee.
- **b** Rights arising from other contractual arrangements.
- **c** The Group's voting rights and potential voting rights.
- **d** The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

B The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

C Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

D The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different

Notes to the Consolidated Financial Statements

from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary.

3 Business Combinations and Goodwill:

A Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred at acquisition date fair value. Acquisition related costs are recognised in profit or loss as accrued.

B At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the Deferred tax assets or liabilities and the assets or liabilities related to employee benefit arrangements acquired in a business combination are recognised and measured in accordance with Ind AS-12 "Income Tax" and Ind AS-19 "Employee Benefits" respectively.

C When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

D Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS-109 "Financial Instruments", is measured at fair value with changes in fair value recognised in Statement of profit and loss. If the contingent consideration is not within the scope of Ind AS-109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequently its settlement is accounted for within equity.

E Goodwill is initially measured at the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as Capital Reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as Capital Reserve, without routing the same through OCI.

F After initial recognition, Goodwill is not amortised. Goodwill is accordingly recognised at original value less any accumulated impairment. For the purpose of impairment testing, Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

G A cash generating unit to which Goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any Goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for Goodwill is recognised in Statement of profit and loss. An impairment loss recognised for Goodwill is not reversed in subsequent periods.

H If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

I Wherever any business combination is governed by the Scheme approved by the Hon'ble High Court/ National Company Law Tribunal [NCLT], the business combination is accounted for as per the accounting treatment sanctioned in the Scheme. Goodwill arising on such business combination is amortised over the period, as provided in the Scheme, as approved by the Hon'ble High Court or NCLT.

Notes to the Consolidated Financial Statements

4 Use of key Estimates and Judgements:

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Critical accounting judgments and estimates:

A Taxes on Income:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions and possibility of utilisation of Minimum Alternate Tax [MAT] credit in future. [Refer Note 37]

B Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. [Refer Note 2 (9)]

C Impairment of goodwill and intangible assets:

Significant judgments are involved in determining the estimated future cash flows from the Investments, Property, Plant and Equipment and Goodwill to determine their value in use to assess whether there is any impairment in their carrying amounts as reflected in the financials. [Refer Note 2 (13)]

D Employee Benefits:

Actuarial valuation involves key assumptions of life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans. [Refer Note 21]

E Product warranty and expiry claims:

Significant judgments are involved in determining the estimated stock lying in the market with product shelf life and estimates of likely claims on account of expiry of such unsold goods lying with stockist. [Refer Note 27]

F Contingent liabilities:

Significant judgment is involved in determining whether there is a possible obligation, that may, but probably will not require an outflow of resources. [Refer Note 28]

5 Foreign Currency Transactions:

The Group's consolidated financial statements are presented in Indian Rupees [₹], which is the functional currency of the Parent Company. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. For subsidiaries whose operations are substantially self-contained and integrated within their respective countries or regions, the functional currency has been determined to be the local currency of the country or region in which the respective subsidiary operates. The determination of functional currency is based on the currency of the economic environment in which the subsidiary primarily conducts its business, generates cash flows, and incurs its expenses.

A The transactions in foreign currencies are translated into functional currency by the Group's entities at their respective functional currency rate of exchange prevailing on the dates of transactions.

B Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss.

C Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis.

D Investments in foreign companies are recorded in functional currency at the rates of exchange prevailing at the time when the investments were made.

E Group Companies:

On consolidation, the assets and liabilities of foreign operations are translated into ₹ at the rate of exchange prevailing at the reporting date and their Statements of profit and loss are translated at average exchange rates prevailing during the year. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in the statement of profit and loss.

6 Revenue Recognition:

A The following is the accounting policy related to revenue recognition under Ind AS 115.

a Sale of Goods:

Revenue from the sale of goods is recognized as revenue on the basis of customer contracts and the performance obligations contained therein. Revenue is recognised at a point in time when the control of goods or services is transferred to a customer. Control lies with the customer if the customer can independently determine the use of and consume the benefit derived from a product or service. Revenues from product deliveries are recognised at a point in time based on an overall assessment of the existence of a right to payment, the allocation of ownership rights. The goods are often sold with volume discounts/ pricing incentives/ chargebacks/ rebates and customers have a right to return damaged or expired products. Revenue from sales is based on the price in the sales contracts/ MRP, net of discounts, chargebacks and other similar allowances. When a performance obligation is satisfied, Revenue is recognised with the amount of the transaction price [excluding estimates of variable consideration] that is allocated to that performance obligation. These are calculated on the basis of historical experience and the specific terms in the individual contracts. Historical experience, specific contractual terms and future expectations of sales returns are used to estimate and provide for damage or expiry claims. No element of financing is deemed present as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Group.

b Service Income:

Service income is recognised as per the terms of contracts with the customers when the related services are performed as per the stage of completion or on the achievement of agreed milestones and are net of indirect taxes, wherever applicable.

c Interest Income:

Interest income primarily comprises of interest from term deposits with banks and on loans given. Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

d Other Income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

7 Government Grants:

A Government grants are recognised only when there is a reasonable assurance that the conditions attached to them will be complied with, and the grants will be received.

B Government grants related to revenue are recognised on a systematic and gross basis in the Statement of Profit and Loss over the period during which the related costs intended to be compensated are incurred.

C Government grants related to assets are recognised as income in equal amounts over the expected useful life of the related asset.

8 Taxes on Income:

Tax expenses comprise of current and deferred tax.

A Current Tax:

a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961 for Indian entities or provisions of respective countries where the Group operates and generates taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b Current tax items are recognised in correlation to the underlying transaction either in profit or loss, Other Comprehensive Income (OCI) or directly in equity.

B Deferred Tax:

a Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

b Deferred tax liabilities are recognised for all taxable temporary differences.

Notes to the Consolidated Financial Statements

c Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

e Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

f Deferred tax items are recognised in correlation to the underlying transaction either in profit or loss, OCI or directly in equity.

g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

h Minimum Alternate Tax [MAT] paid in a year is charged to the Statement of Profit and Loss as current tax.

i The Group recognizes MAT credit available as an asset only when and to the extend there is a convincing evidence of actual utilisation of such credit and also based on historical experience that the Group will pay normal income tax during the specified period i.e., the period for which MAT credit is allowed to be carried forward. Such asset, if any recognised, is reviewed at each balance sheet date and the carrying amount is written down to the extent there is no longer a convincing evidence that the Group will be liable to pay normal tax during the specified period.

9 Property, Plant and Equipment:

A Freehold land is carried at historical cost less impairment, if any. All other items of Property, Plant and Equipment are stated at historical cost of acquisition/construction less accumulated depreciation and impairment loss. Historical cost [Net of Input tax credit received/ receivable] includes related expenditure and pre-operative & project expenses for the period up to completion of construction/ assets are ready for its intended use, if the recognition criteria are met and the present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs charged to the statement of profit and loss during the reporting period in which they are incurred, unless they meet the recognition criteria for capitalisation under Property, Plant and Equipment.

B Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognised separately as independent items and are depreciated over their estimated economic useful lives.

C Depreciation on tangible assets is provided on "straight line method" based on the useful lives as prescribed under Schedule II of the Companies Act, 2013 which may be different for foreign entities. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods.

The estimated useful lives are as follows:

Asset Class	No. of years
Leasehold Land and Building	Over the period of lease
Buildings	30 to 60 Years
Plant and Equipment	3 to 15 Years
Furniture, Fixtures and Office equipment	5 to 10 Years
Vehicles	5 to 8 Years

D Depreciation on impaired assets is calculated on its residual value, if any, on a systematic basis over its remaining useful life.

E Depreciation on additions/ disposals of the Property, Plant and Equipment during the year is provided on pro-rata basis according to the period during which assets are used.

F Where the actual cost of purchase of an asset is below ₹ 10,000/-, the depreciation is provided at 100%.

Notes to the Consolidated Financial Statements

G Capital work in progress is stated at cost less accumulated impairment loss, if any.

H An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the statement of profit and loss when the asset is derecognised.

10 Intangible Assets:

A Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

B Internally generated intangibles are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

C Technical Know-how Fees, Trademark and other similar rights are amortised using "straight line method" over their estimated useful life.

D Capitalised cost incurred towards purchase/development of software is amortised using straight line method over its useful life as estimated by the management at the time of capitalisation.

E Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

F An item of intangible asset initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the statement of profit and loss when the asset is derecognised.

The estimated useful lives are as follows:

Asset Class	No. of years
Brands/ Trademarks/ Other intangibles	5 to 15 Years
Technical Know-how, Commercial Rights	3 to 10 Years
Computer Software	3 to 5 Years

11 Research and Development Cost:

A Expenditure on research is charged to the Statement of Profit and Loss of the year in which it is incurred.

B Capital expenditure on research and development equipment is given the same treatment as Property, Plant and Equipment.

12 Borrowing Costs:

A Borrowing costs consist of interest and other borrowing costs that are incurred in connection with the borrowing of funds. Other borrowing costs include ancillary charges at the time of acquisition of a financial liability, which is recognised as per Effective Interest Rate [EIR] method. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

B Borrowing costs that are directly attributable to the acquisition/ construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

13 Impairment of Non Financial Assets:

The Property, Plant and Equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, the assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or Groups of assets [cash generating units]. Non-financial assets other than goodwill that suffered an impairment loss are reviewed for possible reversal of impairment at the end of each reporting period. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

14 Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product

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to its present location and condition are accounted for as follows:

A Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods, Stock-in-Trade and Works-in-Progress are valued at lower of cost and net realisable value.

B Cost [Net of Input tax credit availed] of Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods, Stock-in-Trade and Work-in-Progress is determined on Moving Average Method.

C Costs of Finished Goods and Works-in-Progress are determined by taking material cost [Net of Input tax credit availed], labour and relevant appropriate overheads based on the normal operating capacity, but excluding borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Write down of inventories to net realisable value is recognised as an expenses and included in "Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade" and "Cost of Material Consumed" in the relevant note in the Statement of Profit and Loss.

15 Cash and Cash Equivalents:

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and demand deposits with banks.

16 Provisions, Contingent Liabilities and Contingent Assets:

A Provisions are recognised when the Group has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

B If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

17 Provision for Product Expiry Claims:

Provisions for product expiry related costs are recognised when the product is sold to the customer. Initial recognition is based on historical experience. The initial estimate of product expiry claim related costs is revised annually.

18 Employee Benefits:

A Short term obligations:

Liabilities for wages and salaries, including leave encashment that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

B Long term employee benefits obligations:

a Leave Wages and Sick Leave:

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months period after the end of the period in which the employees render the related service. They are therefore, measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method, as determined by actuarial valuation, performed by an independent actuary. The benefits are discounted using the market yields at the end of reporting period that have the terms approximating to the terms of the related obligation. Gains and losses through re-measurements are recognised in statement of profit and loss.

b Defined Benefit Plans:

Gratuity:

The Group operates a defined benefit gratuity plan with contributions to be made to a separately administered fund through Life Insurance Corporation of India through Employees Group Gratuity Plan. The Liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit plan obligation at the end of the reporting period less the fair value of the plan assets. The Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at the end of the reporting period using the projected unit credit method.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to the market yields at the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discounting rate to the net balance of the defined benefit obligation and the fair value of plan assets. Such costs are included in employee benefit expenses in the statement of Profit and Loss.

Re-measurements gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in the period in which they occur directly in "Other Comprehensive Income" and are included in retained earnings in the Statement of Changes in Equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

i Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

ii Net interest expense or income.

Group administered Provident Fund:

In case of a specified class of employees, who are eligible to receive benefits of Group administered provident funds, such contributions are deposited to Employee's Provident Fund Trust. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government. The group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. Contributions to such provident fund are recognised as employee benefits expenses when they are due in the statement of profit and loss.

c Defined Contribution Plans–Provident Fund Contribution:

Specified class of employees receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the entities make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The Group have no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employees benefit expenses when they are due in the statement of profit and loss.

C Employee Separation Costs:

The compensation paid to the employees under Voluntary Retirement Scheme is expensed in the year of payment.

19 Dividends :

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend is recorded as liability on the date of declaration by the Parent's Board of Directors.

20 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial assets:

a Initial recognition and measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognised on the settlement date, i.e., the date that the Group settles to purchase or sell the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

b Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified into four categories as follows:

i Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

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After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate [EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of profit and loss.

ii **Debt instruments at fair value through other comprehensive income [FVTOCI]:**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objectives of both collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii **Debt instruments and derivatives at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iv **Equity instruments:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income . The Group has made such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c **Derecognition:**

A financial asset [or, where applicable, a part of a financial asset] is primarily derecognised [i.e. removed from the Group's balance sheet] when:

i The rights to receive cash flows from the asset have expired, or

ii "The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either [a] the Group has transferred substantially all the risks and rewards of the asset, or [b] the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. When the Group has transferred the risk and rewards of ownership of the financial asset, the same is derecognised.

Notes to the Consolidated Financial Statements

d Impairment of financial assets:

In accordance with Ind AS 109, the Group applies expected credit loss [ECL] model for measurement and recognition of impairment loss on trade receivables or any contractual right to receive cash or another financial asset.

The Group follows 'simplified approach' for recognition of impairment loss allowance for trade receivables or any contractual right to receive cash or another financial asset. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it requires the Group to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance , i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics.

B Financial liabilities:

a Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b Subsequent measurement:

Subsequently all financial liabilities are measured at amortised cost, using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

c Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d Embedded derivatives:

An embedded derivative is a component of a hybrid [combined] instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes

Notes to the Consolidated Financial Statements

in fair value recognised in profit or loss, unless designated as effective hedging instruments.

C Reclassification of financial assets:

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.

D Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

21 Fair Value Measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a In the principal market for the asset or liability, or

b In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a Level 1 - Quoted [unadjusted] market prices in active markets for identical assets or liabilities

b Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

22 Leases:

As a lessee:

For any new contracts entered into, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset [the underlying asset] for a period of time in exchange for consideration.

Measurement and recognition of leases as a lessee:

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date [net of any incentives received].

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments [including in substance fixed], variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes to the in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in Statement of Profit and Loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included in property, plant and equipment."

As a lessor:

As a lessor the Group classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

23 Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group.

24 Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss [excluding other comprehensive income] for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits [consolidation of shares] that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss [excluding other comprehensive income] for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

25 Assets Held for Sale

Assets and liabilities of disposal groups held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less cost to sell includes use of management estimates and assumptions. The fair value of the disposal groups is estimated using valuation techniques [including income and market approach] which includes unobservable inputs.

B Recent Accounting Pronouncements:

The Ministry of Corporate Affairs [MCA] notifies new standards or amendments to existing standards under the Companies [Indian Accounting Standards] Rules from time to time. MCA has notified amendments to Ind AS 1 – Presentation of Financial Statements [classification of liabilities as Current or Non-current, including liabilities with covenants], Ind AS 12 – Income Taxes [International Tax Reform – Pillar Two Model Rules], Ind AS 21 – The Effects of Changes in Foreign Exchange Rates [Lack of Exchangeability] and Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures [Supplier Finance Arrangements], effective from April 1, 2025. The Group has reviewed these amendments and based on its evaluation, has determined that they do not have any material impact on the consolidated financial statements. In accordance with the amendments to Ind AS 12 [International Tax Reform – Pillar Two Model Rules], the Group has applied the mandatory temporary relief from recognition of deferred tax, as required under the standard.

New standards or amendments not yet adopted:

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1. The amendments clarify that lender waivers obtained after the reporting date cannot be considered for the purpose of classifying liabilities as current or non current and require retrospective application in accordance with Ind AS 8. These amendments are effective for reporting periods beginning on or after April 1, 2026. The Group does not expect any material impact on its financial statements.

