



Zuventus

Healthcare Limited
A Joint venture of Emcure

Head Office : Office No. 5119, 5th floor, D - Wing, Oberoi Garden Estates, Chandivali, Andheri (E) Mumbai 400 072

Tel. : 3061 0000 / 2847 2821/2/3/4 • Fax 2847 2829/28 • E-mail : zuventus.corporate@zuventus.com • Website : www.zuventus.co.in
CIN - U85320PN2002PLC018324

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Zuventus Healthcare Limited will be held on Monday, July 22, 2019 at 11.00 a.m. at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Satish Mehta (DIN: 00118691), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Shreekant Bapat as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

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statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Shreekant Bapat (DIN: 00621568), who was appointed as an Independent Director at the Annual General meeting of the Company held on July 28, 2014 and holds office up to July 27, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 consecutive years commencing with effect from 28th July, 2019 up to 27th July, 2022.

5. **Re-appointment of Mr. Hitesh Jain as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Hitesh Jain (DIN: 00130023), who was appointed as an Independent Director at the Annual General meeting of the Company held on July 28, 2014 and holds office up to July 27, 2019 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to

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Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



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retire by rotation, to hold office for a second term of 3 consecutive years commencing with effect from 28th July, 2019 up to 27th July, 2022.

6. Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 5,50,000/- (Rupees Five Lakh Fifty thousand Only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2020 as approved by the Board of Directors of the Company to be paid to M/s B.M Sharma & Co., Cost Accountants for the conduct of the cost audit of cost records of the Company, be and is hereby ratified and confirmed.”

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411026(Maharashtra)

By Order of the Board

For Zuventus Healthcare Limited

Sd/-

Sheetal Kulkarni
Company Secretary

Place: Pune

Date: July 16, 2019

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the

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company. The proxy form in the format enclosed with this notice duly completed must reach the registered office of the company not less than forty-eight hours before the time appointed for holding the meeting.

2. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. A proxy may not vote except on a poll.
3. July 22, 2019 is the Record Date for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
7. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. The Company has no unpaid or unclaimed Dividend.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details/disclosures as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are also annexed.
9. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.zuventus.com.

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10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

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Pune- 411026(Maharashtra)

By Order of the Board

For Zuventus Healthcare Limited

Sd/-

Sheetal Kulkarni

Company Secretary

Place: Pune

Date: July 16, 2019

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure in accordance with the Secretarial Standard on General Meetings (SS-2) of ICSI

Item no. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Mr. Shreekant Bapat (DIN: 00621568) as an Independent Director for a second term of 3 years i.e. from July 28, 2019 to July 27, 2022. He shall not be liable to retire by rotation.

He is a member of the Board since July 3, 2002. He was appointed as an Independent Director by the Members of the Company in the Annual General Meeting held on 28th July, 2014 to hold office for five consecutive years for a term up to 27th July, 2019.

The Company has, in terms of the provisions of Section 160(1) of the Act, received a Notice from a member proposing his candidature for appointment as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

Mr. Bapat is a graduate in commerce from Pune University. He is a highly distinguished erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Joint Director – Intelligence Bureau, Ministry of Home Affairs, Commissioner of Police, Mumbai and Member of the Maharashtra Public Service Commission. Mr. Bapat is a recipient of the President's medal for distinguished service and Police medal for meritorious service. Mr. Bapat was the president of the India chapter of a global philanthropic foundation for seven years. He has special interest in areas relating to national security, human resource development and corporate social responsibility.

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The Board, based on performance evaluation and recommendation of Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Bapat as an Independent Director.

In opinion of the Board, he fulfills the conditions specified in the Act, for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of the Annual General Meeting.

In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the re-appointment of Mr. Bapat is being placed before the members for their approval by the way of a Special Resolution. The Board recommends the Special Resolution as laid out at Item No. 4 of the notice of Annual General Meeting for approval of members.

Except Mr. Bapat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

Mr. Bapat is not related to any Director of the Company.

