



## ZUVENTUS HEALTHCARE LIMITED

Registered Office: T-184, MIDC, Bhosari, Pune 411 026

Tel: 020 – 4070 0000, Fax: 020 – 3501 0111

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, JULY 10, 2023 AT 10.00 A.M. (IST) AT PLOT NO. P2, IT-BT PARK, PHASE II, M.I.D.C., HINJAWADI, PUNE – 411 057 TO TRANSACT THE FOLLOWING BUSINESS:

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#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 5/- per Equity Shares of Rs. 10/- each.
3. To appoint Mr. Satish Mehta (DIN: 00118691) as a Director who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2023-24:

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. 4,20,000/- (excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses) to be paid to M/s. B. M. Sharma & Co., Cost Accountants [Firm Registration No. 000219] to conduct of the audit of cost records of the Company, for the financial year ending March 31, 2024, as approved by the Board of Directors of the Company, be and is hereby ratified.”

#### 5. APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession to the resolution passed earlier in this regard and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 (“the Act”) as amended from time to time and subject to other consents, approvals, permissions as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context

otherwise require, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in which any director of the Company is interested as per Section 185(2) of the Act for an amount not exceeding Rs. 600 crores, in one or more tranches, in their absolute discretion as deemed beneficial and in the interest of the Company, provided that such loans, guarantee or security are utilized by the borrower, for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board be and is hereby authorized to identify, finalise, approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, corporate guarantee, security, as the Board may deem fit and to do all such acts, deeds, matters and things including the execution of any document, agreement in connection therewith and incidental thereto.”

**6. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder including any

statutory modification or re-enactment thereof for the time being in force, provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time and the consent of the Members be and is hereby accorded to the Board of Directors of the Company,(hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- a. give loans from time to time on such terms and conditions as it may deem expedient to any persons or other bodies corporate;
- b. give any guarantee, or provide security in connection with a loan to any other bodies corporate or persons; and
- c. acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate,

- upto an amount not exceeding Rs. 600 crores (INR Six Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board which may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account of the Company, whichever is more, as per Section 186 of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to this resolution including the power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

**7. APPOINTMENT OF DR. SHAILESH AYYANGAR (DIN:00268076) AS INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (“**the Act**”), read with Schedule IV to the Act, as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Shailesh Ayyangar (DIN: 00268076 and IDDB Registration Number : IDDB-DI-202007-029759), who was appointed as an Additional Director by the Board of Directors with effect from May 30, 2023, who holds office up to the date of this Annual General Meeting and who is eligible for appointment as an Independent Director of the Company pursuant to the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member under Section

160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years commencing with effect from May 30, 2023.”

**For and on behalf of the Board of Directors  
Zuventus Healthcare Limited**

Sd/-

**Ananthkrishnan S  
Company Secretary**

Place: Pune

Date: June 16, 2023 **Membership No. A58385**

**Registered Office:**

T-184, M.I.D.C, Bhosari,  
Pune-411026  
Maharashtra

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special Business to be transacted at the Annual General Meeting (“**AGM**”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE SHALL BE DULY STAMPED, SIGNED AND FILLED (COMPLETED IN ALL ASPECTS) AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE AGM.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR MEMBER.**

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the AGM.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the AGM.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
6. All documents referred to in the Notice calling the AGM and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, are available with the Company for inspection by the Members between 9 a.m. to 12 noon upto the date of this meeting and will also be available at the venue of the AGM.
7. During the period beginning 48 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice is given in writing to the Company.
8. Route map showing directions to reach the venue of the general meeting is annexed.
9. Members holding shares in the dematerialized (electronic) form may update changes in their address or bank mandate with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
10. Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd., the Registrars and Transfer Agents of the Company or with the respective Depository Participant(s) for sending future communication(s) in electronic form.

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

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**Item No. 4**

**RATIFICATION OF REMUNERATION PAYABLE TO  
COST AUDITORS FOR THE FINANCIAL YEAR  
2023-24:**

Pursuant to Section 148 of the Companies Act, 2013 (“the Act”) 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 and such remuneration is required to be ratified by the Members of the Company.