Notes to the Consolidated Financial Statements

Note: 3 - Property, Plant and Equipment & Intangible Assets:

[A] Property, plant and equipment:

₹ in Million

Particulars	Freehold Land	Leasehold Land [*]	Buildings [*]	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross Block:								
As at March 31, 2024	**624**	**58**	**1,138**	**2,584**	**84**	**65**	**58**	**4,611**
Additions	–	–	136	137	2	20	3	298
Disposals	–	–	–	(74)	(5)	(13)	–	(92)
Acquired through business combination [**]	–	–	–	4	2	–	–	6
Reclassified from Asset held for sale [$]	–	104	426	–	–	–	–	530
As at March 31, 2025	**624**	**162**	**1,700**	**2,651**	**83**	**72**	**61**	**5,353**
Additions	–	–	173	219	27	28	13	460
Disposals	–	–	–	(26)	–	(13)	–	(39)
Acquired through business combination [***]	–	–	60	5	–	–	1	66
Other adjustments	–	–	5	1	–	1	–	7
As at March 31, 2026	**624**	**162**	**1,938**	**2,850**	**110**	**88**	**75**	**5,847**
Depreciation and Impairment:								
As at March 31, 2024	**–**	**8**	**255**	**1,759**	**56**	**29**	**37**	**2,144**
Depreciation for the year	–	2	63	129	4	6	7	211
Disposals	–	–	–	(68)	(4)	(7)	–	(79)
Reclassified from Asset held for sale [$]	–	10	163	–	–	–	–	173
As at March 31, 2025	**–**	**20**	**481**	**1,820**	**56**	**28**	**44**	**2,449**
Depreciation for the year	–	2	102	147	5	7	8	271
Disposals	–	–	–	(22)	–	(8)	–	(30)
Other adjustments	–	–	3	1	–	–	–	4
As at March 31, 2026	**–**	**22**	**586**	**1,946**	**61**	**27**	**52**	**2,694**
Net Block:								
As at March 31, 2025	**624**	**142**	**1,219**	**831**	**27**	**44**	**17**	**2,904**
As at March 31, 2026	**624**	**140**	**1,352**	**904**	**49**	**61**	**23**	**3,153**

Notes to the Consolidated Financial Statements

Note: 3 - Property, Plant and Equipment & Intangible Assets: (Contd...)

[B] Intangible assets:

₹ in Million

Particulars	Goodwill	Other intangible assets				Total
		Brand/ Trade Mark	Softwares	Commercial Rights	Technical Know-how [#]	
Gross Block:						
As at March 31, 2024	**39,200**	**5,388**	**137**	**1**	**0**	**5,526**
Additions	–	–	3	–	–	3
Acquired through business combination [**]	905	2,902	–	–	–	2,902
As at March 31, 2025	**40,105**	**8,290**	**140**	**1**	**0**	**8,431**
Additions	–	–	81	–	–	81
Acquired through business combination [***]	8,804	24,828	–	–	–	24,828
Other adjustments	510	1,434	–	–	–	1,434
As at March 31, 2026	**49,419**	**34,552**	**221**	**1**	**0**	**34,774**
Amortisation and Impairment:						
As at March 31, 2024	**–**	**1**	**116**	**1**	**0**	**118**
Amortisation for the year	–	65	8	–	–	73
As at March 31, 2025	**–**	**66**	**124**	**1**	**0**	**191**
Amortisation for the year	–	1,174	22	–	–	1,196
As at March 31, 2026	**–**	**1,240**	**146**	**1**	**0**	**1,387**
Net Block:						
As at March 31, 2025	**40,105**	**8,224**	**16**	**–**	**–**	**8,240**
As at March 31, 2026	**49,419**	**33,312**	**75**	**–**	**–**	**33,387**

Goodwill:

1 Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units [CGUs] those are expected to get benefit from that business combination. The carrying amount of goodwill has been allocated to Consumer Health & Wellness.

2 The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The value-in-use is determined based on specific calculations. These calculations use pre-tax cash flow projections for a CGU/ groups of CGU over a period of five years. An average of the range of key assumptions used is mentioned below. As of March 31, 2026 and March 31, 2025, the estimated recoverable amount of the CGU exceeded its carrying amount. The carrying amount of the CGU was computed by allocating the net assets to operating segments for the purpose of impairment testing. The key assumptions used for the calculations are as follows :

Particulars	As at March 31, 2026	As at March 31, 2025
Long Term Growth Rate	6% to 6.50%	6% to 6.50%
Discount Rate	11.76%	11.50%

The above discounted rate is based on the Weighted Average Cost of Capital [WACC]. These estimates are likely to differ from future actual results of operations and cash flows.

Notes to the Consolidated Financial Statements

Note: 3 - Property, Plant and Equipment & Intangible Assets: (Contd...)

[C] Ageing of Capital work-in-progress (CWIP):

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Projects in progress:		
Less than 1 year	190	133
1–2 years	38	18
2-3 years	3	-
Total Capital work-in-progress	**231**	**151**

There are no overdue or temporary suspended projects.

Project execution plans are modulated on the basis of capacity requirement assessment annually and all the projects are executed based on rolling annual plan.

Notes:

[$] Considering the long term objective, the entity's management has decided in last quarter of the previous financial year to reclassify assets located at Sitarganj in Uttarakhand from Asset Held for Sale to Property Plant and equipment.

[*] Includes right of use assets, Refer Note 47 for detailed breakup.

[**] Refer Note 45 [A]

[***] Refer Note 45 [B]

[#] Gross block and amortisation amount of Technical know-how is ₹ 200,000.

Other adjustments include adjustments on account of exchange rate difference.

Note: 4 - Investments [Non-Current]:

₹ in Million

Particulars	Face Value [*]	Nos. [**]	As at March 31, 2026	As at March 31, 2025
Investments–Others [Unquoted]				
Investments in equity instruments			3	1
Investments in debentures			6	6
Total			**9**	**7**
A Details of Investments - Others				
Investments in equity instruments [valued at fair value through OCI]:				
Others [Unquoted]:				
In fully paid-up equity shares of:				
AMP Energy Green Thirteen Private Limited	10	72,000	1	1
Torrent Urja 25 Private Limited	10	173,061	2	–
		[0]		
Investments in Compulsorily Convertible Debentures [valued at amortised cost]:				
Others [Unquoted]:				
AMP Energy Green Thirteen Private Limited	1,000	6,480	6	6
Total			**9**	**7**
B Aggregate book value of unquoted investment			9	7
C Explanations:				
a In "Face Value [*]", figures in Indian ₹, unless stated otherwise.				
b In "Nos. [**]" figures of previous year are same unless stated in [ ].				

Notes to the Consolidated Financial Statements

Note: 5 - Loans:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Loans to others	2	–
Total	**2**	**–**

Note: 6 - Other Financial Assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Security deposits	60	46
Total	**60**	**46**

Note: 7 - Deferred Tax Assets [Net]:

A. Break up of deferred tax liabilities and assets into major components of the respective balances are as under:

₹ in Million

Particulars	As at March 31, 2024	Impact for the pervious year	As at March 31, 2025	Acquired under Business combination [*]	Impact for the current year	Effect of exchange difference	As at March 31, 2026
Deferred tax liabilities:							
Depreciation	166	54	220	6,207	(182)	358	6,603
	166	**54**	**220**	**6,207**	**(182)**	**358**	**6,603**
Deferred tax assets:							
Employee benefits/ Payable to statutory authorities	50	2	52	-	59	-	111
Unabsorbed business loss and depreciation	353	(101)	252	-	79	3	334
Provision for Expiry and Breakages	73	37	110	-	(43)	-	67
Disallowance under section 40(a)(ia) of Income tax Act	6	-	6	-	(1)	-	5
Others	8	-	8	-	5	-	13
	490	**(62)**	**428**	**-**	**99**	**3**	**530**
Minimum alternative tax credit entitlement	**1,239**	**-**	**1,239**	**-**	**(307)**	**932**	**932**
Net Deferred Tax Assets	**1,563**	**(116)**	**1,447**	**(6,207)**	**(26)**	**577**	**(5,141)**

B. The Net deferred tax expense of ₹ 27 Million [₹ 117 Million for the year ended March 31, 2025] for the year has been charged in the Statement of Profit and Loss and ₹ 1 Million [₹ 1 Million for the year ended March 31, 2025] has been credited to Other Comprehensive Income.

C. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Deferred tax assets of ₹ 1,179 as at March 31, 2026 [₹ 1,447 as at March 31, 2025] and deferred tax liabilities of ₹ 6,320 as at March 31, 2026 [₹ Nil as at March 31, 2025] has been disclosed in the financial statements.

D. The Group has tax losses of ₹ 1,448 Million [March 31, 2025: ₹ 1,001 Million] which are available for offset against future taxable profits of the Group. Out of the same, ₹ 997 Million will expire in March 2029 and balance will be available for set off for indefinite period. Out of these, the Group also has unabsorbed depreciation of ₹ 116 Million [March 31, 2025: ₹ Nil] which is available for set off for indefinite period.

E. MAT Credit recognised as at March 31, 2026 is ₹ 932 Million [as at March 31, 2025: ₹ 1,239 Million]. Such MAT credit has been recognised on the basis of the assessment made by the Group's management of the profitability, operational plans in the foreseeable future.

Notes to the Consolidated Financial Statements

F. The Organisation for Economic Co operation and Development [OECD] has issued the Global Anti Base Erosion [GloBE] Model Rules for the implementation of a global minimum tax [Pillar Two]. Based on the consolidated revenues of the Group's Ultimate Parent Entity [UPE], the Group falls within the scope of Pillar Two, as it exceeds the revenue threshold prescribed under the OECD framework. Pillar Two legislation has been enacted, or substantively enacted, in several jurisdictions in which the Group operates. Based on the assessment performed using the most recent country by country reporting data and the financial statements of the constituent entities, the Group does not expect the application of Pillar Two rules to have a material financial impact on the Group. In accordance with the amendments to Ind AS 12, the Group has applied the temporary mandatory exception from accounting for deferred tax that arises from implementing Pillar Two legislation.

[*] Refer Note 45 (B)

Note: 8 - Other Non-Current Assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Capital advances	821	309
Balances with statutory authorities	1,012	105
Prepaid expenses	37	–
Total	**1,870**	**414**

Note: 9 - Assets for Tax [Net]:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Advance payment of tax [Net of provision for taxation]	101	63
Total	**101**	**63**

Note: 10 - Inventories:

[The Inventory is valued at lower of cost and net realisable value]

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Classification of Inventories:		
Raw Materials	848	673
Work-in-progress	1,044	1,673
Finished Goods	2,791	2,216
Stock-in-Trade	2,516	210
Store and Spares	121	102
Packing Materials	318	301
Total	**7,638**	**5,175**
The above includes Goods in transit as under:		
Raw Materials	–	11
Amount recognised as an expense in statement of profit and loss resulting from write-down of inventories:		
- Net of reversal of write down	197	209

Note: 11 - Investments (Current):

₹ in Million

Particulars	Nos. [*]	As at March 31, 2026	As at March 31, 2025
Investment in Mutual Funds [Unquoted] [Valued at fair value through profit or loss]			
ICICI prudential Overnight Fund DP Growth	1,389.123 [109,096.856]	2	150
ICICI prudential Liquid Fund DP Growth	98,693.699 [709,163.109]	40	207
Total		**42**	**357**

[*] In "Nos." figures of previous year are stated in [ ]

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Notes to the Consolidated Financial Statements

Note: 12 - Trade Receivables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured–Considered good	3,845	3,670
Unsecured–Credit impaired	33	23
	3,878	**3,693**
Less: Allowances for credit losses	(40)	(23)
Total	**3,838**	**3,670**

Ageing of Trade Receivables :

[A] As at March 31, 2026

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed - considered good	2,733	941	143	26	2	–	3,845
Undisputed - credit impaired	–	–	18	2	1	–	21
Disputed - considered good	–	–	–	–	–	–	–
Disputed - credit impaired	–	–	–	1	5	6	12
Total	**2,733**	**941**	**161**	**29**	**8**	**6**	**3,878**
Less: Allowances for credit losses							(40)
Trade Receivables							**3,838**

[B] As at March 31, 2025

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed - considered good	2,946	659	54	10	–	–	3,669
Undisputed - credit impaired	–	–	5	5	1	–	11
Disputed - considered good	–	–	–	–	1	–	1
Disputed - credit impaired	–	–	–	5	2	5	12
Total	**2,946**	**659**	**59**	**20**	**4**	**5**	**3,693**
Less: Allowances for credit losses							(23)
Trade Receivables							**3,670**

Note: 13 [A] - Cash and Cash Equivalents:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks	1,105	666
Cash on hand	1	1
Total	**1,106**	**667**

Notes to the Consolidated Financial Statements

Note: 13 [B] - Bank Balances other than Cash and Cash Equivalents:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Earmarked balances with bank for unclaimed dividend accounts	4	4
Fixed deposits	1	68
Total	**5**	**72**

Note: 14 - Loans:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Loans to others	35	13
Total	**35**	**13**

Note: 15 - Other Current Financial Assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Production linked incentive receivable [Refer Note 30]	108	18
GST refund receivable	32	180
Receivables from merchant and marketplaces	315	–
Other receivables	4	–
Total	**459**	**198**

Note: 16 - Other Current Assets:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
[Unsecured, Considered Good unless otherwise stated]		
Advances for goods and services	132	72
Prepaid expenses	88	31
Balances with statutory authorities	324	787
Total	**544**	**890**

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Notes to the Consolidated Financial Statements

Note: 17 - Equity Share Capital:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	₹ in Million	No. of shares	₹ in Million
Authorised:				
Equity shares of ₹ 2 each [Equity shares of ₹ 10 each as at March 31, 2025] [*]	500,000,000	1,000	100,000,000	1,000
	500,000,000	**1,000**	**100,000,000**	**1,000**
Issued, subscribed and fully paid-up:				
Equity shares of ₹ 2 each [Equity shares of ₹ 10 each as at March 31, 2025] [*]	318,160,720	636	63,632,144	636
Total	**318,160,720**	**636**	**63,632,144**	**636**
A. The reconciliation in number of Equity shares is as under:				
Number of shares at the beginning of the year	63,632,144	636	63,632,144	636
Increase in shares on account of split [*]	254,528,576	Not applicable	–	–
Number of shares at the end of the year	**318,160,720**	**636**	**63,632,144**	**636**

B. The Parent has issued only one class of equity shares having a face value of ₹ 2 each per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Parent Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts and all liabilities.

Particulars	As at March 31, 2026	As at March 31, 2025
C. Details of Shareholders holding more than 5% of total equity shares of the Parent [*]		
Zydus Lifesciences Limited		
Number of Shares	183,237,545	36,647,509
% to total share holding	57.59%	57.59%
Zydus Family Trust		
Number of Shares	38,225,795	7,645,159
% to total share holding	12.01%	12.01%
Threpsi Care LLP (True North)		
Number of Shares	–	4,627,111
% to total share holding	0.00%	7.27%
Parag Parikh Flexi Cap Fund		
Number of Shares	23,320,774	-
% to total share holding	7.33%	0.00%
Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund		
Number of Shares	18,662,104	3,883,990
% to total share holding	5.87%	6.10%
D. Number of shares held by Holding Company		
Zydus Lifesciences Limited	183,237,545	36,647,509

Notes to the Consolidated Financial Statements

Note: 17 - Equity Share Capital: (Contd...)

E. Details of Equity Shares held by promoters/ promoter group.

As at March 31, 2026

Sr. No.	Promoter's / Promoter Group's Name	No. of Shares at the beginning of the year	Increase in shares on account of split [*]	No. of Shares at the end of the year	% of total shares	% change during the year
1	Zydus Lifesciences Limited	36,647,509	146,590,036	183,237,545	57.59%	0.00%
2	Zydus Family Trust	7,645,159	30,580,636	38,225,795	12.01%	0.00%
3	Mr. Pankaj R. Patel	1,599	6,396	7,995	0.00%	0.00%
4	Pankaj R. Patel HUF	1,066	4,264	5,330	0.00%	0.00%
5	Pripan Investment Private Limited	640	2,560	3,200	0.00%	0.00%
6	Taraben Patel Family Will Trust	533	2,132	2,665	0.00%	0.00%
7	Mrs. Pritiben P. Patel	533	2,132	2,665	0.00%	0.00%
8	Dr. Sharvil P. Patel	533	2,132	2,665	0.00%	0.00%
9	Mrs. Shivani P. Patel	533	2,132	2,665	0.00%	0.00%
10	Mrs. Jasodaben Babubhai Patel	7,450	29,800	37,250	0.00%	0.00%
11	Mrs. Arati Rajiv Mehta jointly with Mr. Rajiv Vastupal Mehta	2,746	10,984	13,730	0.00%	0.00%
12	Mrs. Ritaben Yatinbhai Desai	1,200	4,800	6,000	0.00%	0.00%
13	Ms. Ayushi Rajiv Mehta jointly with Mrs. Arati Rajiv Mehta	640	2,560	3,200	0.00%	0.00%

As at March 31, 2025

Sr. No.	Promoter's/ Promoter Group's Name	No. of Shares	% of total shares	% change during the year
1	Zydus Lifesciences Limited	36,647,509	57.59%	0.00%
2	Zydus Family Trust	7,645,159	12.01%	0.00%
3	Mr. Pankaj R. Patel	1,599	0.00%	0.00%
4	Pankaj R. Patel HUF	1,066	0.00%	0.00%
5	Pripan Investment Private Limited	640	0.00%	0.00%
6	Taraben Patel Family Will Trust	533	0.00%	0.00%
7	Mrs. Pritiben P. Patel	533	0.00%	0.00%
8	Dr. Sharvil P. Patel	533	0.00%	0.00%
9	Mrs. Shivani P. Patel	533	0.00%	0.00%
10	Mrs. Jasodaben Babubhai Patel	7,450	0.00%	0.00%
11	Mrs. Arati Rajiv Mehta jointly with Mr. Rajiv Vastupal Mehta	2,746	0.00%	0.00%
12	Mrs. Ritaben Yatinbhai Desai	1,200	0.00%	0.00%
13	Ms. Ayushi Rajiv Mehta jointly with Mrs. Arati Rajiv Mehta	640	0.00%	0.00%

[*] Refer Note 44.