Item no. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Mr. Hitesh Jain (DIN: 00130023) as an Independent Director for a second term of 3 years i.e. from July 28, 2019 to July 27, 2022. He shall not be liable to retire by rotation.

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He is a member of Board since May 18, 2009. He was appointed as an Independent Director to, by the Members of the Company in the Annual General Meeting held on 28th July, 2014 to hold office for five consecutive years for a term up to 27th July, 2019.

The Company has, in terms of the provisions of Section 160(1) of the Act, received a Notice from a member proposing his candidature for appointment as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

Mr. Hitesh Jain was enrolled as an advocate of the Bar Council of Maharashtra and Goa in 1995 after completing his LLB from Symbiosis Law College in Pune. In 1996, he attained his LLM in international commercial and corporate laws from the London School of Economics in the UK. He is a litigation Lawyer with several years of experience in all branches of litigation - civil, criminal, commercial and constitutional matters. He is a partner and heads the Dispute Resolution, Real Estate and Entertainment law practices at Parinam Law Associates.

The Board, based on performance evaluation and recommendation of Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jain as an Independent Director.

In opinion of the Board, he fulfills the conditions specified in the Act, for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of the Annual General Meeting.

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In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the re-appointment of Mr. Jain is being placed before the members for their approval by the way of a Special Resolution. The Board recommends the Special Resolution as laid out at Item No. 5 of the notice of Annual General Meeting for approval of members.

Except Mr. Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

Mr. Jain is not related to any Director of the Company.

Item No. 6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the members of the Company.

On recommendation of the Audit Committee at its meeting held on 16th July, 2019, the Board has considered and approved the appointment of M/s B.M. Sharma & Co., Cost Accountants for the conduct of the cost audit of the cost records of the Company at a remuneration of Rs. 5,50,000/- excluding applicable taxes and reimbursement of actual travel and out of pocket expenses for the Financial Year ending 31st March 2020.

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The resolution at Item No. 6 of the Notice is set out as an Ordinary Resolution and is recommended by the Board for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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Pune- 411026(Maharashtra)

By Order of the Board

For Zuventus Healthcare Limited

Sd/-

Sheetal Kulkarni

Company Secretary

Place: Pune

Date: July 16, 2019

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CIN : U85329PN2992PLCO19324

DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):

Name of the Director	Mr. Satish Mehta	Mr. Shreekant Bapat	Mr. Hitesh Jain
Age (Yrs.)	68 Years	81 Years	46 Years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	July 3, 2002	July 3, 2002	May 18, 2009
Relationship with other Directors of the Company	Father, Mrs. Namita Thapar, Director	None	None
Area of Expertise	Management	National security, human resource development and corporate social responsibility	Litigation Lawyer in all branches of litigation - civil, criminal, commercial and constitutional matters
Qualifications	M.Sc., M.B.A. (IIMA)	Graduate in commerce from Pune University. He is a highly distinguished erstwhile officer of the Indian Police Service.	LLB from Symbiosis Law College in Pune and LLM in international commercial and corporate laws from the London School of Economics in the UK.

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Experience	Mr. Satish Mehta has vast experience in the pharmaceutical industry. His leadership has made our Company a major player in the pharmaceutical industry. He has been on the Board since 2002.	He is a highly distinguished erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Joint Director – Intelligence Bureau, Ministry of Home Affairs, Commissioner of Police, Mumbai and Member of the Maharashtra Public Service Commission.	Mr. Hitesh Jain is a litigation Lawyer with several years of experience in all branches of litigation - civil, criminal, commercial and constitutional matters. He is a partner and heads the Dispute Resolution, Real Estate and Entertainment law practices at Parinam Law Associates.
Directorships held in other Companies including body corporates	<ol style="list-style-type: none"> 1) Emcure Pharmaceuticals Limited 2) Genova Biopharmaceuticals Limited. 3) Heritage Pharma Holdings Inc. 4) Heritage Pharmaceuticals Inc. 5) Heritage Pharma Labs Inc. 	<ol style="list-style-type: none"> 1. Emcure Pharmaceuticals Limited 2. Genova Biopharmaceuticals Limited 3. United Socio-Economic Development And Research Programme 	<ol style="list-style-type: none"> 1. Genova Biopharmaceuticals Limited 2. IREP Credit Capital Private Limited 3. Personiv Contact Centers India Private Limited 4. Brown Brothers Harriman Business Services (India)