The Board considered and approved the appointment of M/s. B.M. Sharma & Co., Cost Accountants [Firm Registration No. 000219] to conduct of the audit of the cost records of the Company at a remuneration of Rs. 4,20,000/- (Rupees Four Lakhs Twenty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the financial year ending March 31, 2024.

The Ordinary resolution set out in Item No. 4 of the Notice is recommended by the Board for approval and ratification by the Members in terms of Section 148 of the Act.

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. 4 of the Notice.

**Item No. 5**

**APPROVAL UNDER SECTION 185 OF THE  
COMPANIES ACT, 2013**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 (the Act), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the Members of the Company is obtained by way of a Special Resolution and the loans, guarantee or security are utilized by the borrower for its principal business activities.

Accordingly, the Board had approved a proposal to set the aforementioned limit of Rs. 600 Crores, subject to the approval of the Members. This will also enable the Company to provide the requisite corporate guarantee or security in relation to loans raised by any person in which any director is interested.

An enabling approval is being sought from the Members, as the Company may give loans, guarantee or security for an amount not exceeding Rs. 600 crores in one or more tranches, to such company(ies)/body corporates in which the Directors of the Company are interested. The Board or its Committee, shall approve such transactions as deemed beneficial and in the interest of the Company.

Except Mr. Satish Mehta, Mrs. Namita Thapar, none of the Directors of the Company are interested in this item. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No. 6****APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has been giving loans, security or guarantee from time to time to the group company(ies). As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the Members to:

- give loans from time to time on such terms and conditions as it may deem expedient to any persons or other bodies corporate;
- give any guarantee, or provide security in connection with a loan to any other bodies corporate or persons; and
- acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate –

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the Members for the same, for an amount not exceeding Rs. 600 crores, under the provisions of the Act.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the Special resolution as set out in Item No. 6 of the Notice for the approval of the Members.

**Item No. 7****APPOINTMENT OF DR. SHAILESH AYYANGAR (DIN:00268076) AS INDEPENDENT DIRECTOR:**

The Members of the Company at their Annual General Meeting held on July 30, 2021, had appointed Dr. Shailesh Ayyangar as Non-Executive Non- Independent Director of the Company with effect from July 27, 2021. Considering his wide experience in the pharma sector and the strategic inputs that he will bring to the Board deliberations, the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Shailesh Ayyangar as an Additional (Independent) Director with effect from May 30, 2023, who shall hold the office upto the date of this AGM.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing the candidature of Dr. Shailesh Ayyangar for the office of an Independent Director of the Company. Dr. Shailesh Ayyangar has conveyed his consent to act as an Independent Director of the Company. He has also submitted a declaration to the Board that he meets the criteria of independence as provided in the Act.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members.

***A brief Profile of Dr. Shailesh Ayyangar is as under:***

Dr. Shailesh Ayyangar holds a bachelor degree of veterinary science and animal husbandry from the Gujarat Agricultural University and a post

graduate diploma in Management from Indian Institute of Management, Ahmedabad. Dr. Ayyangar was associated with Sanofi India Limited as the Managing Director and later as a Non-Executive Director and with Sanofi Synthelabo (India) Private Limited as a Managing Director and head of strategic projects.

During his tenure as an Independent Director of the Company, Mr. Shailesh Ayyangar shall be eligible to receive Sitting Fees and Commission as per the provisions of the Companies Act, 2013 and the Remuneration Policy of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Dr. Shailesh Ayyangar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out Item No. 7 of the Notice.