Notes to the Consolidated Financial Statements

Note: 18 - Other Equity:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium: [*]		
Balance as per last Balance Sheet	35,370	35,370
General Reserve: [**]		
Balance as per last Balance Sheet	450	450
Foreign Currency Translation Reserve: [#]		
Balance as per last Balance Sheet	(3)	2
[Less]: Exchange differences on translation of financial statements of foreign operations	(42)	(5)
Balance as at the end of the year	**(45)**	**(3)**
Retained Earnings:		
Balance as per last Balance Sheet	20,263	17,117
Add: Profit for the year	1,972	3,469
Less: Other Comprehensive Loss for the year		
Re-measurement losses on defined benefit plans [net of tax]	(4)	(5)
	22,231	**20,581**
Less: Dividend	(382)	(318)
	(382)	**(318)**
Balance as at the end of the year	**21,849**	**20,263**
Total	**57,624**	**56,080**

[*] Securities premium is created due to premium on issue of shares. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

[**] General Reserve can be used for the purposes and as per guidelines prescribed in the Companies Act, 2013.

[#] Foreign Currency Translation Reserve represents exchange differences arising on account of conversion of foreign operations to Parent's functional currency.

Note: 19 - Borrowings:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Secured Borrowing		
Term Loan from Bank [*]	80	–
Less: Current maturities of Long Term Borrowing [Refer Note 23]	(15)	–
	65	**–**
Loans from Bank [Unsecured] [**]	30,284	–
Total	**30,349**	**–**

[*] The secured term loan of ₹ 80 Million [Previous year: ₹ Nil], is repayable over a period of 5 years through monthly installments up to FY 2030-31. The loan is secured by a charge on the plant and machinery. The applicable rate of interest is MCLR plus a margin.

[**] The loan is repayable within a period of 3 years upto FY 2028-29. The applicable rate of interest is EURIBOR Plus a margin.

Notes to the Consolidated Financial Statements

Note: 20 - Other Financial Liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Other deposits	20	18
Financial liability related to deferred consideration	303	–
Others	126	–
Total	**449**	**18**

Note: 21 - Provisions:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits	294	212
Total	**294**	**212**

Defined benefit plan and long term employment benefit

A General description:

Leave wages [Long term employment benefit]:

The leave encashment scheme is administered through Life Insurance Corporation of India's Employees' Group Leave Encashment cum Life Assurance [Cash Accumulation] Scheme. The employees of the Group are entitled to leave as per the leave policy of the Group. The liability on account of accumulated leave as on last day of the accounting year is recognised [net of the fair value of plan assets as at the balance sheet date] at present value of the defined obligation at the balance sheet date based on the actuarial valuation carried out by an independent actuary using projected unit credit method.

Gratuity [Defined benefit plan]:

The Group has a defined benefit gratuity plan. Every employee who has completed continuous services of five years or more gets a gratuity on death or resignation or retirement at 15 days salary [last drawn salary] for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary increment risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit. However, the risk is partially mitigated by investment in LIC managed fund.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Notes to the Consolidated Financial Statements

Note: 21 - Provisions: (Contd...)

₹ in Million

Particulars		March 31, 2026			March 31, 2025		
		Medical Leave	Leave Wages	Gratuity	Medical Leave	Leave Wages	Gratuity
B	**Change in the present value of the defined benefit obligation:**						
	Opening obligation	51	190	285	44	157	252
	Acquired through business combination	–	8	6	–	4	11
	Interest cost	3	11	18	3	11	17
	Current service cost	10	59	40	8	42	29
	Past service cost	–	43	38	–	–	–
	Benefits paid	(13)	(41)	(36)	(12)	(36)	(30)
	Actuarial [gains]/ losses on obligation						
	Experience adjustments	5	9	10	7	7	(3)
	Change in financial assumptions	(2)	(6)	(6)	1	5	9
	Closing obligation	**54**	**273**	**355**	**51**	**190**	**285**
C	**Change in the fair value of plan assets:**						
	Opening fair value of plan assets	–	26	210	–	25	213
	Transfer in/ [out] obligation	–	–	–	–	–	–
	Return on plan assets excluding amounts included in interest income	–	–	(1)	–	–	–
	Expected return on plan assets	–	2	13	–	1	15
	Contributions by employer	–	–	61	–	–	12
	Benefits paid	–	–	(36)	–	–	(30)
	Closing fair value of plan assets	**–**	**28**	**247**	**–**	**26**	**210**
	Total actuarial losses to be recognised	**3**	**3**	**4**	**8**	**12**	**6**
D	**Actual return on plan assets:**						
	Expected return on plan assets	–	2	13	–	1	15
	Return on plan assets excluding amounts included in interest income	–	–	(1)	–	–	–
	Total actual return on plan assets	**–**	**2**	**12**	**–**	**1**	**15**
E	**Amount recognised in the Balance Sheet:**						
	Liabilities at the end of the year	54	273	355	51	190	285
	Fair value of plan assets at the end of the year	–	(28)	(247)	–	(26)	(210)
	Liabilities recognised in the Balance Sheet [*]	**54**	**245**	**108**	**51**	**164**	**75**
F	**Expenses/ [Incomes] recognised in the Statement of Profit and Loss:**						
	Current service cost	10	59	40	8	42	29
	Past service cost	–	43	38	–	–	–
	Interest cost on benefit obligation	3	11	18	3	11	17
	Expected return on plan assets	–	(2)	(13)	–	(1)	(15)
	Return on plan assets excluding amounts included in interest income	–	–	–	–	–	–
	Net actuarial losses in the year	3	3	–	8	12	–
	Amount included in "Employee Benefits Expense"	**13**	**82**	**52**	**19**	**64**	**31**
	Amount included in "Exceptional items" [Refer Note 36]	**3**	**32**	**31**	**–**	**–**	**–**
	Return on plan assets excluding amounts included in interest income	–	–	1	–	–	–
	Net actuarial losses in the year	–	–	4	–	–	6
	Amounts recognized in Other Comprehensive income [OCI]	**–**	**–**	**5**	**–**	**–**	**6**

Notes to the Consolidated Financial Statements

Note: 21 - Provisions: (Contd...)

₹ in Million

	Particulars	March 31, 2026			March 31, 2025		
		Medical Leave	Leave Wages	Gratuity	Medical Leave	Leave Wages	Gratuity
G	**Movement in net liabilities recognised in Balance sheet:**						
	Opening net liabilities	51	164	75	44	132	39
	Acquired through business combination	–	8	6	–	4	11
	Transfer in Obligation	–	–	–	–	–	–
	Expenses as above [Profit & Loss Charge]	16	114	83	19	64	31
	Amount recognised in OCI	–	–	5	–	–	6
	Contribution to plan assets	–	–	(61)	–	–	(12)
	Benefits Paid	(13)	(41)	–	(12)	(36)	–
	Liabilities recognised in the Balance Sheet [*]	**54**	**245**	**108**	**51**	**164**	**75**
H	**Principal actuarial assumptions for defined benefit plan and long term employment benefit plan:**						
	Discount rate	7.00% – 7.15%	4.77% – 10.25%	4.77% – 10.25%	6.65%	6.65% – 12.10%	6.65% – 12.10%
	[The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post employment benefit obligations.]						
	Annual increase in salary cost	9% – 10%			7% – 9%		
	[The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.]						
	Withdrawal rates [p.a.]	40% at younger ages reducing to 1% at older ages			40% at younger ages reducing to 1% at older ages		
	[The estimates of level of attrition is based on broad economic outlook, type of sector the Group operates in and measures taken by the management to retain/ relieve the employees]						
I	**The categories of plan assets as a % of total plan assets are:**						
	Insurance plan	0%	100%	100%	0%	100%	100%

The expected contributions for Defined Benefit Plan for the next financial year will be ₹ 44 Million [Previous year: ₹ 37 Million].

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 3.32 to 8.82 years [as at March 31, 2025 : 5.60 to 12.70 years].

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption is shown below:

₹ in Million

Assumptions	Medical Leave		Leave Wages		Gratuity	
	As at March 31					
	2026	2025	2026	2025	2026	2025
Impact on obligation:						
Discount rate increase by 0.5%	(1)	(1)	(1)	(7)	(11)	(8)
Discount rate decrease by 0.5%	3	2	2	8	13	11
Annual salary cost increase by 0.5%	1	0	2	7	9	8
Annual salary cost decrease by 0.5%	(1)	(1)	(1)	(7)	(9)	(5)
Withdrawal rate increase by 10%	(1)	(0)	5	(3)	(2)	(2)
Withdrawal rate decrease by 10%	3	2	(4)	3	4	3

Notes to the Consolidated Financial Statements

Note: 21 - Provisions: (Contd...)

The following payments are expected contributions to the defined benefit plan in future years:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Within the next 12 months [next annual reporting period]	120	90
Between 2 and 5 years	297	229
Between 6 and 10 years	286	205
Total expected payments	**703**	**524**

[*] Liabilities recognised in the Balance Sheet

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	294	212
Current [Refer Note 27]	113	78

Note: 22 - Other Non-Current Liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred revenue government grants	–	4
Total	**–**	**4**

Note: 23 - Borrowings:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Loans repayable on demand:		
Working Capital Loans from Banks [Unsecured] [*]	1,500	1,500
Loans from related party [Unsecured] [**]	–	350
Current Maturities of long term debt from banks [Secured] [Refer Note 19]	15	–
Total	**1,515**	**1,850**
[*] The loans are repayable within a period of 1 year. The rate of interest is Treasury Bill plus a margin.		
[**] The loans from fellow subsidiary company are repayable within a period of 1 year. The rate of interest is Treasury Bill plus a margin.		
Name of the party and relationship with the party from whom received:		
Fellow Subsidiary Company:		
a. Zydus Healthcare Limited	–	350
Total	**–**	**350**

Note: 24 - Trade Payables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Dues to Micro and Small Enterprises	334	493
Dues to other than Micro and Small Enterprises	4,280	3,795
Total	**4,614**	**4,288**

Notes to the Consolidated Financial Statements

Note: 24 - Trade Payables: (Contd...)

Ageing of Trade payables :

[A] As at March 31, 2026

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Micro and Small Enterprises [MSME]	320	13	1	–	–	334
Undisputed Others	3,524	734	13	3	6	4,280
Disputed MSME	–	–	–	–	–	–
Disputed Others	–	–	–	–	–	–
Total	**3,844**	**747**	**14**	**3**	**6**	**4,614**

[B] As at March 31, 2025

₹ in Million

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed Micro and Small Enterprises [MSME]	458	35	–	–	–	493
Undisputed Others	2,965	801	19	5	5	3,795
Disputed MSME	–	–	–	–	–	–
Disputed Others	–	–	–	–	–	–
Total	**3,423**	**836**	**19**	**5**	**5**	**4,288**

Note: 25 - Other Financial Liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued but not due on borrowings	46	8
Payable to employees	170	133
Unpaid dividends [*]	4	4
Financial liabilities related to contingent consideration [Refer Note 45 (A)]	–	210
Others	82	–
Total	**302**	**355**

[*] There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

Note: 26 - Other Current Liabilities:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Payable to statutory authorities	298	411
Deferred revenue government grants	27	4
Advances from customers	93	82
Total	**418**	**497**

Notes to the Consolidated Financial Statements

Note: 27 - Provisions:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits [*]	113	78
Provision for claims for product expiry and return of goods [**]	279	368
Total	**392**	**446**
[*] Refer Note 21.		
[**] Provision for claims for product expiry and return of goods:		
a. Provision for product expiry claims in respect of products sold during the year is made based on the management's estimates considering the estimated stock lying with retailers. The Group does not expect such claims to be reimbursed by any other party in future.		
b. The movement in such provision is stated as under:		
Opening balance at the beginning of the financial year	368	231
Addition through business combination	8	16
Additional provision (net of utilisation) made during the year	(89)	121
Closing balance at the end of the financial year	**279**	**368**

Note: 28 - Contingent Liabilities and Commitments [To The Extent not provided for]:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
A. Contingent Liabilities:		
a. Other money for which the Group is contingently liable: [*]	2,181	1,044
i. In respect of Sales Tax, GST and VAT matters pending before appellate authorities/ court which the group expects to succeed, based on decisions of Tribunals/ Courts		
- Net of advance of	176	175
ii. In respect of the demands raised by the Central Excise, State Excise & Service Tax Authority [₹ 300,000]	0	128
- Net of advance of	–	12
iii In respect of Income Tax matters pending before appellate authorities which the group expects to succeed, based on decisions of Tribunals/ Courts	1,758	1,764
- Net of advance of	182	183
iv In respect of Stamp Duty and other matters	203	203
- Net of advance of	4	4
[*] The Group has signed tax indemnity with erstwhile seller shareholder of acquired Heinz India Private Limited that purchasing buyer shall have the rights to make a tax indemnity claim to extent of the loss suffered by the Group for the period prior to acquisition. Of the above ₹ 3,910 Million (Net of advance of ₹337 Million) and ₹ 2,783 Million (Net of advance of ₹ 339 Million) as at March 31, 2026 and March 31, 2025, respectively, is covered under agreed tax indemnity clause and reimbursable from erstwhile shareholder of the Heinz India Private Limited on the amount being crystalized.		
B. Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for	274	920
- Net of advance of	828	309

Note: 29 - Proposed Dividend:

The Board of Directors, at their meeting held on May 18, 2026, recommended the final dividend of ₹ 1.20 per equity share of ₹ 2/- each. The recommended dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting.

Notes to the Consolidated Financial Statements

Note: 30 - Revenue From Operations:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products	39,400	26,912
Other operating revenues:		
Production linked incentive income [*]	90	–
Miscellaneous income	120	177
Total	**39,610**	**27,089**
[*] The Group is eligible for claiming benefits under the Production Linked Incentive [PLI] Scheme of the Government of India. Based on the estimated claims to be submitted by the Group, the Group has recognised the PLI income.		
Pursuant to Ind AS 115 "Revenue from Contracts with Customers" reconciliation of revenue recognised in the statement of profit and loss with the contracted price is under:		
Revenue as per contracted price, net of returns	41,616	29,179
Less:		
Provision for claims for product expiry and return of goods [net]	(89)	121
Discounts/ Price Reduction/ Rebates/ Other adjustments	2,305	2,146
	2,216	**2,267**
Revenue from contract with customers	**39,400**	**26,912**

The Group has recognised revenue of ₹ 79 Million [March 31, 2025 ₹ 70 Million] from the amounts included under advance received from customers at the beginning of the year.

Note: 31 - Other Income:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Finance income:		
Interest income on financial assets measured at amortised cost	14	31
Net gain on financials assets mandatorily measured at FVTPL	38	98
Other non-operating income	12	7
Total	**64**	**136**

Note: 32 - Changes in Inventories:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Stock at commencement:		
Work-in-progress	1,673	1,527
Finished Goods	2,216	1,851
Stock-in-Trade	210	171
	4,099	**3,549**
Add: Acquired through business combination		
Finished goods	-	46
Stock-in-trade	1,634	-
Less: Stock at close:		
Work-in-progress	1,044	1,673
Finished Goods	2,791	2,216
Stock-in-Trade	2,516	210
	6,351	**4,099**
Total	**(618)**	**(504)**

Notes to the Consolidated Financial Statements

Note: 33 - Employee Benefits Expense:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries and wages	2,900	2,197
Contribution to provident and other funds	108	79
Defined benefit plan expenses	52	31
Staff welfare expenses	70	65
Total	**3,130**	**2,372**
Above expenses include:		
Research related expenses:		
Salaries and wages	101	98
Contribution to provident and other funds	6	5
Staff welfare expenses	1	2
Total	**108**	**105**

Note: 34 - Finance Cost:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense [*]	950	116
Other finance cost	31	4
Total	**981**	**120**
[*] Interest expenses includes:		
On term loans	841	–
On working capital loans	99	110
On lease liabilities	10	5
On others [₹ 382,828]	0	1
Total	**950**	**116**

Note: 35 - Other Expenses:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Consumption of stores and spare parts	103	94
Power and fuel	360	359
Labour charges	408	459
Processing charges	200	83
Rent	99	100
Repairs to buildings	22	19
Repairs to plant and machinery	59	58
Repairs to others	151	98
Insurance	88	71
Rates and taxes [excluding taxes on income]	159	126
Traveling expenses	212	179
Legal and professional fees	357	437
Commission on sales	1,850	278

Notes to the Consolidated Financial Statements

Note: 35 - Other Expenses: (Contd...)