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			Private Limited 5. Jain International Trade Organization 6. Bluekraft Digital Foundation
Chairman/ Member in the Committees of the Boards of other Companies in which he/she is Director	Chairman: NIL Member: Emcure Pharmaceuticals Limited: - Investor Grievance and Share Transfer Committee	Chairman: Emcure Pharmaceuticals Limited - Audit Committee - Nomination & Remuneration Committee - Corporate Social Responsibility Committee - Investor Grievance and Share Transfer Committee Genova Biopharmaceuticals Limited - Audit Committee - Nomination & Remuneration Committee - Corporate Social Responsibility Committee	Chairman: NIL Member Genova Biopharmaceuticals Limited - Audit Committee - Nomination & Remuneration Committee

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No. of Board Meetings attended during FY 2018-19	4 out of 4	4 out of 4	4 out of 4
No. of Shares held in the Company as on March 31 st , 2019 and % of Paid-up Share Capital	NIL	NIL	63,060 (0.31%)

Registered Office:

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Pune- 411026(Maharashtra)

Place: Pune

Date: 16th July, 2019

By Order of the Board

For Zuventus Healthcare Limited

Sheetal Kulkarni

Company Secretary

Zuventus Healthcare Ltd.



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ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Annual General Meeting Venue:

Zuventus Healthcare Limited

Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057

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ATTENDANCE SLIP

ZUVENTUS HEALTHCARE LIMITED

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Phone: 020-30610000, 40700000, E-mail id: Zuventus.corporate@zuventus.com

Website: www.zuventus.com

17TH ANNUAL GENERAL MEETING – JULY 22, 2019

Name of the Beneficial Owner: _____

Registered Folio No. /DP ID No. /Client ID No.: _____

No. of Shares held: _____

I / We certify that I/ We am/are a member/proxy for the member of the Company.

I/We hereby record my / our presence at the 17th Annual General Meeting of the Company held on **Monday, July 22, 2019** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 (Maharashtra) at **11.00 a.m.**

.....
Name of attending Member/Proxy

.....
Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

Note:

1. Sign this attendance slip and hand it over at the Annual General Meeting venue.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. In case of shares held in Demat/Electronic Form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDS.
4. The map to reach the AGM venue is given overleaf.

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ZUVENTUS HEALTHCARE LIMITED

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the Company:

Registered office:

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

Zuventus Healthcare Ltd.

**Zuventus**

Head Office : Office No. 5119, 5th floor, D - Wing, Oberoi Garden Estates, Chandivali, Andheri (E) Mumbai 400 072

Healthcare Limited
A Joint venture of **Emcure**Tel. : 3061 0000 / 2847 2821/2/3/4 • Fax 2847 2829/28 • E-mail : zuventus.corporate@zuventus.com • Website : www.zuventus.co.in
CIN - U85320PN2002PLC018324

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Monday, July 22, 2019 at 11.00 a.m. at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Particulars	For	Against	Abstain
1.	To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended 31 st March, 2019 together with the reports of the Board of Directors and Auditors thereon.			
2.	Declaration of final dividend on equity shares for the Financial Year ended 31 st March, 2019.			
3.	Appointment of a Director in place of Mr. Satish Mehta (DIN: 00118691), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.			
4.	Re-appointment of Mr. Shreekant Bapat as an Independent Director.			
5.	Re-appointment of Mr. Hitesh Jain as an Independent Director			
6.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20.			

Signed this day of20.....

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111