



8th December, 2022

Stock Code BSE: 500696

NSE: HINDUNILVR

ISIN: INE030A01027

BSE Limited,  
Corporate Relationship Department,  
2nd Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

Dear Sir/Madam,

**Sub: Proposed acquisition of shares of Zywie Ventures Private Limited**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, it is hereby informed that Hindustan Unilever Limited (the “**Company**”) has entered into definitive documents (the “**Transaction Documents**”), to acquire 100% of the shareholding of Zywie Ventures Private Limited, a private limited company incorporated in India (and also to indirectly and proportionately acquire Zenherb Labs Private Limited, a wholly owned subsidiary of Zywie Ventures Private Limited) through subscription of shares of Zywie Ventures Private Limited and purchase of shares from its existing shareholders in 2 tranches, wherein 51.00% of the shareholding will be acquired in the first tranche and the balance 49.00% shareholding shall be acquired in the second tranche, which shall take place at the expiry of 3 years from the date of completion of the first tranche (unless otherwise agreed between the Company and Zywie Ventures Private Limited in accordance with the terms of the definitive documents) (the “**Transaction**”). The said Transaction is subject to the fulfilment of various terms and conditions as specified in the Transaction Documents.



In this regard, please find enclosed herewith, the disclosure containing the details pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 as **Annexure 1**. A copy of the Press Release is enclosed herewith.

A conference call will be hosted by the Company at 6:30 p.m. IST. Joining details of the call are enclosed herewith.

You are requested to kindly take the above information on record.

Thanking You.

Yours faithfully,

**For Hindustan Unilever Limited**

**DEVOPAM  
NARENDRA  
BAJPAI**

Digitally signed by  
DEVOPAM NARENDRA  
BAJPAI  
Date: 2022.12.08 15:47:49  
+05'30'

**Dev Bajpai  
Executive Director, Legal & Corporate Affairs  
and Company Secretary  
DIN: 00050516 / FCS No.: 3354**



## ANNEXURE 1

### Disclosure under sub-para (1) i.e. Acquisition(s) (including agreement to acquire) of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No.	PARTICULARS	DESCRIPTION
1.	Name of the target entity, details in brief such as size, turnover etc.	Zywie Ventures Private Limited ("Target"), a private limited company incorporated in India, with a turnover from operations of INR 124.17 Crores for the financial year 2021-2022  Indirect acquisition of Zenherb Labs Private Limited ("Subsidiary"), incorporated as a private limited company in India with turnover from operations of INR 0.33 lacs for the financial year 2021-2022
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	The acquisition does not fall within related party transactions. The promoter/promoter group/group companies have no interest in the Target and the Subsidiary.
3.	Industry to which the entity being acquired belongs	Health & Wellbeing (Vitamins, Minerals and Supplements) and Beauty and Personal Care
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for	Acquisition to enter the Health & Wellbeing category



	acquisition of target entity, if its business is outside the main line of business of the listed entity)	
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None
6.	Indicative time period for completion of the acquisition	<p>Subject to fulfilment of terms and conditions as under the Transaction Documents:</p> <p>(a) <b><u>Completion date for the first tranche (51.00% of the shareholding)</u></b>: Expected to occur on or before January 02, 2023, subject to any extension as per the terms of Transaction Documents</p> <p>(b) <b><u>Completion date for the second tranche (49.00% of the shareholding)</u></b>: At the expiry of 3 years from the date of completion of the first tranche, subject to any extension as per the terms of Transaction Documents</p>
7.	Nature of consideration- whether cash consideration or share swap and details of the same	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	<p><b><u>Total consideration for acquisition of the first tranche</u></b>: INR 264.28 Crores.</p> <p><b><u>Total consideration for acquisition of the second tranche</u></b>: To be determined at the end of three years as detailed under the Transaction Documents.</p>



9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Company has agreed to acquire 51.00% shareholding of the Target in the first tranche.</p> <p>Balance 49.00% shareholding of the Target to be acquired, after the expiry of a period of 3 years from the completion of the first tranche, subject to any extension as per the terms of the Transaction Documents</p>								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>The Target was incorporated on August 13, 2013, under the provisions of the Companies Act, 1956</p> <p>The Target is involved in manufacture, buying, selling, trading and dealing in <i>inter alia</i>: (a) Protein products; (b) Vitamins, Minerals and Supplements; and (c) Beauty and Personal Care</p> <p>The Target primarily sells its products in India</p> <p>The turnover from operations of the Target for the last three years is as follows:</p> <table border="1" data-bbox="815 1509 1385 1921"> <thead> <tr> <th>Year</th> <th>Turnover (INR Crores)</th> </tr> </thead> <tbody> <tr> <td>FY 2021-22</td> <td>124.17</td> </tr> <tr> <td>FY 2020-21</td> <td>72.11</td> </tr> <tr> <td>FY 2019-20</td> <td>21.02</td> </tr> </tbody> </table>	Year	Turnover (INR Crores)	FY 2021-22	124.17	FY 2020-21	72.11	FY 2019-20	21.02
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**Hindustan Unilever Limited enters 'Health & Wellbeing' category with strategic investments in Zywie Ventures Private Limited ("OZiva") and Nutritionalab Private Limited ("Wellbeing Nutrition")**

**Mumbai, 8<sup>th</sup> December 2022:** In line with our strategic priority of entering fast-growing demand spaces, Hindustan Unilever Limited (HUL) today announced its foray into the 'Health & Wellbeing' category through strategic investments in Zywie Ventures Private Limited ("OZiva") and Nutritionalab Private Limited ("Wellbeing Nutrition"). 'Health & Wellbeing' is a fast-evolving category in India with a total potential market size of c. INR 30,000<sup>1</sup> crores.