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Freight and forwarding on sales	3,839	994
Advertisement and sales promotions	6,459	3,543
Representative allowances	138	121
Other marketing expenses	910	878
Directors' fees	7	6
Commission to independent directors	4	4
Royalty Expense	5	–
Corporate Social Responsibility [CSR] expenses	9	6
Allowances of credit losses		
Trade receivables written off	4	8
Expected credit loss	17	3
	21	11
Less: Transferred from expected credit loss	–	(8)
	21	3
Net loss on investments in subsidiary under liquidation	–	1
Net Loss on disposal of Property, plant and equipment [Net of gain of ₹ 1 {Previous Year: ₹ 0.1} Million]	1	3
Miscellaneous expenses	327	218
Total	**15,788**	**8,138**
Above expenses include Research related expenses as follows:		
Consumption of Stores and spare parts [₹ 334,429]	0	1
Legal and professional fees	7	–
Miscellaneous expenses	26	24
Total	**33**	**25**

Note: 36 - Exceptional Items:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Exceptional items comprise:		
A. Expenses related to liquidation of Naturell (India) Private Limited [NIPL] with the Parent on a going concern basis [Refer Note 45 (A)]	97	–
B. Expenses related to acquisition of Comfort Click Limited [CCL] [Refer Note 45 (B)]	245	
C. Statutory impact of new Labour Codes [*]	66	–
D. ZWPL has sold "Equals Two" brand including its trademark to Zydus Lifesciences Limited ("The Holding Company") and recorded the profit as an Exceptional items.	–	(59)
Total	**408**	**(59)**

[*] Effective November 21, 2025, the Government of India has consolidated 29 existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the “New Labour Codes”. On the basis of the information available, the Group has assessed the financial implications of these changes, which has resulted in one time increase in gratuity and leave encashment liability mainly on account of past service cost by ₹ 66 Million. Such increase is primarily arising due to change in the definition of “wages” for employees and contract labours. The Group continues to monitor the developments pertaining to the New Labour Codes and the impact, if any, will be accounted in accordance with applicable accounting standards.

Notes to the Consolidated Financial Statements

Note: 37 - Tax Expense:

The major components of income tax expense are:

₹ in Million

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Statement of profit and loss:		
Profit or loss section:		
Current income tax:		
Current income tax charge	302	–
Adjustments in respect of current income tax of previous year	4	2
	306	**2**
Deferred tax:		
Deferred tax relating to origination and reversal of temporary differences	27	117
Total reported in profit or loss	**333**	**119**
OCI Section:		
Tax related to items recognised in OCI during the year:		
Net loss on remeasurements of defined benefit plans	(1)	(1)
Tax charged to OCI	**(1)**	**(1)**
B. Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:		
Profit before tax:	2,305	3,588
Enacted Tax Rate in India (%)	25.17%	25.17%
Expected Tax Expenses	**580**	**903**
Adjustments for:		
Effect of Non-taxable Income	27	(1)
Effect of Special tax deductions	(262)	(35)
Effect of differences in tax rate in standalone and consolidated	259	(3)
Effect of MAT Credit not recognized earlier	(305)	–
Effect of unrecognised deferred tax assets/ liabilities	(101)	(761)
Effect of other non-deductible expenses	113	5
Effect of current income tax of previous years	4	–
Others [including prior period tax adjustments]	18	11
Tax expense as per Profit or loss	**333**	**119**

Note: 38 - Calculation of Earnings per Equity Share [EPS]:

		Particulars		Year ended March 31, 2026	Year ended March 31, 2025
A		The numerators and denominators used to calculate the basic and diluted EPS are as follows:			
	i	Profit attributable to Shareholders	₹- in Million	1,972	3,469
	ii	Basic and weighted average number of Equity shares outstanding during the year [*]	Numbers	31,81,60,720	31,81,60,720
	iii	Nominal value of equity share [*]	₹	2	2
	iv	Basic & diluted Earnings per equity share [EPS]	₹	6.20	10.90

[*] [Refer Note 44]

Note: 39 - Segment Reporting:

The Chief Operating Decision Maker [CODM] reviews the Group as a single "Consumer" segment. The Group operates in one segment only, namely "Consumer Products".

Notes to the Consolidated Financial Statements

Note: 40 - Related Party Transactions:

A Name of the Related Parties and Nature of the Related Party Relationship with whom transactions have taken place:

a Entity having control over Holding Company: Zydus Family Trust

b Holding Company: Zydus Lifesciences Limited

c Fellow Subsidiaries/ Concerns:

Zydus Healthcare Limited	Zydus Lifesciences Global FZE [UAE]
German Remedies Pharmaceuticals Private Limited	Zydus Healthcare (USA) LLC [USA]
Zydus Animal Health and Investments Limited	Sentynl Therapeutics Inc. [USA]
Dialforhealth Unity Limited	Viona Pharmaceuticals Inc. [USA]
Dialforhealth Greencross Limited	Zydus Therapeutics Inc. [ZTI] [USA]
Violio Healthcare Limited	Zydus Healthcare S.A. (Pty) Ltd [South Africa]
Zydus Pharmaceuticals Limited	Alidac Pharmaceuticals SA Pty. Ltd. [South Africa]
Biochem Pharmaceutical Private Limited	Script Management Services (Pty) Ltd [South Africa]
Zydus Strategic Investments Limited	Zydus France, SAS [France]
Zydus VTEC Limited	Laboratorios Combix S.L. [Spain]
Zydus Medtech Private Limited	Etna Biotech S.R.L. [Italy] [Under Liquidation]
M/s Recon Pharmaceuticals and Investments, a Partnership Firm	Zydus Nikkho Farmaceutica Ltda. [Brazil]
LM Manufacturing India Private Limited	Zydus Pharmaceuticals Mexico SA De CV [Mexico]
Alidac Healthcare (Myanmar) Limited [Myanmar]	Zydus Pharmaceuticals Mexico Services Company SA De C.V. [Mexico]
Zydus Healthcare Philippines Inc. [Philippines]	Nesher Pharmaceuticals (USA) LLC [USA] [merged with Zydus Pharmaceuticals (USA) Inc. [USA] on October 25, 2024]
Zydus Lanka (Private) Limited [Sri Lanka]	Zydus Pharmaceuticals UK Ltd. [UK]
Zydus International Private Limited [Ireland]	Zynext Ventures Pte. Ltd. [Singapore]
Zydus Netherlands B.V. [the Netherlands]	LM Manufacturing Limited [UK]
Zydus Pharmaceuticals (USA) Inc. [USA]	Medsolutions (Europe) Limited [UK]
ZyVet Animal Health Inc. [USA]	Zydus Pharmaceuticals (Canada) Inc. [Canada]
Zynext Ventures USA LLC [USA]	Zydus Worldwide DMCC [UAE]
LiqMeds Worldwide Limited [UK]	Amplitude Ile de France [France] [w.e.f. July 29, 2025]
LiqMeds Limited [UK]	Duotech Amplitude SAS [France] [w.e.f. July 29, 2025]
LiqMeds Lifecare Limited [UK] [LiqMed]	Amplitude Sud SAS [France] [w.e.f. July 29, 2025]
Zylidac Bio LLC [USA] [w.e.f. July 11, 2025]	Amplitude Nord SAS [France] [w.e.f. July 29, 2025]
Zydus MedTech (France) SAS [France] [w.e.f. April 10, 2025]	Ortho Santé (Amplitude Ouest) [France] [w.e.f. July 29, 2025]
Amplitude Surgical SAS [France] [w.e.f. July 29, 2025]	Amplitude Benelux [Belgium] [w.e.f. July 29, 2025]
Amplitude Orthopedics Corporation [USA] [w.e.f. July 29, 2025]	Amplitude Suisse SA [Switzerland] [w.e.f. July 29, 2025]
Amplitude Australia Pty Ltd [Australia] [w.e.f. July 29, 2025]	Amplitude GmbH [Germany] [w.e.f. July 29, 2025]
Amplitude South Africa Pty Ltd [South Africa] [w.e.f. July 29, 2025]	Amplitude New Zealand Limited [New Zealand] [w.e.f. July 29, 2025]
Amplitude Latin America SA [Brazil] [w.e.f. July 29, 2025]	Auroralux [Luxemburg] [w.e.f. July 29, 2025 till December 31,2025]
Amplitude SAS [France] [w.e.f. July 29, 2025]	Ampliman 1 [France] [w.e.f. July 29, 2025 till January 16,2026]
SCI Les Tilleuls [France] [w.e.f. July 29, 2025]	Ampliman 2 [France] [w.e.f. July 29, 2025 till January 9,2026]
SCI SOFAB FALLA [France] [w.e.f. July 29, 2025]	Mediconseil [w.e.f. December 19, 2025]

Notes to the Consolidated Financial Statements

Note: 40 - Related Party Transactions: (Contd...)

d	**Joint Venture [JV] companies of Holding Company and Fellow Subsidiary Companies:**	
	Zydus Hospira Oncology Private Limited	Bayer Zydus Pharma Private Limited [Upto May 2, 2024]
	Zydus Takeda Healthcare Private Limited	Oncosol Limited [JV of LiqMed]
	Sterling Biotech Limited [JV of ZAHIL]	
e	**Directors:**	
	Dr. Sharvil P. Patel	Non-Executive Chairman
	Mr. Ganesh N. Nayak	Non-Executive Director
	Mr. Kulin S. Lalbhai	Independent Director
	Mr. Akhil A. Monappa	Independent Director
	Mr. Ashish P. Bhargava	Nominee Director upto September 30, 2024
	Mr. Srivishnu R. Nandyala	Independent Director
	Ms. Dharmishtaben N. Raval	Independent Director
f	**Key Managerial Personnel [KMPs]:**	
	Mr. Tarun Arora	Chief Executive Officer [CEO] & Whole Time Director
	Mr. Umesh V. Parikh	Chief Financial Officer
	Mr. Nandish P. Joshi	Company Secretary
g	**Enterprises significantly influenced by Directors and/ or their relatives of Holding Company with whom transactions have taken place:**	
	Mukesh M. Patel & Co.	
	Zydus Foundation	
h	**Enterprises significantly influenced by Directors and/ or their relatives with whom transactions have taken place:**	
	Cadmach Machinery Company Private Limited	
	Zydus Hospitals and Healthcare Research Private Limited	
i	**Post Employment Benefits Plans:**	
	Zydus Wellness Limited Employee Group Gratuity Scheme	Heinz India Private Limited Employee Provident Fund [*]
	Zydus Wellness Sikkim Employee Group Gratuity Scheme	Heinz India Private Limited Gratuity fund
	Heinz India Private Limited Provident Fund [*]	Heinz India Private Limited Pension fund

[*] The Employee's Provindent Fund Organisation (EPFO) has granted provisional sanction to trust to start complying as an un-exempted establishment with effect from November 01, 2024.

B Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business:

a Details relating to parties referred to in Note 40 - A [a, b, c and i]

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	Year ended March 31					
	2026	2025	2026	2025	2026	2025
Sales:						
Goods:						
Zydus Lifesciences Limited	1	9	–	–	–	–
Zydus Healthcare Limited	–	–	51	92	–	–

Notes to the Consolidated Financial Statements

Note: 40 - Related Party Transactions: (Contd...)

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	Year ended March 31					
	2026	2025	2026	2025	2026	2025
Services:						
Zydus Lifesciences Limited [₹ 134,713 (Previous Year: ₹ 127,380)]	0	0	–	–	–	–
Zydus Healthcare Limited	–	–	18	12	–	–
LM Manufacturing India Private Limited	–	–	5	3	–	–
Zydus Medtech Private Limited	–	–	3	–	–	–
Property, Plant and Equipment and Other Intangible Assets:						
Zydus Lifesciences Limited	–	59	–	–	–	–
Reimbursement of Expenses Recovered:						
Zydus Worldwide DMCC	–	–	1	–	–	–
Zydus Lifesciences Limited	–	11	–	–	–	–
Zydus Healthcare Limited	–	–	1	–	–	–
LM Manufacturing India Private Limited [Previous year: ₹ 459,073]	–	–	1	0	–	–
Zydus Medtech Private Limited [₹ 328,003]	–	–	0	–	–	–
Purchase:						
Goods:						
Zydus Healthcare Limited	–	–	66	–	–	–
Services:						
Zydus Lifesciences Limited	32	27	–	–	–	–
Zydus Healthcare Limited	–	–	22	16	–	–
Zydus Worldwide DMCC	–	–	1	1	–	–
Reimbursement of Expenses Paid:						
Zydus Lifesciences Limited	13	2	–	–	–	–
Finance:						
Interest Expenses:						
Zydus Healthcare Limited [₹ 72,301]	–	–	0	37	–	–
Inter Corporate Loan accepted:						
Zydus Healthcare Limited	–	–	–	1,000	–	–
Inter Corporate Loan repaid to:						
Zydus Healthcare Limited	–	–	350	2,390	–	–
Contributions during the year (includes Employee's share and contribution):						
Zydus Wellness Limited Employee Group Gratuity Scheme	–	–	–	–	25	5
Zydus Wellness Sikkim Employee Group Gratuity Scheme	–	–	–	–	36	8
Heinz India Private Limited Provident Fund	–	–	–	–	–	12
Heinz India Private Limited Employee Provident Fund	–	–	–	–	–	19
Heinz India Private Limited Pension fund	–	–	–	–	3	4
Dividend Paid:						
Zydus Lifesciences Limited	220	183	–	–	–	–
Zydus Family Trust	46	38	–	–	–	–

Notes to the Consolidated Financial Statements

Note: 40 - Related Party Transactions: (Contd...)

₹ in Million

Nature of Transactions	Value of the Transactions					
	Holding Company/ Entity having control over Holding Company		Subsidiaries and Fellow Subsidiaries/ concerns		Post Employment Benefits Plan	
	As at March 31					
	2026	2025	2026	2025	2026	2025
Outstanding Receivable:						
Zydus Lifesciences Limited	–	11	–	–	–	–
LM Manufacturing India Private Limited [₹ 69,074 (Previous year: ₹ 74,824)]	–	–	0	0	–	–
Zydus Healthcare Limited	–	–	9	–	–	–
Zydus Medtech Private Limited [₹ 387,044]	–	–	0	–	–	–
Zydus Worldwide DMCC	–	–	1	–	–	–
Outstanding Payable:						
Zydus Lifesciences Limited	18	–	–	–	–	–
Zydus Healthcare Limited	–	–	–	338	–	–
Zydus Worldwide DMCC	–	–	-	1	–	–

₹ in Million

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
b	**Details relating to persons referred to in Note 40-A [e] and [f] above:**		
	(i) Salaries and other employee benefits to Whole time directors and KMPs	124	127
	(ii) Commission and Sitting Fees to Non Executive/ Independent Directors	11	8
	(iii) Outstanding payable to above (i) and (ii)	2	7
c	**Details relating to persons referred to in Note 40-A [g] and [h] above:**		
	(i) Contribution for CSR	9	6
	(ii) Sale of goods [₹ 57,395]	0	–
	(iii) Purchase of services	4	3
	(iv) Purchase of goods [₹ 114,669 (Previous year: ₹ 349)]	0	0
	(v) Purchase of Property, Plant and Equipment [₹ 112,710]	0	2
	(vi) Outstanding payable to above (c)	–	–
	There are no transactions with related parties mentioned in Note - 40 [d].		

Note: 41 - Financial Instruments:

(i) Fair values hierarchy:

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data relying as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data.

Notes to the Consolidated Financial Statements

Note: 41 - Financial Instruments: (Contd...)