**For and on behalf of the Board of Directors  
Zuventus Healthcare Limited**

**Sd/ -**

**Ananthkrishnan S**

**Company Secretary**

Place: Pune

Date: June 16, 2023 **Membership No. A58385**

**Registered Office:**

T-184, M.I.D.C, Bhosari,

Pune-411026

Maharashtra



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

<b>Name of the Director</b>	<b>Mr. Satish Mehta</b>	<b>Dr. Shailesh Ayyangar</b>
<b>Age (Yrs.)</b>	72 Years	68 years
<b>Nationality</b>	Indian	British
<b>Date of first Appointment on the Board</b>	July 3, 2002	July 27, 2021
<b>Relationship with other Directors of the Company</b>	Father of Mrs. Namita Thapar, Director	None
<b>Area of Expertise</b>	Management	Pharma Sector
<b>Qualifications</b>	M.Sc., MBA (IIMA)	Bachelors degree in veterinary science and animal husbandry from the Gujarat Agricultural University and a PGDM from IIM, Ahmedabad
<b>Experience</b>	Mr. Satish Mehta is the Chairman of the Company. Mr. Mehta has vast experience in the pharmaceutical industry. His leadership has made our Company a major player in the pharmaceutical industry.	He has above 35 years of experience in the pharma sector.  He was earlier associated with Sanofi Synthelabo (India) Private Limited as the Managing Director and head of strategic projects and prior to that he was with Sanofi India Limited as the Managing Director.
<b>Directorships held in other Companies</b>	<ol style="list-style-type: none"> <li>1. Emcure Pharmaceuticals Limited</li> <li>2. Genova Biopharmaceuticals Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Genova Biopharmaceuticals Limited</li> <li>2. Emcure Pharmaceuticals Limited</li> <li>3. Shaily Engineering Plastics Limited;</li> <li>4. Noveltech Feeds Private</li> </ol>



		Limited 5. Universal Nutriscience Private Limited 6. Indian Institute of Management, Ranchi
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	<b>Chairman: NIL</b> <b>Member:</b> Emcure Pharmaceuticals Limited • Stakeholders Relationship Committee	<b>1.</b> Shaily Engineering Plastics Limited • Audit Committee - Chairman • Nomination & Remuneration Committee • Risk Management Committee  <b>2.</b> Noveltech Feeds Private Limited • Audit Committee - Chairman • Corporate Social Responsibility Committee
<b>No. of Board Meetings attended during FY 2022-23</b>	4 out of 4	4 out of 4
<b>Remuneration drawn during the previous year</b>	--	INR 4.12 million
<b>No. of Shares held in the Company as on March 31, 2023 and % of Paid-up Share Capital</b>	63,060 (0.31%)	Nil

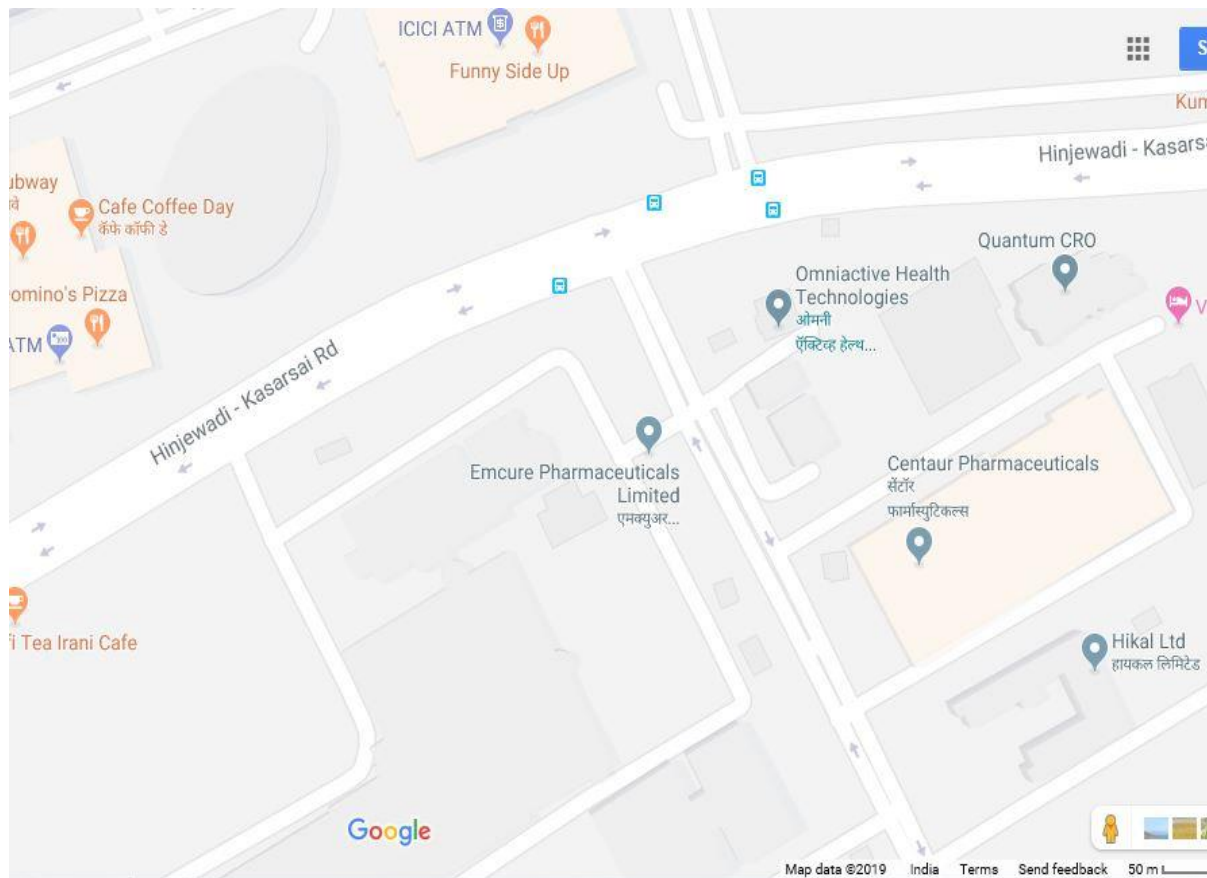
**Registered Office:**  
T-184, M.I.D.C, Bhosari,  
Pune- 411026 (Maharashtra)

