

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L15201GJ1994PLC023490

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC7740G

(ii) (a) Name of the company

ZYDUS WELLNESS LIMITED

(b) Registered office address

Zydus Corporate Park,Scheme No. 63, Survey No. 536
Khoraj(Gandhinagar),Nr. Vaishnodevi Circle,
Ahmedabad
Ahmedabad
Gujarat
382 421

(c) *e-mail ID of the company

dhanraj.dagar@zyduswellness.

(d) *Telephone number with STD code

07948040000

(e) Website

www.zyduswellness.in

(iii) Date of Incorporation

01/11/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

27/08/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CADILA HEALTHCARE LIMITED	L24230GJ1995PLC025878	Holding	63.55
2	LIVA NUTRITIONS LIMITED	U15149GJ2018PLC105736	Subsidiary	100

3	LIVA INVESTMENT LIMITED	U65999GJ2018PLC105763	Subsidiary	100
4	ZYDUS WELLNESS PRODUCTS	U15400GJ2019PLC106866	Subsidiary	98.63
5	Zydus Wellness International Ltd		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	57,664,144	57,664,144	57,664,144
Total amount of equity shares (in Rupees)	1,000,000,000	576,641,440	576,641,440	576,641,440

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	100,000,000	57,664,144	57,664,144	57,664,144
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	576,641,440	576,641,440	576,641,440

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	57,664,144	576,641,440	576,641,440	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	57,664,144	576,641,440	576,641,440	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

31/07/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	15,000	1000000	15,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			444,700,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			15,444,700,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	15,000,000,000	0	0	15,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

2,629,100,000

(ii) Net worth of the Company

32,147,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,458,944	4.26	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	36,648,149	63.55	0	
10.	Others 0	0	0	0	
	Total	39,107,093	67.81	0	0

Total number of shareholders (promoters)

11

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	248,927	0.43	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	65,489	0.11	0	
4.	Banks	1,640,370	2.84	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,901,400	3.3	0	
7.	Mutual funds	2,153,845	3.74	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,547,020	21.76	0	
10.	Others	0	0	0	
	Total	18,557,051	32.18	0	0

Total number of shareholders (other than promoters)

34,072

**Total number of shareholders (Promoters+Public/
Other than promoters)**

34,083

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ADVANTAGE ADVISER	S B I GLOBAL CUSTODIAL SERVICE			46	0
MORGAN STANLEY DE	STANDARD CHARTERED BANK SEC			27	0
MATTHEWS INDIA FUN	DEUTSCHE BANK AG DB HOUSE, H			1,301,258	2.26
KUWAIT INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			256,014	0.45
MATTHEWS ASIA SMA	DEUTSCHE BANK AG DB HOUSE, H			88,257	0.15
MATTHEWS ASIA FUN	DEUTSCHE BANK AG, DB HOUSE H			86,195	0.15
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			69,678	0.12
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES			57,485	0.1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EXCEL FUNDS MAURITIUS	CITIBANK N.A. CUSTODY SERVICES			15,120	0.03
MATTHEWS ASIA FUND	DEUTSCHE BANK AG, DB HOUSE H			8,197	0.01
MCKINLEY CAPITAL MANAGEMENT	HSBC SECURITIES SERVICES 11TH F			5,760	0.01
AMERICAN CENTURY VENTURE	DEUTSCHE BANK AG, DB HOUSE H			5,102	0.01
EMERGING MARKETS (EMER)	DEUTSCHE BANK AG, DB HOUSE H			3,816	0.01
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH F			1,467	0
QUEENSLAND INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			1,053	0
JOHN HANCOCK FUND	CITIBANK N.A. CUSTODY SERVICES			1,037	0
OLD WESTBURY SMALL CAP	CITIBANK N.A. CUSTODY SERVICES			888	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	11	11
Members (other than promoters)	35,940	34,072
Debenture holders	33	36