(ii) Financial assets and liabilities measured at fair value–recurring fair value measurements:

₹ in Million

Particulars	As at March 31, 2026				As at March 31, 2025			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments at FVTPL								
Mutual funds	42	–	–	42	357	–	–	357
Investments at FVOCI								
Unquoted equity instruments	–	–	3	3	–	–	1	1
Total	**42**	**–**	**3**	**45**	**357**	**–**	**1**	**358**
Financial liabilities								
Financial liabilities related to contingent consideration	–	–	–	–	–	–	210	210
Others	–	–	82	82	–	–	–	–
Total	**–**	**–**	**82**	**82**	**–**	**–**	**210**	**210**

(iii) Fair value of instruments measured at amortised cost:

Financial assets and liabilities measured at amortised cost for which fair values are disclosed.

Financial Assets: The carrying amounts of trade receivables, loans, investments and other financial assets, cash and cash equivalents and investment in compulsorily convertible debentures are considered to be the approximately equal to the fair values.

Financial Liabilities: The carrying amounts of loans, other financial liabilities and trade payables are considered to be approximately equal to the fair values.

Note: 42 - Financial Risk Management:

(i) Financial instruments by category:

₹ in Million

Particulars	As at March 31, 2026				As at March 31, 2025			
	FVTPL	FVOCI	Amortised Cost	Total	FVTPL	FVOCI	Amortised Cost	Total
Financial assets								
Investments	42	3	6	51	357	1	6	364
Trade receivables	–	–	3,838	3,838	–	–	3,670	3,670
Cash and cash equivalents	–	–	1,106	1,106	–	–	667	667
Bank balance other than cash and cash equivalents	–	–	5	5	–	–	72	72
Loans	–	–	37	37	–	–	13	13
Other financial assets	–	–	519	519	–	–	244	244
Total	**42**	**3**	**5,511**	**5,556**	**357**	**1**	**4,672**	**5,030**
Financial liabilities								
Borrowings	–	–	31,864	31,864	–	–	1,850	1,850
Lease liabilities	–	–	164	164	–	–	33	33
Trade payables	–	–	4,614	4,614	–	–	4,288	4,288
Financial liabilities related to contingent consideration	–	–	–	–	210	–	–	210
Other financial liabilities	–	–	751	751	–	–	163	163
Total	**–**	**–**	**37,393**	**37,393**	**210**	**–**	**6,334**	**6,544**

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Notes to the Consolidated Financial Statements

Note: 42 - Financial Risk Management: (Contd...)

(ii) Risk Management:

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

The Group's risk management is managed in close co-ordination with the board of directors and focuses on actively securing the Group's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below:

A. Credit risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Group is exposed to credit risk from trade receivables, bank deposits and other financial assets. The Group periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual customer limits are set accordingly.

i Investments at Amortised Cost: The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any significant losses from non-performance by these counterparties, and does not have any significant concentration of exposures.

ii Bank deposits : The Group maintains its Cash and cash equivalents and Bank deposits with reputed and highly rated banks Hence, there is no significant credit risk on such deposits.

iii Trade Receivable: The Group trades with recognized and credit worthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

The Group is exposed to credit risk in the event of non-payment by customers. Credit risk concentration with respect to trade receivables is mitigated by the Group's large customer base. Adequate expected credit losses are recognized as per the assessments. There is one (1) external third party customer which contributes to more than 10% of outstanding accounts receivable as at March 31, 2026 and as at March 31, 2025.

The Group has used expected credit loss [ECL] model for assessing the impairment loss. For the purpose, the Group uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers."

Financial assets for which loss allowances is measured using the expected credit loss:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables:		
Less than 180 days	3,674	3,605
180–365 days	161	59
Above 365 days	43	29
Total	**3,878**	**3,693**

Movement in the expected credit loss allowance on trade receivables:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	23	23
Addition	17	3
Addition through business combination	–	5
Utilised	–	(8)
Balance at the end of the year	**40**	**23**

Other than trade receivables, the Group has no significant class of financial assets that is past due but not impaired.

Notes to the Consolidated Financial Statements

Note: 42 - Financial Risk Management: (Contd...)

B Liquidity risk:

a Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

b Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which its operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities :

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

₹ in Million

Particulars	As at March 31, 2026				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Non-derivatives financial liabilities					
Borrowings [including interest accrued but not due]	2,507	934	31,170	25	34,636
Lease liabilities	43	40	26	55	164
Trade payables	4,614	-	-	-	4,614
Other financial liabilities [excluding interest accrued but not due]	256	4	4	441	705
Total	**7,420**	**978**	**31,200**	**521**	**40,119**

₹ in Million

Particulars	As at March 31, 2025				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Non-derivatives financial liabilities					
Borrowings [including interest accrued but not due]	1,900	-	-	-	1,900
Lease liabilities	19	9	4	1	33
Trade payables	4,288	-	-	-	4,288
Other financial liabilities [excluding interest accrued but not due]	347	-	9	9	365
Total	**6,554**	**9**	**13**	**10**	**6,586**

C. Foreign currency risk:

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and Euro. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Group's functional currency. The Group's operations in foreign currency create natural foreign currency hedge. This results in insignificant net open foreign currency exposures considering the volumes and operations of the Group.

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Notes to the Consolidated Financial Statements

Note: 42 - Financial Risk Management: (Contd...)

a **Foreign currency risk exposure:**

The Group's exposure to foreign currency risk at the end of the reporting period is expressed as follows:

₹ in Million

Particulars	As at March 31, 2026	As at March 31, 2025
	Exposure of USD	
Financial assets:		
Trade receivable	4	18
Cash and Cash equivalents	1	–
Other financial assets	3	–
Total exposure to foreign currency risk [assets]	**8**	**18**
Financial liabilities:		
Trade payable	61	15
Total exposure to foreign currency risk [liabilities]	**61**	**15**
Net exposure to foreign currency risk	**(53)**	**3**
	Exposure of EUR	
Financial assets:		
Trade receivable	5	–
Cash and Cash equivalents	86	–
Other financial assets	176	–
Total exposure to foreign currency risk [assets]	**267**	**–**
Financial liabilities:		
Trade payable	408	–
Other financial liabilities	45	–
Total exposure to foreign currency risk [liabilities]	**453**	**–**
Net exposure to foreign currency risk	**(186)**	**–**
	Exposure of Other Foreign Currency	
Financial assets:		
Trade receivable	6	16
Cash and Cash equivalents	42	15
Other financial assets	34	–
Total exposure to foreign currency risk [assets]	**82**	**31**
Financial liabilities:		
Trade payable	7	5
Total exposure to foreign currency risk [liabilities]	**7**	5
Net exposure to foreign currency risk	**75**	**26**

Sensitivity:

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

₹ in Million

Particulars	As at March 31, 2026		As at March 31, 2025	
	Movement in Rate [*]	Impact on PAT	Movement in Rate [*]	Impact on PAT
USD	11%	(4)	1.5%	0
USD	(11%)	4	(1.5%)	(0)
EUR	17%	(24)	0%	-
EUR	(17%)	24	0%	-
Others	20%	11	1%	0
Others	(20%)	(11)	(1%)	(0)

[*] Holding all other variables constant

Notes to the Consolidated Financial Statements

Note: 42 - Financial Risk Management: (Contd...)

D. Interest rate risk:

Liabilities:

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at March 31, 2026, the Group is exposed to changes in market interest rates through borrowings at variable interest rates. The Group's investments in Fixed Deposits are at fixed interest rates.

Sensitivity:

Below is the sensitivity of profit or loss and equity changes in interest rates: ₹ in Million

Particulars	Movement in Rate [*]	As at March 31, 2026	As at March 31, 2025
Interest rates	0.50%	(119)	(7)
Interest rates	(0.50%)	119	7

[*] Holding all other variables constant

E. Price Risk:

(a) Exposure:

The Group's exposure to price risk arises from investments in equity and mutual funds held by the group and classified in the balance sheet as fair value through OCI and at fair value through profit or loss respectively, to manage its price risk arising from investments in equity securities and mutual funds, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the group.

(b) Sensitivity- Mutual Fund:

The table below summarises the impact of increases/decreases of the index on the Group's equity and profit and loss for the period. The analysis is based on the assumption that the price of the instrument has increased by 2% or decreased by 2% with all other variables held constant.

₹ in Million

Particulars	Movement in Rate [*]	As at March 31, 2026	As at March 31, 2025
Mutual Funds [Unquoted]			
Increase	2%	1	5
Decrease	(2%)	(1)	(5)

[*] Holding all other variables constant

Note: 43 - Capital Management:

The Group' s capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders
- maintain an optimal capital structure to reduce the cost of capital.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars		As at March 31, 2026	As at March 31, 2025
Gross debts	₹ in Million	31,864	1,850
Total equity	₹ in Million	58,260	56,716
Gross debt to equity ratio [No. of times]		0.55	0.03

Loan covenants:

The group has complied with all the applicable financial covenants as agreed with external Lenders during the reporting period.

Notes to the Consolidated Financial Statements

Note: 44

The Board of Directors of the Parent at their meeting held on May 19, 2025 and the members of the Parent, at the Annual General Meeting held on 30 July 2025 had approved the sub-division/stock split of its equity shares such that each existing 1 (one) equity share of face value ₹ 10/- (Rupees Ten only) fully paid-up was sub-divided into 5 (five) equity shares of face value ₹ 2/- (Rupees Two only) each fully paid-up.

Pursuant to the approval of the members, the issued capital comprising 63,632,144 equity shares of face value ₹ 10/- each as on the record date i.e. September 18, 2025, was sub-divided into 318,160,720 equity shares of face value ₹ 2/- each.

Accordingly, the earnings per share (EPS) have been computed and restated for all periods presented in accordance with Ind AS 33 – Earnings Per Share.

Note: 45 - Business Combination:

[A] Pursuant to the share purchase agreement entered into by the Parent, on October 30, 2024 to acquire Naturell (India) Private Limited [NIPL]. ZWL had completed the acquisition of 100% shares of NIPL on December 2, 2024.

The acquisition provides immense opportunity to broaden the Group's portfolio and invest in brands and products that the Group believes are most relevant to health-conscious consumers. Acquired brands and products will significantly enhance the operating scale and widen the marketing network.

The cost of acquisition was ₹ 3,900 Million. The same comprises of ₹ 3,690 Million as upfront consideration and additional consideration of ₹ 210 Million paid upon achievement of agreed milestones for the financial year 2024-25. The Consolidated financial results include the operations of NIPL from December 2, 2024.

The assets and liabilities recognized as a result of the acquisition were as follows:

Particulars	**₹ in Million**
Inventories	101
Trade receivables	177
Cash and cash equivalents	166
Property, Plant and Equipment	6
Other intangible assets	2,902
Other Assets	63
Current Liabilities	(406)
Non-Current Liabilities	(14)
Identifiable net assets acquired	**2,995**
Goodwill	**905**
Purchase consideration paid	3,690
Financial liabilities related to contingent consideration	210
Total acquisition cost	**3,900**

Acquisition cost settled in Cash	**₹ in Million**
Consideration	3,690
Less: Cash and cash equivalents acquired	166
Net Cash outflow on acquisition	**3,524**

The fair value of trade and other receivables acquired as part of the business combination amounted to ₹ 177 Million.

The above is the same as the Contractual amount of such receivables. The excess of the acquisition cost paid over the fair value of assets acquired has been attributed to Goodwill and the same shall not be amortised.

The Goodwill recognised under the business combination represents the above stated benefits along with synergetic benefits estimated by the Group.

For measuring the fair value of intangible assets Multi-period Excess Earning Method is applied.

Notes to the Consolidated Financial Statements

Note: 45 - Business Combination: (Contd...)

Liquidation of NIPL

The Board of Directors of NIPL, a wholly owned subsidiary of the Parent, in their meeting held on June 24, 2025 and the members of NIPL in their Extra Ordinary General meeting held on July 1, 2025 have accorded their approval for consolidation of the business of NIPL, to be carried out under the provisions of Insolvency and Bankruptcy Code, 2016 through voluntary liquidation process. Pursuant to the ongoing liquidation process, the liquidator of NIPL has transferred the entire business undertaking to the Parent on a going concern basis on and with effect from September 20 2025. Accordingly, NIPL ceases to be subsidiary of the Parent effective from September 20, 2025.

[B] Pursuant to the Share Purchase Agreement [SPA] entered into by Alidac UK Limited [Alidac], a wholly owned subsidiary of the Parent, on August 29, 2025, to acquire Comfort Click Limited [CCL]. Alidac has successfully completed the acquisition of CCL on August 29, 2025. Alidac acquired 100% outstanding ordinary shares of Class A and Class B, 71.43% of non-controlling ordinary shares of Class C and 66.67% of non-controlling ordinary shares of Class D of CCL. The cost of acquisition is GBP 239 Million plus the agreed profit ticker from ticker of GBP 2.64 million, in accordance with the terms of SPA.

CCL's acquisition aligns with the strategic vision of expanding the Group's international footprint while deepening the capabilities in consumer-centric health, presence in digital health and personalised wellness.

The financial statements for the year ended March 31, 2026 include the operations of CCL for the period from August 29, 2025 with provisional purchase price allocation [PPA] figures. The PPA figures shall be finalised within the measurement period as provided by Ind AS 103.

The assets and liabilities recognized as a result of the acquisition are as follows:

Particulars	**₹ in Million**
Inventories	1,634
Trade receivables	209
Cash and cash equivalents	271
Property, Plant and Equipment	66
Other Intangible Assets	24,828
Other Assets	369
Total Assets	**27,377**
Current Liabilities	(1,167)
Non-Current Liabilities	(38)
Deferred tax liability on intangible assets [*]	(6,207)
Total Liabilities	**(7,412)**
Identifiable net assets acquired [*]	**19,965**
Goodwill	**8,804**
Purchase consideration paid	28,493
Financial liabilities related to deferred consideration	276
Total acquisition cost	**28,769**

Acquisition cost settled in Cash	**₹ in Million**
Consideration	28,493
Less: Cash and cash equivalents acquired	(271)
Net Cash outflow on acquisition	**28,222**

[*] Pursuant to recognition of assets and liabilities at fair value, the Group recognised a deferred tax liability, amounting to ₹ 6,207 Million for difference between their books base and tax base with a corresponding effect as part of Goodwill.

The fair value of trade and other receivables acquired as part of the business combination amounted to ₹ 209 Million.

The above is the same as the Contractual amount of such receivables. The excess of the acquisition cost paid over the fair value of assets acquired has been attributed to Goodwill and the same shall not be amortised.

The Goodwill recognised under the business combination represents the above stated benefits along with synergetic benefits estimated by the Group.

![zydus wellness nourish·nurture·energize]

Notes to the Consolidated Financial Statements

Note: 45 - Business Combination: (Contd...)

For measuring the fair value of intangible assets Multi-period Excess Earning Method is applied.

From the date of acquisition, CCL has contributed to consolidated revenue by ₹ 11,864 Million and consolidated profit before tax by ₹ 1,674 Million. If the business combination had taken place at the beginning of the year, CCL's contribution to the consolidated revenue would have been ₹ 18,900 Million and contribution to consolidated profit before tax would have been ₹ 2,056 Million.

Note: 46 - Group Information:

Consolidated Financial Statements as at March 31, 2026 comprise the Financial Statements [FS] of Zydus Wellness Limited and its subsidiaries, which are as under:

Name	Country of incorporation	% Share of Interest As at March 31	
		2026	2025
Liva Nutritions Limited	India	100%	100%
Zydus Wellness Products Limited	India	100%	100%
Naturell (India) Private Limited [Under Voluntary Liquidation] [Refer Note 45 (A)]	India	-	100%
Naturell Inc. [USA]	USA	100%	100%
Liva Investment Limited [Liquidated on August 20, 2025]	India	-	100%
Alidac UK Limited [UK]	UK	100%	-
Comfort Click Limited [UK] [*]	UK	100%	-
Comfort Click Softech Private Limited [*]	India	100%	-
Comfort Click Limited [Ireland] [*]	Ireland	100%	-
Comfort Click LLC [USA] [*]	USA	100%	-
Zydus Wellness International DMCC [UAE]	U.A.E.	100%	100%
Zydus Wellness (BD) Pvt Limited [Bangladesh]	Bangladesh	100%	100%

[*] Refer Note 45 (B)

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Particulars	As at and for the year ended March 31, 2026							
	Net Assets i.e. total assets minus total liabilities		Share in Profit / [Loss]		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of Consolidated Net Assets	₹ in Million	As % of Consolidated Profit / [Loss]	₹ in Million	As % of Consolidated other Comprehensive income	₹ in Million	As % of total Comprehensive income	₹ in Million
Parent:								
Zydus Wellness Limited	69%	40,326	19%	376	7%	(3)	19%	373
Subsidiaries:								
Indian:								
Zydus Wellness Products Limited	43%	25,258	10%	191	(4%)	2	10%	193
Liva Nutritions Limited	0%	24	0%	(0)	0%	–	0%	(0)
Foreign:								
Zydus Wellness International DMCC [UAE]	(1%)	(405)	(4%)	(85)	9%	(4)	(5%)	(89)
Zydus Wellness (BD) Pvt Limited [Bangladesh]	0%	1	(2%)	(37)	(2%)	1	(2%)	(36)

Notes to the Consolidated Financial Statements

Note: 46 - Group Information: (Contd...)

