

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

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



Form language

☒ English ☐ Hindi

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ZYDUS WELLNESS LIMITED	ZYDUS WELLNESS LIMITED
Registered office address	Zydus Corporate Park,Scheme No. 63, Survey No. 536 Khoraj(Gandhinagar),Nr. Vaishnodevi Circle,,NA,Ahmedabad,Ahmedabad,Gujarat,India,382481	Zydus Corporate Park,Scheme No. 63, Survey No. 536 Khoraj(Gandhinagar),Nr. Vaishnodevi Circle, Ahmedabad,Ahmedabad,Gujarat,India,382481
Latitude details	72.542855	72.542855
Longitude details	23.132444	23.132444

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

(b) *Permanent Account Number (PAN) of the company

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website	www.zyduswellness.com									
iv *Date of Incorporation (DD/MM/YYYY)	01/11/1994									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Non-government company									
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
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1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083	INR000004058	
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ix * (a) Whether Annual General Meeting (AGM) held	☐ Yes ☒ No									
(b) If yes, date of AGM (DD/MM/YYYY)										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(d) Whether any extension for AGM granted	☐ Yes ☒ No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension										

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

Scheduled to be held on August 4, 2026

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	10	Manufacture of Food products	100

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

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

11

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L24230GJ1995PLC025878		ZYDUS LIFESCIENCES LIMITED	Holding	57.59
2	U15400GJ2019PLC106866		ZYDUS WELLNESS PRODUCTS LIMITED	Subsidiary	100
3	U15149GJ2018PLC105736		LIVA NUTRITIONS LIMITED	Subsidiary	100
4	U62099GJ2023FTC144591		COMFORT CLICK SOFTECH PRIVATE LIMITED	Subsidiary	100
5		DMCC170723	ZYDUS WELLNESS INTERNATIONAL DMCC	Subsidiary	100
6		C-176352/2021	ZYDUS WELLNESS (BD) PVT LIMITED	Subsidiary	100
7		05614133	COMFORT CLICK LIMITED	Subsidiary	100

8		2554357	NATURELL INC. USA	Subsidiary	100
9		657725	COMFORT CLICK LIMITED.	Subsidiary	100
10		7277079	COMFORT CLICK LLC	Subsidiary	100
11		16630358	ALIDAC UK LIMITED	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	500000000	318160720	318160720	318160720
Total amount of equity shares (in rupees)	1000000000.00	636321440.00	636321440.00	636321440.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares				
Number of equity shares	500000000	318160720	318160720	318160720
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1000000000.00	636321440.00	636321440.00	636321440.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				

Total amount of preference shares (in rupees)				
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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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1	318160719	318160720.00	636321440	636321440	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Not applicable	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Not applicable	0	0	0.00	0	0	
At the end of the year	1.00	318160719.00	318160720.00	636321440.00	636321440.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify Not applicable	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Not applicable	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE768C01028

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

1

Class of shares		Equity shares
Before split / Consolidation	Number of shares	63632144
	Face value per share	10
After split / consolidation	Number of shares	318160720
	Face value per share	2

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

Number of transfers

3412

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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

Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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				
Partly convertible debentures				
Fully convertible debentures				
Total				

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	0.00		0.00		0.00

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

i *Turnover

5283971635

ii * Net worth of the Company

40324896871

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	81840	0.03	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	183240745	57.59	0	0.00
10	Others	38228460	12.02	0	0.00
	Trust				
	Total	221551045.00	69.64	0.00	0.00

Total number of shareholders (promoters)

13

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	21424885	6.73	0	0.00
	(ii) Non-resident Indian (NRI)	1864279	0.59	0	0.00

	(iii) Foreign national (other than NRI)	1635	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	1240314	0.39	0	0.00
4	Banks	3440	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	10107606	3.18	0	0.00
7	Mutual funds	58637683	18.43	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1784857	0.56	0	0.00
10	Others	1544976	0.49	0	0.00
	AIF,NBFC,IEP F etc				
	Total	96609675.00	30.37	0.00	0.00

Total number of shareholders (other than promoters)

80622

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

80635.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	13807
2	Individual - Male	26748
3	Individual - Transgender	0
4	Other than individuals	40080
	Total	80635.00

