

Zydus Wellness

Registered Office :

Zydus Wellness Ltd. House No. 6 & 7, Sigma Commerce Zone, Nr. Iskcon Temple, S. G. Highway, Ahmedabad 380015, Gujarat, INDIA.
Tel: +91-79-67775888 (20 Lines) Fax: +91-79-67775811
www.zyduswellness.in CIN:L15201GJ1994PLC023490

Date: 14th May, 2015

Listing Department

Code: 531 335

BOMBAY STOCK EXCHANGE LIMITED

P j Towers, Dalal Street, Fort,

Mumbai-400 001

Listing Department

Code: ZYDUSWELL

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, Bandra Kurla Complex,

Bandra (E),

Mumbai-400 051

Re: **Auditor's Report-clause 41 of the Listing Agreement**

Dear Sir,

With reference to the captioned subject, we are forwarding herewith the certified true copy of the company's Auditor's Report on Quarterly Financial Results and year to Date Results of the Company pursuant to clause 41 of the Listing Agreement for the quarter and year ended on 31st March, 2015.

Please receive the same in order.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**



DHAVAL N. SONI

COMPANY SECRETARY

Encl.: As above



**Dhirubhai Shah
& Doshi**

CHARTERED ACCOUNTANTS

4th Floor, Aditya Building,
Near Sardar Patel Seva Samaj,
Mithakhali Six Roads, Ellisbridge,
Ahmedabad 380006.

AUDITORS' REPORT ON STANDALONE QUARTERLY FINANCIAL RESULTS & YEAR TO DATE FINANCIAL RESULTS OF ZYDUS WELLNESS LIMITED PURSUANT TO CLAUSE 41 OF THE LISTING AGREEMENT

To,
The Board of Directors
Zydus Wellness Limited

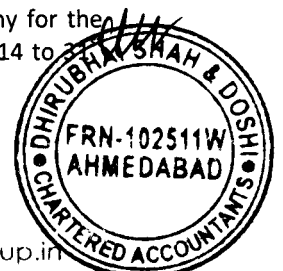
We have audited the quarterly financial results of **Zydus Wellness Limited** ("the Company") for the quarter ended 31st March 2015 & the year to date financial results for the period 1st April 2014 to 31st March 2015, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of annual financial statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial results based on our audit of the related annual financial statements, which have been prepared in accordance with Accounting Standard specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 & other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts & disclosures in the financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date financial results:

(i) are presented in accordance with the requirements of Clause 41 of the Listing Agreement with the Stock Exchanges; and

(ii) give a true and fair view of the net profit and other financial information of the Company for the quarter ended 31st March 2015 as well as the year to date results for the period 1st April 2014 to 31st March 2015.



Phone : (079) 2640 3325/26 | Website : www.dbsgroup.in | E-Mail : info@dbsgroup.in

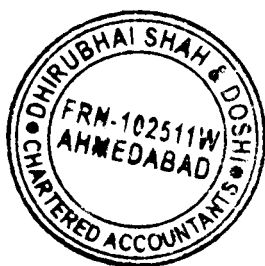
1st Floor Cama Chambers,
23 Nagindas Master Road,
Mumbai : 400023

Aditya Centre, Second Floor,
Phulchhab Chowk,
Rajkot: 360001

204 Sakar Complex,
Opp Abs Tower, Old Padra Road
Vadodara : 390015

Further, we also report that we have, on the basis of books of account and other records & information & explanation given to us by the management, also verified the number of shares as well as the percentage of shareholdings in respect of the aggregate amount of public shareholdings, as furnished by the company in terms of Clause 35 of the Listing Agreement and found same to be correct.

Ahmedabad
May 14, 2015



For, Dhirubhai Shah & Doshi
Chartered Accountants
Firm Registration No. 102511W

A handwritten signature in black ink, appearing to read "Kaushik D Shah".

Kaushik D Shah
Partner
Mem. No. 016502



**Dhirubhai Shah
& Doshi**

CHARTERED ACCOUNTANTS

41h Floor, Aditya Building,
Near Sardar Patel Seva Samaj,
Mithakhali Six Roads, Ellisbridge,
Ahmedabad 380006.

AUDITORS' REPORT ON CONSOLIDATED QUARTERLY FINANCIAL RESULTS & YEAR TO DATE FINANCIAL RESULTS OF ZYDUS WELLNESS LIMITED PURSUANT TO CLAUSE 41 OF THE LISTING AGREEMENT

To,
The Board of Directors
Zydus Wellness Limited

We have audited the quarterly consolidated financial results of **Zydus Wellness Limited** ("the Company") (in which the financial results of M/s. Zydus Wellness –Sikkim are consolidated) for the quarter ended 31st March 2015 & the year to date financial results for the period 1st April 2014 to 31st March 2015, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly consolidated financial results as well as the year to date financial results have been prepared on the basis of consolidated annual financial statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the related consolidated annual financial statements, which have been prepared in accordance with Accounting Standard specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 & other accounting principles generally accepted in India.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts & disclosures in the financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, these consolidated quarterly financial results as well as the year to date consolidated financial results:

(i) are presented in accordance with the requirements of Clause 41 of the Listing Agreement with the Stock Exchanges; and

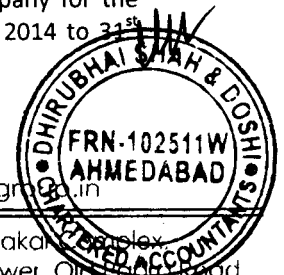
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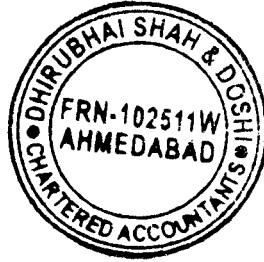
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Ahmedabad
May 14, 2015



For, Dhirubhai Shah & Doshi
Chartered Accountants
Firm Registration No. 102511W

Kaushik D Shah
Partner
Mem. No. 016502