Particulars	As at and for the year ended March 31, 2026							
	Net Assets i.e. total assets minus total liabilities		Share in Profit / [Loss]		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of Consolidated Net Assets	₹ in Million	As % of Consolidated Profit / [Loss]	₹ in Million	As % of Consolidated other Comprehensive income	₹ in Million	As % of total Comprehensive income	₹ in Million
Naturell Inc. [USA]	0%	–	0%	–	0%	–	0%	–
Alidac UK Limited	0%	145	(7%)	(135)	0%	–	(7%)	(135)
Comfort Click Limited [UK]	3%	1,834	70%	1,378	0%	–	72%	1,378
Comfort Click Softech Private Limited	0%	96	3%	55	0%	–	3%	55
Comfort Click Limited [Ireland]	0%	153	0%	1	0%	–	0%	1
Comfort Click LLC [USA]	0%	–	0%	–	0%	–	0%	–
Total Eliminations/ Consolidation Adjustments	(15%)	(8,882)	12%	228	91%	(42)	10%	186
Total	**100%**	**58,260**	**100%**	**1,972**	**100%**	**(46)**	**100%**	**1,926**

Particulars	As at and for the year ended March 31, 2025							
	Net Assets i.e. total assets minus total liabilities		Share in Profit / [Loss]		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of Consolidated Net Assets	₹ in Million	As % of Consolidated Profit / [Loss]	₹ in Million	As % of Consolidated other Comprehensive income	₹ in Million	As % of total Comprehensive income	₹ in Million
Parent:								
Zydus Wellness Limited	71%	40,335	9%	297	30%	(3)	8%	294
Subsidiaries:								
Indian:								
Zydus Wellness Products Limited	44%	25,065	(8%)	(281)	10%	(1)	(8%)	(282)
Liva Nutritions Limited	0%	24	0%	(0)	0%	–	0%	(0)
Foreign:								
Zydus Wellness International DMCC [UAE]	0%	(279)	(5%)	(185)	10%	(1)	(5%)	(186)
Zydus Wellness (BD) Pvt Limited [Bangladesh]	0%	–	0%	(16)	0%	–	0%	(16)
Naturell Inc. [USA]	0%	–	0%	–	0%	–	0%	–
Total Eliminations/ Consolidation Adjustments	(15%)	(8,429)	105%	3,654	50%	(5)	105%	3,649
Total	**100%**	**56,716**	**100%**	**3,469**	**100%**	**(10)**	**100%**	**3,459**

Notes to the Consolidated Financial Statements

Note: 47 - Leases:

Lessee:

A Relating to statement of financial position:

Under Ind AS 116, the Group recognises right to use assets and lease liabilities for most leases.

Right of use assets are part of financial statement caption “Property plant and equipment’. Depreciation and impairment is similar to measurement of owned assets. Interest is part of financial statement caption “Finance cost”.

₹ in Million

Right of use assets	Leasehold Land	Building	Total
Balance as at March 31, 2024 [net]	**50**	**42**	**92**
Additions during the year	–	–	–
Asset reclassified from held for sale [Refer Note- 3 (A)]	94	–	94
Depreciation charge for the year	(2)	(16)	(18)
Balance as at March 31, 2025 [net]	**142**	**26**	**168**
Additions during the year	–	118	118
Depreciation charge for the year	(2)	(23)	(25)
Balance as at March 31, 2026 [net]	**140**	**121**	**261**

The Group has paid the upfront Lease premium at the time of execution of lease deed and does not owe any lease obligations under this leasehold land arrangement.

The Group leases assets include office buildings.

Movement in lease liabilities:

₹ in Million

Lease liabilities	As at March 31, 2026	As at March 31, 2025
Lease liability at the beginning of the year	33	47
Recognition of right-of-use liability during the year	118	-
Acquired under business combination	60	-
Interest on Lease	10	5
Payment towards lease liabilities	(60)	(19)
Other adjustments	3	-
Balance at the end of the year	**164**	**33**
of which:		
Current portions	43	19
Non-Current portions	121	14

Maturity analysis of lease liabilities:

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

₹ in Million

Minimum lease payments due	As at March 31, 2026	As at March 31, 2025
Within 1 years	43	19
1-5 years	121	14
Total	**165**	**33**

Note: 48 - Disclosure of Transaction with Struck Off Companies:

The Group did not have any material transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the current and previous financial year.

Notes to the Consolidated Financial Statements

Note: 49 - Other Statutory Information:

[a] The Parent and Indian Subsidiaries have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. The Group, as a part of its treasury operations, invests/ advances loans to fund the operations of its subsidiaries which have further utilized these funds for their general corporate purposes/ working capital, etc. within the consolidated group and in the ordinary course of business. These transactions are done on an arms' length basis following a due approval process.

[b] The Parent and Indian Subsidiaries have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

[c] The Group has defined process to take daily back-up on server physically located in India of books of account maintained electronically and complied with the provisions of the Companies [Accounts] Rules, 2014 [as amended].

[d] The Parent and Indian Subsidiaries have used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. The audit trail has been preserved by the Group as per the statutory requirements for record retention.

[e] The Parent and Indian Subsidiaries have not traded or invested in Crypto currency or Virtual currency during the financial year.

[f] No proceedings have been initiated or pending against the Parent and Indian Subsidiaries for holding any benami property under the Benami Transactions [Prohibition] Act, 1988 (45 of 1988) and the rules made thereunder.

[g] The Parent and Indian Subsidiaries have not been declared as willful defaulter by any bank or financial institution or other lender.

[h] The Parent and Indian Subsidiaries do not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

[i] The Parent and Indian Subsidiaries have complied with the number of layers prescribed under clause [87] of section 2 of the Act read with Companies [Restriction on number of Layers] Rules, 2017.

[j] No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

[k] The Parent and Indian Subsidiaries do not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 [such as, search or survey or any other relevant provisions of the Income Tax Act, 1961].

Note: 50

Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Signatures to Material Accounting Policies and Notes 1 to 50 to the Consolidated Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.
Chartered Accountants
Firm Registration Number: 106625W

Mukesh M. Shah
Partner
Membership Number: 030190
Place: Ahmedabad
Date: May 18, 2026

For and on behalf of the Board

Dr. Sharvil P. Patel	**Tarun Arora**	**Umesh V. Parikh**	**Nandish P. Joshi**
Chairman	CEO & Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00131995	DIN: 07185311		Membership Number: A39036
Place: Ahmedabad	Place: Ahmedabad	Place: Ahmedabad	Place: Ahmedabad
Date: May 18, 2026	Date: May 18, 2026	Date: May 18, 2026	Date: May 18, 2026

Form AOC -1

Statement containing the salient features of the financial statements of Subsidiaries/ Associates/ Joint Ventures

(Pursuant to first proviso to sub-section (3) of Section 129 of read with Rule 5 of the Companies (Accounts) Rules, 2015)

Part: "A"–Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr No.	Name of the Subsidiary	Date of incorporation/ acquisition	Reporting Year Ended	Repo-rting Curr-ency	Exchange Rate	₹ in Millions										
						Share Capital	Reserves	Total Assets	Total Liabilities	Investments other than Investments in Subsidiaries	Turnover & Other income from operations [*]	Profit/ [Loss] before Taxation [*]	Provision for Taxation [*]	Profit/ [Loss] after Taxation [*]	Proposed Dividend	% of Share-holding
1	Zydus Wellness Products Limited	February 28, 2019	March 31, 2026	₹	1	2,188	23,070	32,681	7,423	7	26,162	(1,398)	1,589	191	-	100.00%
2	Liva Nutritions Limited	December 21, 2018	March 31, 2026	₹	1	31	(7)	24	0	-	-	(0)	(0)	(0)	-	100.00%
3	Zydus Wellness International DMCC [UAE]	May 28, 2019	March 31, 2026	USD	94.87	6	(411)	347	752	-	711	(113)	28	(85)	-	100.00%
4	Zydus Wellness (BD) Pvt Limited [Bangladesh]	November 18, 2021	March 31, 2026	BDT	0.79	29	(28)	39	38	-	81	(36)	(1)	(37)	-	100.00%
5	Naturell Inc [USA]	December 2, 2024	March 31, 2026	USD	94.87	0	0	1	0	-	-	0	-	0	-	100.00%
6	Alidac UK Limited [UK] [**]	August 5, 2025	March 31, 2026	EUR	108.78	0	(145)	30,912	31,057	-	-	(135)	-	(135)	-	100.00%
7	Comfort Click Limited [UK] [***]	August 29, 2025	March 31, 2026	GBP	125.12	0	1,834	3,067	1,233	-	11,819	1,599	(221)	1,378	-	100.00%
8	Comfort Click Softech Private Limited [***]	August 29, 2025	March 31, 2026	₹	1.00	0	96	134	38	42	272	74	(19)	55	-	100.00%
9	Comfort Click Limited [Ireland] [***]	August 29, 2025	March 31, 2026	EUR	108.78	0	153	159	6	-	66	1	-	1	-	100.00%
10	Comfort Click LLC [USA] [***]	August 29, 2025	March 31, 2026	USD	94.87	0	(0)	0	0	-	-	(0)	-	(0)	-	100.00%

[*] Converted using average exchange rates prevailing during the year/period.

[**] From the date of incorporation (i.e. August 5, 2025) to March 31, 2026

[***] From the date of acquisition (i.e. August 29, 2025) to March 31, 2026

Pursuant to the voluntary liquidation process, as approved in extra ordinary general meeting of Naturell (India) Private Limited [NIPL] on July 1, 2025, the Liquidator of NIPL has distributed the Business Undertaking of NIPL on a going concern basis to Zydus Wellness Limited effective from September 20, 2025.

For and on behalf of the Board

Dr. Sharvil P. Patel
Chairman
DIN: 00131995
Place: Ahmedabad
Date: May 18, 2026

Tarun Arora
CEO & Whole Time Director
DIN: 07185311
Place: Ahmedabad
Date: May 18, 2026

Umesh V. Parikh
Chief Financial Officer
Place: Ahmedabad
Date: May 18, 2026

Nandish P. Joshi
Company Secretary
Membership Number: A39036
Place: Ahmedabad
Date: May 18, 2026

Notice

ZYDUS WELLNESS LIMITED

(**CIN:** L15201GJ1994PLC023490)
Registered Office: Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar),
Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad-382481
Website: www.zyduswellness.com; **E-mail ID:** investor.grievance@zyduswellness.com
Phone No.: +91-79-71800000; +91-79-48040000

Notice is hereby given that the **Thirty Second** Annual General Meeting ("**AGM**") of the members of **Zydus Wellness Limited** ("the **Company**") will be held on Tuesday, August 4, 2026, at 10:00 am (IST) through Video Conference ("**VC**") / Other Audio Visual Means ("**OAVM**"). The venue of the AGM shall be deemed to be the Registered Office of the Company. The following business will be transacted at the AGM:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026, and the Reports of the Board of Directors and the Auditors thereon:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026, together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026, and the Report of the Auditors thereon:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026, together with the report of the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

3. **To declare final dividend of ₹ 1.20 (One Rupee Twenty Paisa only) (60.0%) per equity share of ₹ 2/- (Rupees Two only) each for the Financial Year ended on March 31, 2026:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** approval of the members of the Company be and is hereby accorded to declare and pay final dividend of ₹ 1.20 (One Rupee Twenty Paisa only) (60.0%) per equity share of the face value of ₹ 2/- (Rupees Two only) each fully paid up, as recommended by the Board of Directors for the Financial Year ended on March 31, 2026."

4. **To re-appoint Dr. Sharvil P. Patel (DIN: 00131995) as a Non-Executive Director, liable to retire by rotation:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of The Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Dr. Sharvil P. Patel (DIN: 00131995), who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment, be and is hereby re-appointed as a Non-Executive Director, liable to retire by rotation."

SPECIAL BUSINESS:

5. **To appoint Mr. Apurva S. Diwanji (DIN: 00032072) as an Independent Director of the Company for the term of 5 (five) years:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of The Companies Act, 2013 ("the **Act**"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), regulations 16(1)(b), 17(1C), 25(2A) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**"), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("the **Board**"), Mr. Apurva S. Diwanji (DIN: 00032072) be and is hereby appointed as an Independent Director of the Company for the term of 5 (five) years effective from May 18, 2026 upto May 17, 2031, not liable to retire by rotation, who was appointed as an Additional Director (Independent) by the Board with effect from May 18, 2026 and who holds the said office pursuant to the provisions of section 161 of the Act upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of an Independent Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

6. To ratify remuneration of Cost Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee and the Board of Directors ("the **Board**"), the Company be and hereby ratifies the remuneration of ₹ 0.36 million (Rupees Three Hundred Sixty Thousand only) plus applicable Goods and Services Tax and out of pocket expenses at actuals, if any, for the Financial Year ending on March 31, 2027 payable to R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company pertaining to product 'Nutralite' being manufactured by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By Order of the Board of Directors

Nandish P. Joshi
Company Secretary and
Compliance Officer
Membership No. A39036

Date : May 18, 2026
Place : Ahmedabad

NOTES:

1. Explanatory Statement:

The Explanatory Statement pursuant to the provisions of section 102 of The Companies Act, 2013 ("the **Act**") in respect of business under Item Nos. 5 and 6 of the Notice is annexed hereto. The Board of Directors ("the **Board**") have considered and decided to include Item Nos. 5 and 6 given above in the Thirty Second AGM, as they are unavoidable in nature.

2. Virtual Meeting:

The Ministry of Corporate Affairs ("**MCA**") vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 ("**MCA Circulars for General Meetings**"), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue. Pursuant to the provisions of the Act, The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Listing Regulations**") and MCA Circular for General Meetings, the AGM of the Company is being held through VC / OAVM.

As the AGM is being held pursuant to MCA Circular for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for venue of AGM are not annexed to this Notice.

3. Authorised Representative:

A Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting. Further, pursuant to the provisions of sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their vote through e-voting.

Institutional / Corporate members (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy (PDF / JPEG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to Mr. Hitesh Buch, the Scrutinizer appointed by the Company, on his registered e-mail id pcs.buchassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

4. **Payment of Dividend and deduction of tax at source:**

The final dividend on equity shares, if declared at the AGM, will be paid electronically on or after Friday, August 7, 2026 to those members whose name appears in the Company's Register of Members or List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (NSDL and CDSL are collectively referred to as "**Depositories**") on Friday, July 17, 2026 i.e. the Record Date fixed for this purpose.

5. The members may note that the Board, at its meeting held on May 18, 2026, has recommended a final dividend of ₹ 1.20 (One Rupee Twenty Paisa only) (i.e. 60.0%) per equity share of ₹ 2/- (Rupees Two only) each, for the Financial Year ended on March 31, 2026. The members holding shares as on Friday, July 17, 2026 will be entitled to receive the final dividend declared, if any, for the Financial Year ended on March 31, 2026, by the members at the ensuing AGM, (i) as per the list of beneficial owners provided by the Depositories in respect of shares held in dematerialized form and (ii) as per the Register of Members of the Company after giving effect to valid request of transmission / transposition in physical form lodged with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company ("**RTA**") on or before the aforesaid date i.e. Friday, July 17, 2026. The transmission / transposition request, complete in all respects, should reach the RTA well before the above date. The final dividend, once approved by the members in the AGM, will be paid on or after, Friday, August 7, 2026, electronically through various online transfer modes to those members who have updated their bank account details. To avoid delay in receiving the dividend, members are requested to update their Know Your Client ("**KYC**") with their Depositories Participant ("**DP**") (where shares are held in dematerialized mode) and with the RTA (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.

6. The members may note that as per The Income Tax Act, 2025, ("the **IT Act**") dividend income is taxable in the hands of shareholders and the company is required to withhold applicable taxes at source before distribution. The Company shall therefore be required to deduct tax at source ("**TDS**") at the time of making the payment of dividend.