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	5	1	5	0	0.01
(i) Non-Independent	1	1	1	1	0	0.01
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHARVIL P. PATEL	00131995	Director	533	
GANESH N. NAYAK	00017481	Director	6,550	
TARUN G. ARORA	07185311	Whole-time director	1,000	
KULIN S. LALBHAI	05206878	Director	0	
SAVYASACHI SENGUPTA	05158870	Director	173	
ASHISH BHARGAVA	02574919	Nominee director	0	
DHARMISHTA N. RAVAK	02792246	Director	0	
SRIVISHNU RAJU NAN	00025063	Director	0	
UMESH V. PARIKH	ACCPP4496R	CFO	6	
DHANRAJ P. DAGAR	BTKPD5395R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	31/07/2019	35,951	72	75.27

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2019	8	7	87.5
2	31/07/2019	8	7	87.5
3	13/11/2019	8	8	100
4	05/02/2020	8	8	100
5	13/03/2020	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held

37

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2019	6	5	83.33
2	Audit Committee	31/07/2019	6	5	83.33
3	Audit Committee	13/11/2019	6	6	100
4	Audit Committee	05/02/2020	6	6	100
5	Stakeholder Representative Committee	28/05/2019	3	3	100
6	Stakeholder Representative Committee	13/11/2019	3	3	100
7	Stakeholder Representative Committee	05/02/2020	3	3	100
8	Corporate Social Responsibility Committee	28/05/2019	3	3	100
9	Corporate Social Responsibility Committee	31/07/2019	3	3	100
10	Corporate Social Responsibility Committee	05/02/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/08/2020
								(Y/N/NA)
1	SHARVIL P. P	5	5	100	29	29	100	Yes
2	GANESH N. N	5	5	100	36	36	100	Yes
3	TARUN G. AR	5	5	100	28	28	100	Yes
4	KULIN S. LAL	5	4	80	6	4	66.67	Yes
5	SAVYASACHI	5	5	100	12	12	100	Yes
6	ASHISH BHAF	5	3	60	5	4	80	No
7	DHARMISHTA	5	4	80	4	4	100	Yes
8	SRIVISHNU R	5	4	80	4	4	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Tarun G. Arora	Whole time Dire	11,000,000	0	0	0	11,000,000
	Total		11,000,000	0	0	0	11,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Umesh V. Parikh	CFO	12,021,000	0	0	0	12,021,000
2	Dhanraj P. Dagar	Company Secre	1,130,000	0	0	0	1,130,000
	Total		13,151,000	0	0	0	13,151,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sharvil P. Patel	Non-Executive [0	0	0	500,000	500,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Ganesh N. Nayak	Non-Executive D	0	0	0	800,000	800,000
3	Kulin S. Lalbhai	Independent Dir	0	0	0	450,000	450,000
4	Savyasachi Sengupta	Independent Dir	0	0	0	900,000	900,000
5	Srivishnu Raju Nandam	Independent Dir	0	0	0	500,000	500,000
6	Ashish Bhargava	Nominee Director	0	0	0	0	0
7	Dharmishtaben N. F	Independent Dir	0	0	0	450,000	450,000
	Total		0	0	0	3,600,000	3,600,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Hitesh Buch

Whether associate or fellow



Associate



Fellow

Certificate of practice number

8195

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

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dated

15/05/2014

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SHARVIL
PANKAJBH
AI PATEL
Digitally signed by
SHARVIL
PANKAJBHAI PATEL
Date: 2020.10.20
18:52:03 +05'30'

DIN of the director

00131995

To be digitally signed by

DHANRA
J DAGAR
Digitally signed by
DHANRAJ DAGAR
Date: 2020.10.20
18:52:25 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

33308

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Debentuer Holders F.pdf
ZWL MGT 8 2019-20.pdf
FII Details ZWL.pdf
Zydus Wellness LimitedSHT.pdf
Details of Committee Meetings 2019-20.pd

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company