



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

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Zuventus Healthcare Limited will be held at 11.00 am on Wednesday, 3rd August, 2016 at the Registered Office of the Company at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and auditors thereon.
2. To confirm interim dividend paid as final dividend on Equity Shares for the financial year ended on 31st March, 2016.
3. To appoint Director in place of Mr. Sanjay Mehta (DIN 00100228), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, M/s Price Waterhouse, Chartered Accountants (FRN 301112E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration plus service tax, out of pocket expenses as may be decided by the Board of Directors in consultation with the Auditors.”

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SPECIAL BUSINESS:

5. 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 payable to M/s B.M. Sharma & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs. 3,00,000 (Rupees Three Lacs only) plus service tax, out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

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

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members be and is hereby accorded to the payment of Commission of Rs. 25,00,000 (Rupees Twenty Five Lakhs Only) to Mr. S. K. Bapat, Non-executive Director of the Company out of the net profits of the Company for the Financial Year 2015-16, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.”

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

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members be and is hereby accorded to the payment of Commission of Rs. 10,00,000 (Rupees Ten Lakhs Only) to Mr. Hitesh Jain, Non-executive Director of the Company out of the net profits of the Company for the



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Financial Year 2015-16, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.”

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

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any of the Companies Act, 2013, consent be and is hereby accorded for the payment, for each financial year commencing from 1st April 2016, of a commission not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all Directors of the Company or some or any of them except Managing Director and Whole time Directors in such amount and in such manner as may be decided by the Board of Directors of the Company from time to time and such payment shall be made in respect of the profits of the Company for each year”

Place : Pune

Date : 23.06.2016

By the order of the Board

Shilpa Dhavale

Company Secretary

Membership No: A23772

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1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The proxy form in the format enclosed with this notice duly completed must reach the registered office of the company not later than forty-eight hours before the time appointed for holding the meeting.
2. A person can act as proxy on behalf of Members upto 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.
3. 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.
4. 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.
5. The interim dividend paid during the year is being confirmed as final dividend for the Financial Year 2015-16 at the ensuing Annual General Meeting.
6. Members are requested to advise the Company any changes in their address quoting their Folio Numbers immediately.
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.
9. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.zuventus.co.in.
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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I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act) the following Explanatory Statement sets out all the material facts relating to the businesses mentioned under Item numbers 5 to 7 of the accompanying Notice.

Item no. 5:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s B.M Sharma & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2016-2017.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the notice.

The Board recommends the resolution set forth in notice for approval of members.

Item No. 6 and 7

It is proposed to pay commission to the Non-Executive Directors out of the net profits of the Company for the financial year ended on 31st March 2016. The payment of the commission will be made after approval of the accounts by the shareholders in the ensuing Annual General Meeting.

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Except Mr. S. K. Bapat and Mr. Hitesh Jain none of the directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in notice for approval of members.

Item No. 8

The Members of the Company at their Annual General Meeting held on 30th July, 2011 approved by way of Special Resolution under section 309 of the Companies Act, 1956, the payment of commission to Non-executive Directors of the Company of a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956.

The aforesaid resolution had the validity for 5 years i.e till 31st March, 2016. The Nomination and Remuneration Committee and the Board of Directors in their meeting held on 23rd June, 2016 had proposed obtaining an approval by way of Special Resolution for payment of Commission to Non-executive Directors of the Company upto 1% of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013 for further years.

All the Non-executive Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration by way of commission that may be received by them.

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CIN - U85320PN2002PLC018324**II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN
THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):**

Name of the Director	Mr. Sanjay Mehta
Date of Birth	18/04/1964
Nationality	Indian
Date of Appointment on the Board	22/08/2006
Qualification	Graduate in Commerce
Brief Resume and area of expertise	Mr. Sanjay Mehta is a Non-Independent, Non-executive director of our Company. He is a graduate in Commerce from the Pune University.
Directorships in other Public Ltd. Companies	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman: Nil Member : Nil
No. of Shares held	10,560
Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Investor Grievance committee of Public Limited Company (whether Listed or not).	

Place: Pune**By the Order of the Board****Date: 23.06.2016**
Shilpa Dhavale**Company Secretary****Membership No: A23772****Zuventus Healthcare Ltd.**

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