The Company will send an e-mail to all the members of the Company whose e-mail ids are registered with the Company / RTA with all the details of prescribed tax rates for various categories of members (Resident Indian, Non-Resident Indian, FIIs, FPIs, etc.), the link to download various forms / documents, separate link and e-mail id to upload the signed forms and various documents by the members to enable the Company to determine the appropriate TDS / withholding tax rate.

For the information of the members, it is hereby clarified that no tax will be deducted on payment of dividend to the resident individual members if the total dividend to be paid during the Financial Year 2026-27 (Tax Year 2026-27) does not exceed ₹ 10,000/- (Rupees Ten Thousand only), or if an eligible resident member has provided a valid declaration in Form No. 121 or other documents as may be applicable to different categories of members. The rate of TDS would vary depending on the residential status of the member and documents registered with the Company.

The members will also be able to download the details of TDS from the website of the Income Tax Department at https://www.incometax.gov.in (refer to Form 168).

In case TDS is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, an option is still available with the member to file the Return of Income and claim an appropriate refund. No claim shall lie against the Company for such TDS /withholding tax deducted.

In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any misrepresentation, inaccuracy or omission of information provided by the member/s, such member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any assessment / appellate proceedings before the Tax / Government Authorities.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. The members should consult their tax advisors for requisite action to be taken by them.

If you are a member of the Company as on record date and the dividend receivable by you is taxable under the IT Act, the Company shall be obligated to deduct TDS on the dividend payable as per the applicable provisions under the IT Act.

The members holding shares in dematerialized mode, are requested to update their records such as tax residential status, PAN, e-mail address, mobile number and other details with their relevant Depositories through their DPs and members holding shares in physical mode are requested to furnish details to the RTA.

7. **Electronic payment of Dividend, Nomination, transfer of shares and opening of special window for re-lodgement of transfer requests of physical shares:**

The members holding shares in physical mode are requested to intimate RTA of the Company at their address: 5th Floor, 506 to 508, Amarnath Business Centre-I (ABC-I), Beside Gala Business Centre, Navrangpura, Off C. G. Road, Ahmedabad – 380006, changes, if any, in their name, registered address along with pincode number, e-mail address, telephone / mobile number, Permanent Account Number ("**PAN**"), mandates, nominations, power of attorneys, bank account number, MICR code, IFS code, etc. and relevant evidences. The members holding shares in electronic mode shall update such details with their respective DP.

The SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the PAN and Bank account details of all their members holding shares in physical mode. All those members who are yet to update their details with the Company / RTA are requested to do so at the earliest. This will help the members to receive the dividend declared by the Company, directly in their respective bank account.

Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), SEBI directive vide email to all the RTAs dated January 17, 2024, SEBI circular dated June 10, 2024 read with SEBI Master circular for RTA's dated February 6, 2026, the members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], ***shall be eligible to receive dividend only in electronic mode with effect from April 1, 2024. Accordingly, payment of final dividend, subject to approval by the members in the AGM, shall be paid to the members holding shares in physical form only after the above details are updated in their folios***. The Company will send communication in this regard to all the members holding shares in physical form and whose KYC details were not updated and has uploaded the summary of the circular on the website of the Company at https://zyduswellness.com/investor/Website%20letter%2030-05-25.pdf.

Pursuant to the amendment in the Listing Regulations, SEBI has omitted the provisions relating to issuance of 'payable-at-par' warrants / cheques with effect from November 19, 2025. Accordingly, all the dividend payments shall be made only through electronic mode of payment facility approved by the Reserve Bank of India and no dividend payment shall be made through physical mode. The Members who have not registered or updated their complete bank account details will not be able to receive dividend until such details are duly registered / updated with the Depository Participant / RTA.

The members are requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, duly complete and signed by the registered holder(s) so as to reach the RTA, **on or before Wednesday, July 15, 2026**, so that the KYC can be updated in the folios before the cut-off date i.e. Friday, July 17, 2026.

Pursuant to the provisions of section 72 of the Act, the facility of making nomination is available for the members in respect of the shares held by them. The members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The members are requested to submit the said details to their respective DP in case the shares are held by them in dematerialized mode and to the Company / RTA, in case the shares are held in physical mode.

In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Pursuant to the provisions of regulation 40 of the Listing Regulations, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised mode, except for transmission or transposition and re-lodged for transfer of securities. Further, SEBI vide its circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020, had fixed March 31, 2021, as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider to dematerialise their holdings at the earliest, as it will not be possible to transfer shares held in a physical mode. The members can contact the Company / RTA for assistance in this regard.

In terms of SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window was opened only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 1, 2019 (which was extended till March 31 2021), and rejected / returned / not attended due to deficiency in the documents / process / or otherwise, for a period of 6 (six) months from July 7, 2025 till January 6, 2026. Subsequently, another special window has been opened a period of one year from February 5, 2026 to February 4, 2027. The Company has uploaded the summary of the circulars on the website of the Company at https://zyduswellness.com/investor/Website-letter.pdf and https://zyduswellness.com/investor/Website-letter-Apr-2026.pdf.

During this period, any securities re-lodged for transfer including those currently pending with the Company / RTA shall be processed and issued only in dematerialized mode, subject to verification and approval of all documents and due process for such transfer-cum-demat requests shall be followed. The members who are eligible to avail this facility are requested to take advantage of the special window and complete the process of share transfer in their name(s).

9. **Transfer of dividend and shares to Investor Education and Protection Fund Authority ("IEPF"):**

Pursuant to the provisions of section 125 of the Act and the Rules framed thereunder, those members who have not encashed their dividend pertaining to the following Financial Years are requested to approach the Company / RTA for the payment thereof as the same will be transferred to the IEPF Authority on the respective date mentioned there against. The members are requested to note that after such date, they may apply for refund of any unclaimed dividend which has been transferred to the IEPF, under sub-section (4) of section 125 or under proviso to sub-section (3) of section 125 of the Act, as the case may be, to the IEPF by making an online application in the prescribed web Form No. IEPF-5 available on the website of IEPF at www.iepf.gov.in along with fees and documents as may be prescribed by the IEPF.

Financial Year ended on	Date of declaration of dividend	% of dividend paid	Due date of transfer of unpaid dividend to IEPF Authority
March 31, 2019	July 31, 2019	50	September 6, 2026
March 31, 2020	March 13, 2020	50@	April 19, 2027
March 31, 2021	July 30, 2021	50	September 5, 2028
March 31, 2022	July 29, 2022	50	September 4, 2029
March 31, 2023	August 3, 2023	50	September 9, 2030
March 31, 2024	August 2, 2024	50	September 8, 2031
March 31, 2025	July 30, 2025	60	September 5, 2032

@*Interim Dividend*

Pursuant to the provisions of section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 as amended from time to time (hereinafter referred to as "the **IEPF Rules**"), during the Financial Year, the Company has transferred 43,910 (Forty Three Thousand Nine Hundred Ten) equity shares of ₹ 2/- (Rupees Two only) each of 176 (One Hundred Seventy Six) members whose dividend remained unclaimed or unpaid for a consecutive period of 7 (seven) years or more to the demat account of IEPF authority constituted by the MCA.

Pursuant to rule 5(8) of the IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividend as on March 31, 2025 on its website at https://zyduswellness.com/investor/Details-of-unpaid.pdf and on the website of IEPF at www.iepf.gov.in.

10. **Details of Directors seeking re-appointment / appointment:**

Pursuant to regulation 36(3) of the Listing Regulations and standard 1.2.5 of Secretarial Standard-2 of General Meetings issued by The Institute of Company Secretaries of India ("**ICSI**"), the details of Directors seeking re-appointment / appointment at the ensuing AGM is provided in **Annexure-A** to the Notice.

11. **Dispatch of Integrated Annual Report:**

In compliance with MCA Circular for General Meetings and regulation 36(1)(b) of Listing Regulations, Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting and the Integrated Annual Report for the Financial Year 2025-2026 is being sent through electronic mode to those members whose e-mail address is registered with the Company / RTA / DP. Additionally, pursuant to the provisions of regulation 36(1)(b) of the Listing Regulations, for those members whose e-mail address is not registered with the Company / RTA / DP, a letter will be sent providing the weblink of website of the Company, including the exact path, from where the Integrated Annual Report for the Financial Year 2025-2026 can be accessed. The Company shall send a hard copy of the Integrated Annual Report to those members, who request for the same.

The members may also note that the Notice of the AGM and the Integrated Annual Report for the Financial Year 2025-2026 are uploaded and available on the website of the Company, Stock Exchanges and CDSL at www.zyduswellness.com, www.bseindia.com, www.nseindia.com and www.evotingindia.com, respectively. The copies of the documents will also be available for electronic inspection during normal business hours on working days, from the date of circulation of this

Notice upto the date of AGM. For any communication, the members may also send requests on the e-mail id of the Company at investor.grievance@zyduswellness.com or nandish.joshi@zyduswellness.com.

12. Online Dispute Resolution Portal ("ODR Portal"):

The SEBI vide circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023), has established a common ODR Portal for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above mentioned circulars / master circulars post exhausting options to resolve their grievances with the RTA / Company, directly or through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at the link: https://smartodr.in/login.

13. Mandatory furnishing of KYC details and nomination (optional) by holders of physical securities:

The SEBI, vide its Master Circular for Registrars to an Issue and Share Transfer Agents, as amended from time to time, has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. The said SEBI circular prescribes the following:

i. Mandatory furnishing of PAN, KYC details and Nomination (optional) by holders of physical securities.

ii. Mode for providing documents / details by investors for various service requests.

iii. Standardized, simplified and common norms for processing any service request from the holder.

iv. Electronic interface for processing investor's queries, complaints and service request and;

v. Compulsory linking of PAN and Aadhaar by all holders of physical securities.

The members of the Company holding shares in physical form shall provide the following documents / details to the RTA of the Company:

i. PAN.

ii. Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to "Opt-Out" in Form No. ISR-3.

Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.

iii. Contact details including postal address with pin code, mobile number and e-mail address.

iv. Bank account details including bank name, branch, bank account number and IFS code.

v. Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers.

As per the said SEBI circular, the Company has uploaded the following documents [along with the SEBI circulars and Frequently Asked Questions (FAQs) with respect to Investor Service Requests processed by RTA] on the website of the Company at https://www.zyduswellness.com/investor/Mandatory-furnishing-of-KYC-and-Nomination-of-Shareholders.pdf:

i. Form No. ISR-1–Request for registering PAN, KYC details or changes / updation thereof.

ii. Form No. ISR-2–Confirmation of signature of securities holder by the Banker.

iii. Form No. ISR-3–Declaration form for opting-out of nomination by holders of physical securities in listed companies.

iv. Form No. SH-13–Nomination form.

v. Form No. SH-14–Cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company at the above link.

14. Issue of shares in dematerialized mode only:

The SEBI, vide its notification dated January 24, 2022, amended certain provisions of the Listing Regulations inter-alia pertaining to issue of shares in dematerialized mode only. Further, the SEBI vide its circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 issued operational guidelines for dematerialization of securities received for processing investor's service request.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. It also substantially reduces the risk of fraud. Therefore, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

For more details, please visit our website at https://www.zyduswellness.com/investor/Mandatory-furnishing-of-KYC-and-Nomination-of-Shareholders.pdf.

15. Registration of email address and inspection of statutory registers:

The members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications electronically including Annual Report, Notices, Circulars, etc. from the Company.

The e-mail address can be registered with the DP in case the shares are held in dematerialized mode and with the RTA in case the shares are held in physical mode.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 will be available for inspection by the members electronically during the AGM.

16. E-Voting (voting through electronic means):

I. The business as set out in the Notice shall be transacted through electronic voting system. Pursuant to the provisions of section 108 of the Act read with rule 20 of The Companies (Management and Administration) Rules, 2014, standard 7.2 and 8 of Secretarial Standard-2 on General Meetings and in compliance with regulation 44 of the Listing Regulations and pursuant to MCA Circular for General Meetings, the Company is pleased to provide the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the AGM ("**remote e-voting**"). The facility for voting shall be made available at the AGM through electronic voting and the members attending the meeting who have not cast their vote by remote e–voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as e-voting at the meeting on the date of the AGM will be provided by CDSL.

Pursuant to the provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting and e-voting during the AGM to the members, there shall be no voting by show of hands at the AGM.

II. Pursuant to the MCA Circular for General Meetings, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM. Accordingly, members can attend and participate in the ensuing AGM through VC / OAVM.

III. The members can join the AGM through the VC / OAVM mode 60 minutes before the scheduled time for AGM and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 (one thousand) members on first come first served basis. This will not include large members (holding 2.0% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson / Chairman of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and the Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

IV. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

V. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Tuesday, July 28, 2026 ("**cut-off date**"), shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The members whose name appear in the Register of Members / List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice of AGM. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User id and Password for exercising their right to vote by electronic means.

VI. Process for those members whose e-mail id / and mobile number are not registered with the Company / RTA / Depositories:

i. **The members holding shares in physical mode**–please provide duly filled and signed Form No. ISR-1 and ISR-2 to the Company / RTA, in the format which is available on the website of the Company / RTA.

ii. **The members holding shares in dematerialized mode**–please update e-mail id and mobile number with your respective DP.

iii. **The individual members holding shares in dematerialized mode**–please update your e-mail id and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.

VII. Instructions for members for remote e-voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:

i. The remote e-voting period commences at **9:00 a.m. (IST) on Friday, July 31, 2026, and ends at 5:00 p.m. (IST) on Monday, August 3, 2026**. During this period members of the Company, holding shares either in physical mode or in dematerialized mode, as on the cut-off date i.e. Tuesday, July 28, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ii. The members who have already voted prior to the date of AGM would not be entitled to vote during the AGM.

iii. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions.

Currently there are multiple e-voting service providers ("**ESPs**") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / website of Depositories / DPs. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

iv. In view of the aforesaid SEBI Circular, individual members holding shares in dematerialized mode are allowed to vote through their demat account maintained with Depositories and DPs. **The members are advised to update their mobile number and e-mail id in their demat account in order to access e-voting facility**. Pursuant to the aforesaid SEBI Circular, login method for e-voting and joining virtual meeting for individual members holding shares in dematerialized mode is given below:

Type of member	Login method
Individual members holding shares in dematerialized mode with **CDSL**	1. Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest is www.cdslindia.com and click on Login icon and select My Easi New (Token) tab. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also link provided to access the system of all e-voting service providers, so that the user can directly visit the website of e-voting service provider. 3. If the user is not registered for Easi / Easiest, option to register is available at www.cdslindia.com and click on login and My Easi New (Token) tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

Type of member	Login method
Individual members holding shares in dematerialized mode with **NSDL**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 digit DP ID, 8 digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a personal Computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website page for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 5. Members can also download NSDL mobile app "NSDL SPEED-e" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual members (holding shares in dematerialized mode) login through their **DPs**	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: The members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for individual members holding securities in dematerialized mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual members holding shares in dematerialized mode with **CDSL**	The members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911.
Individual members holding shares in dematerialized mode with **NSDL**	The members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022–4886 7000.

v. Login method for remote e-voting and joining AGM through VC/OAVM for members holding shares in Physical mode and other than individual members holding shares in dematerialized mode:

1. The members should log on to the remote e–voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID (for example, if your Beneficiary ID is 12************** then your user ID is 12**************),
   b. For NSDL: 8 Character DP ID followed by 8 digits Client ID (for example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company (for example, if your folio number is 1***** then your user ID is 1*****).
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in dematerialized mode and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For members holding shares in Physical mode and other than individual members holding shares in dematerialized mode
PAN	Enter your 10 digit alpha–numeric PAN issued by Income Tax Department (applicable for both, members holding shares in dematerialized mode and members holding shares in physical mode). The members who have not updated their PAN with the Company / DP are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. The members holding shares in physical mode will then directly reach the Company selection screen. However, the members holding shares in dematerialized mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other Company in which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical mode, the details can be used only for remote e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **ZYDUS WELLNESS LIMITED** on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

13. After selecting the resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the vote cast by clicking on "Click here to print" option on the voting page.

16. If demat account holder has forgotten the login password, they should enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

17. There is also an optional provision to upload Board Resolution / Power of Attorney ("**POA**"), if any, which will be made available to scrutinizer for verification.