Launched in 2016, OZiva is a leading plant-based, and clean-label consumer wellness brand focused on the need spaces such as Lifestyle Protein, Hair & Beauty Supplements and Women's health. It is a digital-first brand with an omnichannel approach, available on its website (D2C), digital marketplaces, and offline stores where its presence is growing. The company has a strong in-house R&D team comprising PhDs, Phyto-chemists and Biotechnologists. HUL will acquire 51% equity stake through a combination of primary infusion and secondary buyouts. The balance 49% will be acquired at the end of 36 months based on pre-agreed valuation criteria. The current OZiva team led by Ms. Aarti Gill and Mr. Mihir Gadani will continue to operate all functions of the business. HUL will have representation on the Board and will provide necessary capabilities and support to scale up.

Founded in 2019, Wellbeing Nutrition has pioneered disruptive formats in science-backed, benefit-led clean products in Health & Wellbeing. Its product range includes Melts (Oral Thin Strips), Slow (Slow-Release capsules) and Marine Collagen powder focused on need spaces such as Beauty, Everyday Health, Gut Health and Sleep. They have presence in D2C, digital marketplaces and are expanding in offline retail channels. HUL will acquire 19.8% equity stake in the company through a combination of primary infusion and secondary buyouts. The current Wellbeing Nutrition team led by Mr. Avnish Chhabria will continue to operate all functions of the business. HUL will be represented on the Board.

Both these transactions are expected to be completed in the next 1-3 months, subject to customary closing conditions.

**Sanjiv Mehta, CEO and Managing Director, HUL** said: "We are delighted to welcome OZiva and Wellbeing Nutrition to the HUL family and our portfolio of purpose-led brands. These strategic investments give us an entry into the fast-growing Health & Wellbeing category. They align strongly with our mission to improve the health and wellbeing of consumers and empower people to take charge of their health through solutions that they can trust. I strongly believe that HUL is well-positioned to support further scale-up of these businesses through our R&D, Market Development, Distribution capabilities and Unilever's global Health & Wellbeing expertise."

Ritesh Tiwari, CFO HUL said: "HUL has a successful track record of building categories through market development. We are excited to work with the founders of OZiva and Wellbeing Nutrition to grow the businesses further by leveraging our complementary expertise and capabilities."

Aarti Gill & Mihir Gadani, Founders of OZiva said: "We are glad to partner with HUL to achieve our vision of empowering people to live better and healthier with OZiva. Over the last few years, we have created an innovative portfolio that has helped millions of consumers live a better life. As the next step in this journey, with OZiva's focus on innovation in the space of health & wellbeing and HUL's strong capabilities in category development and distribution, we believe we can together create a stronger purpose led brand that brings us closer to our vision and touch more lives around the world."

Avnish Chhabria, Founder & CEO, Wellbeing Nutrition said: "We are very excited to welcome onboard Hindustan Unilever as a strategic investor. Wellbeing Nutrition has been on a mission to make clean nutrition accessible to consumers all over the world on the back of innovative products, such as Melts (Oral Thin Strips) and Slow (2-in-1 capsule technology) formulated using high-quality and globally-sourced natural ingredients. We believe this partnership will help scale Wellbeing Nutrition by leveraging HUL's reach and capabilities and become a lifestyle wellness brand of choice,"

**About Hindustan Unilever Limited (HUL)**

With nearly 90 years of heritage in India, HUL is India's largest fast-moving consumer goods company. On any given day, nine out of ten Indian households use one or more of our brands, giving us a unique opportunity to build a brighter future. We are known for our great brands, the positive social impact we create and our belief in doing business the right way.

# Hindustan Unilever Limited



Joining details for conference call dated 8<sup>th</sup> Dec 2022, 06.30 pm (IST)

## Participation Link

<https://links.ccwebcast.com/?EventId=HUL08122022>

## Express Join with DiamondPass™

<https://services.choruscall.in/DiamondPassRegistration/register?confirmationNumber=1257886&linkSecurityString=613d2e642>

## Dial-in Numbers Information for On-Spot Registration

When using dial-in numbers mentioned below please do so 10 minutes prior to the conference schedule to ensure that you are connected to your call-in time.

<b>Universal Dial-In</b>	+91 22 6280 1416 +91 22 7115 8317
<b>India National Toll Free</b>	1 800 120 1221
<b>International Toll Free</b>	
Argentina	0080014243444
Australia	1800053698
Canada	01180014243444
China	4008428405
France	0800914745
Germany	0080014243444
Hong Kong	800964448
Italy	0080014243444
Japan	00531161110
Netherlands	08000229808
Poland	008001124248
Singapore	8001012045
South Korea	00180014243444
Sweden	0080014243444
Thailand	00180014243444
UK	08081011573
USA	18667462133
<b>International Toll</b>	
Hong Kong	+852 30186877
Japan	+81 345899421
Singapore	+65 31575746
UK	+44 2034785524
USA	+1 3233868721