Place: Pune  
Date: June 16, 2023

**For and on behalf of the Board of Directors**  
**Zuventus Healthcare Limited**

**Sd/-**  
**Ananthakrishnan S**  
**Company Secretary**  
**Membership No. A58385**

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



### Annual General Meeting Venue:

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

**057. Prominent Landmark: Infosys Limited, Hinjawadi Phase-II, Pune**

**ATTENDANCE SLIP**

**ZUVENTUS HEALTHCARE LIMITED**

CIN: U85320PN2002PLC018324

**Registered Office:** T-184, M.I.D.C., Bhosari, Pune- 411026

Phone: 020-30610000, 40700000, E-mail id: [Zuventus.corporate@zuventus.com](mailto:Zuventus.corporate@zuventus.com)

Website: [www.zuventus.com](http://www.zuventus.com)

**21<sup>st</sup> ANNUAL GENERAL MEETING**

Name of the Beneficial Owner: \_\_\_\_\_

Registered Folio 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 21<sup>st</sup> Annual General Meeting of the Company held on Monday, July 10, 2023 at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at 10.00 A.M (IST).

.....  
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/CDSL.
4. The map to reach the AGM venue is given overleaf.

**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: U85320PN2002PLC018324

Name of the Company: Zuventus Healthcare Limited

Registered office: T-184, MIDC, Bhosari, Pune-411026

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client 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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Monday July 10, 2023 at 10.00 A.M (IST) 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.	Approval of the Financial Statements for the Financial Year ended March 31, 2023.			
2.	To declare dividend of Rs. 5/- per Equity Shares of Rs. 10/- each.			
3.	To appoint Mr. Satish Mehta (DIN: 00118691) as a Director who retires by rotation, and being eligible, offers himself for re-appointment.			
4.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2023-24.			
5.	Approval under Section 185 of the Companies Act, 2013			
6.	Approval under Section 186 of the Companies Act, 2013			
7.	Appointment of Dr. Shailesh Ayyangar (DIN:00268076) as Independent director			

**(Please indicate the manner in which you want the proxy to vote on your behalf by putting a tick mark against your choice in respect of each resolution)**

Signed this ..... day of ..... 2023

Signature of shareholder

Affix Revenue Stamp
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Signature of proxy holder(s)