18. Note for Non–Individual members and Custodians:
    - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be sent by e-mail to helpdesk.evoting@cdslindia.com.
    - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
    - It is mandatory that, a scanned copy of the BR and/or POA, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively non-individual members are mandatorily required to send the relevant Board Resolution / authority letter together with attested specimen signature of the duly authorised signatory, who are authorised to vote, to the Scrutinizer on his email id: pcs.buchassociates@gmail.com and to the Company at the email id: nandish.joshi@zyduswellness.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

19. If you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

    All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL at the address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or you can write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

    A member can opt for only one mode of voting i.e. either through remote e-voting or voting during the meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

    The Company has appointed Hitesh Buch & Associates, Company Secretaries (Membership No. 3145), to act as the Scrutinizer for conducting the remote e-voting in a fair and transparent manner.

    The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The results of the e-voting on the Resolutions at the AGM shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.

    The results declared along with the Scrutinizer's report, will be posted on the website of the Company at www.zyduswellness.com, on the website of CDSL at www.cdslindia.com and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchanges.

VIII. Instructions for members attending the AGM through VC / OAVM and e-voting during AGM are as under:

1. The procedure for attending the AGM and e-voting during AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC / OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. The members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
4. The members are encouraged to join the AGM through Laptop / I-Pads for better experience.
5. Further, the members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable WI-FI or LAN connection to mitigate any kind of aforesaid glitches.
7. The members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request at the registered office of the Company or by sending an email at nandish.joshi@zyduswellness.com **at least 7 (seven) days prior to the AGM i.e. on or before Tuesday, July 28, 2026** mentioning their name, demat account number / folio number, e-mail id and mobile number.

   The members who do not wish to speak during the AGM but have queries may send their queries **at least 7 (seven) days prior to the AGM i.e. on or before Tuesday, July 28, 2026** mentioning their name, demat account number / folio number, e-mail id, mobile number on the above mentioned e-mail id. These queries will be replied suitably by the Company.
8. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
9. Only those members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the AGM through VC / OAVM facility, the votes cast by such members shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

REQUEST TO THE MEMBERS:

The members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at the registered office of the Company or by sending an email at nandish.joshi@zyduswellness.com **at least 7 (seven) days prior to the AGM i.e. on or before Tuesday, July 28, 2026**. The same will be replied suitably by the Company.

ZYDUS WELLNESS LIMITED

(**CIN:** L15201GJ1994PLC023490)

Registered Office: Zydus Corporate Park, Scheme No. 63, Survey No. 536, Khoraj (Gandhinagar), Nr. Vaishnodevi Circle, S. G. Highway, Ahmedabad-382481

Website: www.zyduswellness.com; **E-mail ID:** investor.grievance@zyduswellness.com

Phone No.: +91-79-71800000; +91-79-48040000

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ("the Act"):

The following statement sets out all material facts relating to the Business under Item Nos. 5 and 6 mentioned in the accompanying Notice of AGM dated May 18, 2026.

Item No. 5: Appointment of Mr. Apurva S. Diwanji (DIN: 00032072) as an Independent Director ("ID") of the Company for the term of 5 (five) years:

Pursuant to the recommendation of the NRC, the Board of Directors ("the **Board**") at its meeting held on May 18, 2026 appointed Mr. Apurva S. Diwanji (DIN: 00032072) as an Additional Director (Independent) of the Company effective from May 18, 2026 upto May 17, 2031 for the term of 5 (five) years, subject to approval of members by way of a special resolution.

Pursuant to the provisions of regulation 17(1C) of the Listing Regulations, approval of members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 (three) months from the date of appointment, whichever is earlier. Further, as per regulation 25(2A) of Listing Regulations, the appointment of an ID shall be subject to approval of members by way of a special resolution.

The NRC reviewed the capabilities of Mr. Apurva S. Diwanji vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Apurva S. Diwanji as an ID, for the term of 5 (five) years effective from May 18, 2026 upto May 17, 2031. In the opinion of the NRC and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the area of Law. In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counseling.

Accordingly, it is proposed to appoint Mr. Apurva S. Diwanji as an ID of the Company for the term of 5 (five) years effective from May 18, 2026 upto May 17, 2031, not liable to retire by rotation.

The Company has received a Notice in writing from a member of the Company under section 160 of the Act, proposing his candidature for appointment as an ID and all statutory disclosures / declarations from Mr. Apurva S. Diwanji including consent to act as an ID, confirmation that he is not disqualified under section 164(1) and 164(2) of the Act and a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

He has also confirmed that he is in compliance of the Act and rules, with respect to the registration with the data bank of IDs maintained by The Indian Institute of Corporate Affairs.

The details of the skills and capabilities required for the role of an ID and the manner in which he meets such requirements is provided under section "Board Skills / Expertise / Competencies" in the Corporate Governance Report forming part of the Integrated Annual Report.

A draft copy of the letter of appointment as an ID, setting out the terms and conditions is available for inspection by the members during the normal business hours, upto the date of AGM, basis the request being sent by the members through letter at the registered office of the Company or e-mail at nandish.joshi@zyduswellness.com and is also available on the website of the Company at www.zyduswellness.com.

A brief profile of Mr. Apurva S. Diwanji and other details as required under the Act and the Listing Regulations are provided in Annexure-A forming part of the Notice.

Except Mr. Apurva S. Diwanji and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends to the members the passing of the resolution as a Special Resolution as set out at Item No. 5 of the Notice.

Item No. 6: Ratification of remuneration to Cost Auditors:

Pursuant to the provisions of section 148(3) of the Act and rule 14 of The Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to product 'Nutralite' manufactured by the Company.

On the recommendation of the Audit Committee, the Board at its meeting held on May 18, 2026 has approved the appointment of R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year ending on March 31, 2027, at a remuneration of ₹ 0.36 million (Rupees Three Hundred Sixty Thousand only) plus applicable Goods and Services Tax and out of pocket expenses at actuals, if any.

R. Nanabhoy & Co., Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. Pursuant to the provisions of the Act read with the Rules 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors shall be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends for approval of the members the passing of the resolution as an Ordinary Resolution as set out at Item No. 6 of the Notice.

By Order of the Board of Directors

Nandish P. Joshi
Company Secretary and
Compliance Officer
Membership No. A39036

Date : May 18, 2026
Place : Ahmedabad

Details of the Directors seeking re-appointment / appointment at the 32nd Annual General Meeting

[Pursuant to Listing Regulations and standard 1.2.5 of Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India]

Name of the Director	Dr. Sharvil P. Patel, Non-Executive Director
DIN	00131995
Date of Birth	October 13, 1978
Age	47 years
Date of first appointment on the Board	April 27, 2009
Date of re-appointment by the members	August 3, 2023
Qualifications	Bachelor's Degree in chemical and pharmaceutical sciences and Doctorate in philosophy (on Breast Cancer) from University of Sunderland, United Kingdom.
Brief resume, achievements and nature of expertise in functional areas	Dr. Sharvil P. Patel is the Chairman of the Company. He also officiates as the Managing Director of Zydus Lifesciences Limited ("**ZLL**"), the Holding Company, a leading Indian Pharmaceutical company which is a fully integrated, global healthcare provider. With a specialisation in Chemical and Pharmaceutical Sciences from the University of Sunderland, United Kingdom, and a doctorate also from the same university for his research work in Breast Cancer at Johns Hopkins, Bayview Medical Centre, USA, Dr. Sharvil P. Patel combines both pharma and research expertise. Dr. Sharvil P. Patel's leadership inspires people to look at an expansive canvas of thoughts and ideas while focusing on a well-defined implementation roadmap. ZLL is the only Indian lifesciences company to launch its own patented NCE Lipaglyn, the novel drug to be approved for the treatment of diabetic dyslipidemia. ZLL offers path-breaking discoveries for diseases such as Metabolic Associated Fatty Liver Disease (MAFLD), Metabolic dysfunction-associated Steato Hepatitis (MASH), Cancer, Chronic Kidney Disease, amongst others. Through its U.S. entity, ZLL also has an expanding portfolio focused on specialty and rare diseases. Supporting the nation first-in-India, first-in-the world therapies, Zydus is at the forefront manufacturing lifesaving drugs, exploring new therapy options through research, discovering vaccines, biologicals, therapeutics, MedTech and complex pharmaceutical technologies. Dr. Sharvil P. Patel is the Honorary Consul of Belgium and also the President of the Indian Pharmaceutical Alliance. He is an Independent Director of Gujarat Mineral Development Corporation Limited. He has been conferred with the Businessperson of Year 2025 by BioSpectrum Excellence Awards for standout contributions to the lifesciences sector. Dr. Sharvil P. Patel has been conferred the ET Pharma leader of the year at the ET Healthworld India Pharma Awards 2022. He has also been conferred the 'The Economic Times Most Promising Business Leaders of Asia 2020-21' Award,' GenNext Entrepreneur of the Forbes India Leadership Awards (FILA) 2020-21' by the Forbes India and 'Young Turks Award' by India Pharma Awards 2021. He received the '40 Under 40 Most Influential Asians' Award by the Asian Business & Social Forum 2018 (ABSF) and the Young Business Leader '40 under Forty' Award by ET Now in 2017. Dr. Sharvil P. Patel has been recognised as the Best CEO in the lifesciences sector by Fortune India magazine. Nearly 350 companies across 26 sectors were shortlisted for their leadership vision and excellence, over a 3-year period. Dr. Sharvil P. Patel has also been recognised as the Most Valuable CEOs by the Business World Magazine for the group's strong performance for FY 2024, overseas expansion and its unwavering commitment to ESG. He has knowledge and expertise in Pharmaceuticals (including medical, pharmacology and research), Fast Moving Consumer Goods ("**FMCG**"), sustainability and ESG, manufacturing, finance, marketing, business and management.
Relationship with other Directors and Key Managerial Personnel	None.

Name of the Director	Dr. Sharvil P. Patel, Non-Executive Director

Name of the companies in which Dr. Sharvil P. Patel holds Directorship and Membership of Committees of the Board

A. Directorship in listed companies:

1. Zydus Lifesciences Limited
2. Zydus Wellness Limited
3. Gujarat Mineral Development Corporation Limited

Dr. Sharvil P. Patel has not resigned as a director of any listed company in past 3 (three) years.

B. Directorship in unlisted public companies:

1. Zydus Healthcare Limited
2. Zydus Wellness Products Limited
3. Zydus Foundation
4. Liva Nutritions Limited

C. Directorship in private companies:

1. Zydus Hospitals and Healthcare Research Private Limited
2. Cadmach Machinery Company Private Limited
3. Pripan Investment Private Limited
4. Cadila Laboratories Private Limited
5. Western Ahmedabad Effluent Conveyance Company Private Limited
6. Cadila Lifesciences Private Limited
7. VINS Hospital Private Limited

D. Committee position in companies:

Sr. No.	Name of the Company	Designation	Name of the Committee	Position
1.	Zydus Lifesciences Limited	Managing Director	Stakeholders' / Investors' Relationship Committee	Member
			Risk Management Committee	Member
			Corporate Social Responsibility and Environment Social and Governance Committee	Member
			Share Transfer Committee	Member
			Finance and Administration Committee	Member
2.	Zydus Wellness Limited	Non-Executive Chairman	Corporate Social Responsibility and Environment Social and Governance Committee	Chairman
			Risk Management Committee	Chairman
			Share Transfer Committee	Chairman
			Finance and Administration Committee	Chairman
3.	Zydus Wellness Products Limited	Non-Executive Director	Corporate Social Responsibility Committee	Chairman

Name of the Director	Dr. Sharvil P. Patel, Non-Executive Director

Sr. No.	Name of the Company	Designation	Name of the Committee	Position
4.	Zydus Healthcare Limited	Non-Executive Director	Corporate Social Responsibility Committee	Chairman
			Finance and Administration Committee	Chairman
			Nomination and Remuneration Committee	Member
5.	Pripan Investment Private Limited	Non-Executive Director	Corporate Social Responsibility Committee	Member
6.	Zydus Hospitals and Healthcare Research Private Limited	Non-Executive Director	Corporate Social Responsibility Committee	Member
7.	Gujarat Mineral Develop-ment Corporation Limited	Independent Director	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Member
			Stakeholders' Relationship Committee	Member
			Corporate Social Responsibility Committee	Member

Number of shares held in the Company	2,665 (Two Thousand Six Hundred Sixty Five) equity shares. Dr. Sharvil P. Patel is not holding any shares as a beneficial owner.
Terms and Conditions of Appointment / Re-appointment	• Liable to retire by rotation. • Entitled to receive sitting fees for attending Board and committee meetings.
Total remuneration drawn in the Financial Year ended on March 31, 2026	₹ 0.70 million (Rupees Seven Hundred Thousand only) towards sitting fees.
Attendance in Board, Committee and General meetings in the Financial Year ended on March 31, 2026	Dr. Sharvil P. Patel has attended 4 (four) out of 6 (six) Board meetings, 23 (twenty three) out of 29 (twenty nine) Committee meetings and General meeting held during the Financial Year ended on March 31, 2026.
Declaration	Dr. Sharvil P. Patel is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Name of the Director	**Mr. Apurva S. Diwanji, Independent Director**
DIN	00032072
Date of Birth	January 17, 1969
Age	57 years
Date of first appointment on the Board	May 18, 2026
Date of re-appointment by the members	-
Qualifications	Master of Arts in Law from Downing College, Cambridge University, United Kingdom and Bachelor of Arts (Economics) from St. Xavier's College, Mumbai.
Brief resume and nature of expertise in functional areas	Mr. Apurva S. Diwanji has been with Desai & Diwanji for more than 32 years. He specializes in mergers and acquisitions, private equity and joint ventures. He has led and advised on a variety of transnational and cross border transactions, sale / acquisition of existing Indian companies. He has advised on all types of M&A transactions including mergers and amalgamations, asset and business purchases and sales, securities sales and purchases, tender offers, buyouts, joint ventures and strategic buy outs. He advises on the full spectrum of matters including corporate governance issues, transaction structuring, competition laws, FDI and FEMA issues, SEBI guidelines and has advised on transactions across various industry sectors. He has also been advising on Corporate Governance and minority protection issues and large corporate disputes. He is currently an Independent Director of Torrent Power Limited, Bajaj Life Insurance Limited, Bajaj General Insurance Limited and TUV India Private Limited. He is a Non-Executive Director of the Bombay Chamber of Commerce and Industry, a trustee on the Shree Shree Anandamayee Sangha and the Vedmata Gayatri Trust. Until May 12, 2026, he was an Independent Director of Zydus Lifesciences Limited. He has knowledge and expertise in law.
Relationship with other Directors and Key Managerial Personnel	None.
Name of the companies in which Mr. Apurva S. Diwanji holds Directorship and Membership of Committees of the Board	**A. Directorship in listed companies:** 1. Torrent Power Limited Mr. Apurva S. Diwanji has not resigned as a director of any listed company in past 3 (three) years. **B. Directorship in unlisted public companies:** 1. Bombay Chamber of Commerce and Industry 2. Bajaj Life Insurance Limited 3. Bajaj General Insurance Limited **C. Directorship in private companies:** 1. Hormaze (Property) Private Limited 2. TUV India Private Limited

<table>
<tr><td>Name of the Director</td><td>Mr. Apurva S. Diwanji, Independent Director</td></tr>
<tr><td></td><td>D. Committee position in companies:

Sr. No.	Name of the Company	Designation	Name of the Committee	Position
1.	Torrent Power Limited	Independent Director	Nomination and Remuneration Committee	Chairman
			Audit Committee	Member
			Stakeholders' / Investors' Relationship Committee	Member
2.	Bajaj General Insurance Limited	Independent Director	Nomination and Remuneration Committee	Chairman
			Audit Committee	Member
			Corporate Social Responsibility Committee	Member
3.	Bajaj Life Insurance Limited	Independent Director	Nomination and Remuneration Committee	Member
			Audit Committee	Member
			Corporate Social Responsibility Committee	Member
</td></tr>
<tr><td>Number of shares held in the Company</td><td>Nil.</td></tr>
<tr><td>Terms and Conditions of Appointment / Re-appointment</td><td>• Not liable to retire by rotation.
• Entitled to receive sitting fees for attending Board and committee meetings.
• Entitled to receive commission as decided by the Board.</td></tr>
<tr><td>Total remuneration drawn in the Financial Year ended on March 31, 2026</td><td>Not applicable.</td></tr>
<tr><td>Attendance in Board, Committee and General meetings in the Financial Year ended on March 31, 2026</td><td>Not applicable.</td></tr>
<tr><td>Declaration</td><td>Mr. Apurva S. Diwanji is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.</td></tr>
</table>

Zydus Wellness Limited

REGISTERED OFFICE:

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