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

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	01/04/2025	India	240745	3.18

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	19	13
Members (other than promoters)	69129	80622
Debenture holders	0	0

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	0.00	0.00
i Non-Independent	1	1	1	1	0	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	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	6	1	6	0.00	0.00

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

9

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHARVIL PANKAJBHAI PATEL	00131995	Director	2665	
DHARMISHTA NARENDRAPRASAD RAVAL	02792246	Director	0	
SRIVISHNU RAJU NANDYALA	00025063	Director	0	
MONAPPA ARUN AKHIL	09784366	Director	0	
KULIN SANJAY LALBHAI	05206878	Director	0	
GANESH NARAYAN NAYAK	00017481	Director	59630	
TARUN ARORA	07185311	Whole-time director	15000	
UMESH V PARIKH		CFO	19005	
NANDISH PRADIP JOSHI		Company Secretary	5	

B (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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/07/2025	68597	59	69.63

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2025	7	7	100.00
2	24/06/2025	7	5	71.43
3	30/07/2025	7	6	85.71
4	21/08/2025	7	4	57.14
5	05/11/2025	7	7	100.00
6	03/02/2026	7	6	85.71

C COMMITTEE MEETINGS

Number of meetings held

36

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/05/2025	5	5	100.00
2	Audit Committee	30/07/2025	5	4	80.00

3	Audit Committee	05/11/2025	5	5	100.00
4	Audit Committee	03/02/2026	5	4	80.00
5	Nomination and Remuneration Committee	19/05/2025	3	3	100.00
6	Nomination and Remuneration Committee	05/11/2025	3	3	100.00
7	Risk Management Committee	30/04/2025	4	4	100.00
8	Risk Management Committee	05/11/2025	4	4	100.00
9	Corporate Social Responsibility Committee	19/05/2025	3	3	100.00
10	Stakeholders Investors Relationship Committee	19/05/2025	3	3	100.00
11	Share Transfer Committee	02/04/2025	3	2	66.67
12	Share Transfer Committee	07/04/2025	3	2	66.67
13	Share Transfer Committee	10/04/2025	3	2	66.67
14	Share Transfer Committee	18/04/2025	3	2	66.67
15	Share Transfer Committee	28/04/2025	3	3	100.00
16	Share Transfer Committee	22/05/2025	3	2	66.67
17	Share Transfer Committee	14/07/2025	3	2	66.67
18	Share Transfer Committee	21/07/2025	3	2	66.67
19	Share Transfer Committee	11/08/2025	3	3	100.00
20	Share Transfer Committee	18/08/2025	3	2	66.67
21	Share Transfer Committee	25/08/2025	3	2	66.67
22	Share Transfer Committee	30/08/2025	3	3	100.00
23	Share Transfer Committee	19/12/2025	3	2	66.67
24	Finance and Administration Committee	26/04/2025	3	3	100.00

25	Finance and Administration Committee	28/05/2025	3	3	100.00
26	Finance and Administration Committee	16/07/2025	3	2	66.67
27	Finance and Administration Committee	22/07/2025	3	3	100.00
28	Finance and Administration Committee	29/07/2025	3	3	100.00
29	Finance and Administration Committee	31/07/2025	3	2	66.67
30	Finance and Administration Committee	12/08/2025	3	3	100.00
31	Finance and Administration Committee	17/09/2025	3	2	66.67
32	Finance and Administration Committee	29/10/2025	3	3	100.00
33	Finance and Administration Committee	08/12/2025	3	3	100.00
34	Finance and Administration Committee	18/02/2025	3	3	100.00
35	Finance and Administration Committee	20/02/2025	3	3	100.00
36	Finance and Administration Committee	11/03/2026	3	3	100.00

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	 (Y/N/NA)

1	SHARVIL PANKAJBHAI PATEL	6	4	66.67	29	23	79.31	Not applicable
2	DHARMISHTA NARENDRAPRASAD RAVAL	6	6	100.00	6	6	100.00	Not applicable
3	SRIVISHNU RAJU NANDYALA	6	6	100.00	7	7	100.00	Not applicable
4	MONAPPA ARUN AKHIL	6	4	66.67	6	4	66.67	Not applicable
5	KULIN SANJAY LALBHAI	6	4	66.67	9	9	100.00	Not applicable
6	GANESH NARAYAN NAYAK	6	5	83.33	32	27	84.38	Not applicable
7	TARUN ARORA	6	6	100.00	27	26	96.30	Not applicable

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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 ARORA	Whole-time director	15319308	0	0	0	15319308.00
	Total		15319308.00	0.00	0.00	0.00	15319308.00

B *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 VINODRAY PARIKH	CFO	27631881	0	0	0	27631881.00
2	NANDISH PRADIP JOSHI	Company Secretary	1768865	0	0	0	1768865.00
	Total		29400746.00	0.00	0.00	0.00	29400746.00

C *Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SHARVIL PANKAJBHAI PATEL	Director	0	0	0	700000	700000.00

2	DHARMISHTA NARENDRAPRASAD RAVAL	Director	0	550000	0	1300000	1850000.00
3	SRIVISHNU RAJU NANDYALA	Director	0	550000	0	1400000	1950000.00
4	MONAPPA ARUN AKHIL	Director	0	550000	0	800000	1350000.00
5	KULIN SANJAY LALBHAI	Director	0	550000	0	1400000	1950000.00
6	GANESH NARAYAN NAYAK	Director	0	0	0	1100000	1100000.00
	Total		0.00	2200000.00	0.00	6700000. 00	8900000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

80635

XIV Attachments

(a) List of share holders, debenture holders

MGT-7.xlsm

(b) Optional Attachment(s), if any

Clarification.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of **ZYDUS WELLNESS LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2026**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Hitesh D. Buch

Date (DD/MM/YYYY)

06/07/2026

Place

Ahmedabad

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

8*9*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

[REDACTED]

*(b) Name of the Designated Person

NANDISH PRADIP JOSHI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

37

dated*

(DD/MM/YYYY)

15/05/2014

to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*1*1*9*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

3*0*6

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AC4435402

eForm filing date (DD/MM/YYYY)

06/07/2026

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

To,
Registrar of Companies
The Ministry of Corporate Affairs
Dadra and Nagar Haveli,
Ahmedabad, Gujarat

Date:

Dear Sir / Madam,

Sub.: Explanation / Clarification for filing e-Form MGT-7 for the financial year 2025-26 of Zydus Wellness Limited ("the Company")

1. Point No. VI B – Breakup of total number of shareholders (Promoters + Other than Promoters):

The National Securities Depository Limited ("NSDL") is yet to develop a system for gender-based classification of folios / demat accounts. Accordingly, we have provided complete details for folios / accounts registered with Central Depository Services (India) Limited ("CDSL"). For the remaining shareholders holding shares through NSDL and in physical form, the details are not available with the Registrar and Share Transfer Agent ("RTA") and those details are not provided in the excel utility.

2. Point No. VI C – Details of Foreign Institutional Investors' (FIIs) holding shares of the Company:

The total number of FIIs mentioned in e-form is '1' instead of 107 since it is not allowing to enter actual % of shares held less than zero. Actual % of shares held mentioned in the e-form i.e. 3.18% is the total % holding of all FII's in the Company. Correct % of shares held by 'State Street Global Small Cap Equity Ex-U.S. Index Non-Lending Series Fund' is 0.0757%.

The particulars of all 107 FII's are provided separately in **Annexure-"I"** to this clarification.



Also the 'Date of incorporation' is a mandatory field in the e-form. However, the relevant data is currently inaccessible, as it has not been registered with the concerned Depository or Depository Participant (i.e. NSDL / CDSL). Consequently, it is unavailable to the RTA. In view of this, the date entered under the mandatory field 'Date of Incorporation' is 01/04/2025, which is a dummy date to enable the Company to proceed with the filing of the e-form.

The RTA has provided the data for country of incorporation based on the details registered in the demat account. Wherever the details are not available, we have mentioned ' Not available' in Annexure-“I”, but we have selected 'India' in the form, as there is no option to enter the details and dropdown has been provided.

3. Point No. VII – Number of Promoters, Members and Debenture holders:

The number of shareholders in 'Promoters' and 'Members (Other than Promoters)' at the beginning of the year and at the end of the year has been mentioned without grouping of PAN of the shareholders, as the list of the shareholders which is required to be uploaded in the prescribed excel utility, mandatorily requires field of Folio no. / DP ID and Client ID.

4. Point No. XVI C – Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014:

Pursuant to the provisions of rule 9 of The Companies (Management and Administration) Rules, 2014, Mr. Nandish P. Joshi, Company Secretary of the Company is appointed as a Designated Person. PAN mentioned in the form relates to Mr. Nandish P. Joshi.

5. Declaration – Date of authorisation to sign e-form:

Dr. Sharvil Patel, Chairman (DIN: 00131995) and Mr. Nandish P. Joshi, Company Secretary are authorised by the Board of Directors vide resolution no. 37 and 3 dated May 15, 2014 and July 29, 2022, respectively to sign e-forms.

In e-form date and resolution number of authorisation for Dr. Sharvil P. Patel are mentioned, due to restriction of only one field.





We request you to this explanation / clarification in your records.

Thanking you,

Yours faithfully,

For, **ZYDUS WELLNESS LIMITED**

NANDISH P. JOSHI

COMPANY SECRETARY

Encl. As above



Annexure-“I”

Details in respect of shares held by or on behalf of the FIs/ FPIs.					
Name of the FI	Address	Date of Incorporation	Country	Number of shares held	% of shares held
STATE STREET GLOBAL SMALL CAP EQUITY EX- U.S. INDEX NON-LENDING SERIES FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	240745	0.0757
EMPLOYEES PROVIDENT FUND BOARD MANAGED BY NOMURA ISLAMIC ASSET MANAGEMENT SDN BHD	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	46385	0.0146
EMERGING MARKETS CORE EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	8055	0.0025
DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	123632	0.0389
ISHARES CORE MSCI EM IMI UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		Not available	170082	0.0535
GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI		India	11580	0.0036
XTRACKERS NIFTY 500 INDIA ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		Not available	206	0.0001
BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	1681	0.0005
ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	32074	0.0101
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	36277	0.0114
DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	8890	0.0028
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	2825	0.0009
FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	4410	0.0014
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	29390	0.0092
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	1346455	0.4232
VANGUARD FUNDS PLC - VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		India	870	0.0003
SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	43107	0.0135
LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available	24700	0.0078
ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CAP EQUITY	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		Not available	2850	0.0009
NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	60529	0.019
ISHARES MSCI INDIA SMALL-CAP ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	177039	0.0556
EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	4936	0.0016
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	19035	0.006
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	21685	0.0068
FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	5105	0.0016
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	12995	0.0041
THRIFT SAVINGS PLAN	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	241760	0.076
VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	12915	0.0041
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	430110	0.1352

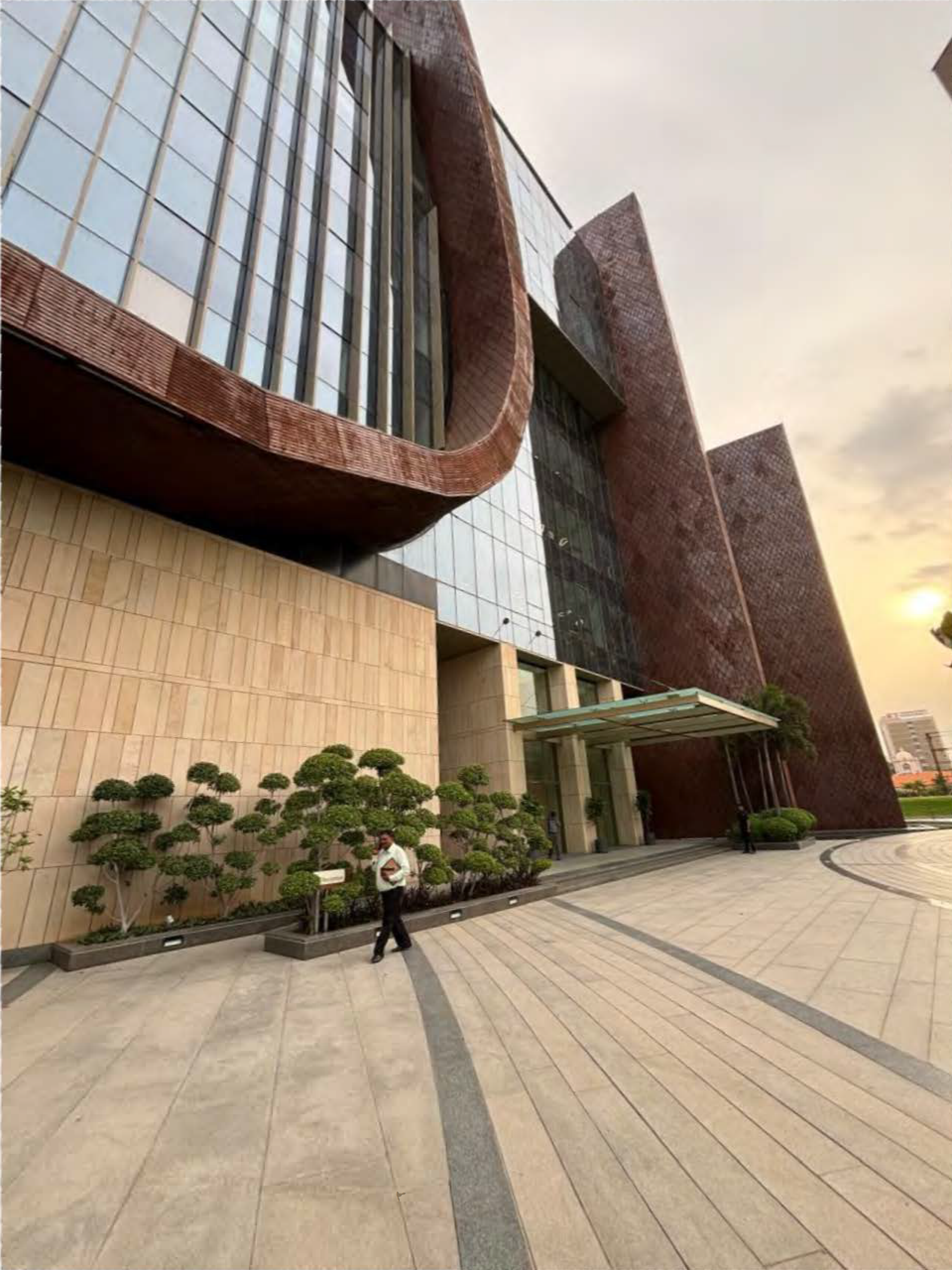
SA EMERGING MARKETS VALUE FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI		India		5525	0.0017
ISHARES IV PUBLIC LIMITED COMPANY - ISHARES MSCI EM IMI SCREENED UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		51245	0.0161
WISDOMTREE INDIA EARNINGS FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		Not available		79252	0.0249
CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		1325	0.0004
QUADRATURE TRADING VCC - SUB-FUND NO. 1	JPMorgan Chase Bank, N.A. India Sub Custody 3rd Flr,JP Morgan Tower,Off CST Road Kalina, Santacruz East, Mumbai		Not available		1147	0.0004
SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI		India		20291	0.0064
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI		India		61560	0.0193
SOMERVILLE TRADING ENTERPRISES, LLC	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		1459	0.0005
RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI		India		829	0.0003
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		128432	0.0404
ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		18900	0.0059
WORLD EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available		3330	0.001
ENVISION INDIA FUND	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai		India		655000	0.2059
MILLTRUST INTERNATIONAL INVESTMENTS SPC GIS NARNOLIA EMERGING INDIA FUND SP	BNP PARIBAS HOUSE 1 NORTH AVENUE MAKER MAXITY BANDRA KURLA COMPLEX BANDRA EAST MUMBAI		Not available		70000	0.022
GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		885635	0.2784
ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS ALL-CAP VALUE EQUITY	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		Not available		6430	0.002
UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		2150	0.0007
DIMENSIONAL WORLD EX U.S. SUSTAINABILITY TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available		3788	0.0012
MILLTRUST INTERNATIONAL INVESTMENTS SPC - MILLTRUST NARNOLIA INDIA FUND SP	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI		India		107300	0.0337
THE ASIO FUND VCC - EMKAY BHARAT FUND	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai		India		16400	0.0052
ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		430724	0.1354
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		706553	0.2221
VANGUARD ESG INTERNATIONAL STOCK ETF	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		25933	0.0082
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India		43170	0.0136
PEOPLE'S BANK OF CHINA	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India		8515	0.0027
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India		33100	0.0104
BVK PERSONALVORSORGE DES KANTONS ZURICH	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India		11505	0.0036
VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI		India		60215	0.0189
VANGUARD INVESTMENTS FUNDS ICVC- VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India		34560	0.0109

DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	53549	0.0168
SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX POOL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	11263	0.0035
SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY-SPDR MSCI ALL COUNTRY WORLD INVESTABLE MARKET UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		Ireland	6395	0.002
SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	51800	0.0163
VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		Not available	366504	0.1152
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	93783	0.0295
ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	21270	0.0067
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		India	13996	0.0044
MERCER QIF FUND PLC-MERCER INVESTMENT FUND 1	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	31770	0.01
ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, L.P.	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		United States of America (the)	4045	0.0013
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	11500	0.0036
TEACHER RETIREMENT SYSTEM OF TEXAS- SELF MANAGED 40	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		Not available	340	0.0001
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JP Morgan Chase Bank N.A., INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	9690	0.003
BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	3372	0.0011
NIPPON INDIA INVESTMENT UNIT TRUST - NIPPON INDIA SMALL AND MID-CAP EQUITIES FUND	BNP PARIBAS 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI		Not available	85500	0.0269
DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		India	9632	0.003
AMUNDI ETF ICAV - AMUNDI MSCI INDIA IMI UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		Not available	391	0.0001
VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	JP Morgan Chase Bank N.A., INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	1313263	0.4128
ST. JAMES'S PLACE GLOBAL SMALLER COMPANIES UNIT TRUST MANAGED BY NORTHERN TRUST GLOBAL INVESTMENTS LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		Not available	39107	0.0123
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	48230	0.0152
FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	71715	0.0225
EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	328750	0.1033
DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS SUSTAINABILITY TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	5930	0.0019
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	7200	0.0023
DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available	7270	0.0023
ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GROUP TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available	11950	0.0038
TRANS EXT GLOBAL EMRG MKTS	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	830	0.0003
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		Not available	43955	0.0138
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	8590	0.0027

COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI		India	65760	0.0207
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	14875	0.0047
INTERNATIONAL MONETARY FUND- MANAGER A	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		Not available	1020	0.0003
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI		India	20590	0.0065
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	146530	0.0461
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		India	32083	0.0101
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	23270	0.0073
GOLDMAN SACHS BANK EUROPE SE - ODI	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI		Not available	15190	0.0048
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	97175	0.0305
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	37150	0.0117
VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		India	1425	0.0004
STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	39255	0.0123
LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	15510	0.0049
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	148320	0.0466
MORGAN STANLEY DEAN WITTER INVESTMENT MANAGEMENT INC SUB A/C TAJ INVESTMENTS LIMITED	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI		India	135	0
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI		India	42975	0.0135
DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	16690	0.0052
TSP CUSTOM EMERGING MARKETS SECURITIES LENDING FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI		Not available	109990	0.0346
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI		India	1204	0.0004
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI		India	22273	0.007
GENERATED ON : 19/06/2026					

Photograph of the registered office of the Company showing external building and name prominently visible





Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Zydus Wellness Limited (**the Company**) as required to be maintained under the Companies Act, 2013 (**the Act**) and the rules made thereunder for the financial year ended on 31st March, 2026. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, wherever required/applicable, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. Its status under the Act;
 - 2. Maintenance of registers / records & making entries therein within the time prescribed therefor;
 - 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time or with additional fees in case of delay in filing the forms;
 - 4. Calling / convening / holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
 - 5. Closure of Register of Members / Security holders, as the case may be.
 - 6. Advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
 - 7. Contracts / arrangements with related parties as specified in section 188 of the Act;
 - 8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. Constitution / appointment / re-appointment / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment / re-appointment of auditors as per the provisions of section 139 of the Act;
14. Approvals, required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance / renewal / repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company.

Hitesh D. Buch

Proprietor

For Hitesh Buch & Associates

Company Secretaries

FCS 3145; C.P. No.: 8195

Peer Review Certificate No. 8039/2026

UDIN:

Place:

Date: