

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") (1/2022-23) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, MARCH 10, 2023 AT 10:00 A.M. AT PLOT NO. P-2, IT - BT PARK, PHASE II, MIDC, HINJAWADI, PUNE - 411 057 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. APPROVAL FOR PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS:

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

"RESOLVED THAT pursuant to provisions of Section 197 of the Companies Act, 2013 ("the Act") and Schedule V to the Act and Rules made thereunder, the approval of the Members be and is hereby accorded for payment of commission to Non-Executive Directors of the Company in excess of 1% of the net profit of the Company during any financial year, whether the Company has profits or otherwise."

RESOLVED FURTHER THAT subject to and in accordance with the provisions of the Act, the Board of Directors ("Board") be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Members of the Company."

2. APPOINTMENT OF MR. SHREEKANT BAPAT (DIN: 00621568) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:

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

"RESOLVED THAT Mr. Shreekant Bapat (DIN: 00621568), who was appointed as an Additional Director of the Company with effect from October 13, 2022 by the Board of Directors and who is eligible to hold the office upto the date of next Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") 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 of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation."



3. APPOINTMENT OF MR. VIJAY GOKHALE (DIN: 09134089) AS INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** Mr. Vijay Gokhale (DIN: 09134089), who was appointed as an Additional Director of the Company with effect from July 26, 2022 by the Board of Directors and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) 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 of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Vijay Gokhale (DIN: 09134089 and IDDB Registration Number - IDDB-NR-202104-035839), who meets the criteria of independence as provided under Section 149(6) of the Act, as amended from time to time and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director for a term of 5 (five) years commencing from July 26, 2022.”

4. APPOINTMENT OF MR. PALAMADAI S. JAYAKUMAR (DIN: 01173236), AS (INDEPENDENT) DIRECTOR:

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

“**RESOLVED THAT** Mr. Palamadai S. Jayakumar (DIN : 01173236), who was appointed as an Additional Director of the Company with effect from July 26, 2022 by the Board of Directors and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) 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 of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Palamadai S. Jayakumar (DIN: 01173236 and IDDB Registration Number - IDDB-DI-202008-030325), who meets the criteria of independence as provided under Section 149(6)





of the Act, as amended from time to time and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director for a term of 5 (five) years commencing from July 26, 2022."

Registered Office:

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

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

Chetan Sharma

Company Secretary



Place: Pune

Date: February 13, 2023

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 Extra-Ordinary General Meeting ("EGM") is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM.**

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 EGM.

4. Corporate members intending to send their authorized representatives to attend the EGM 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 EGM.

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 EGM

6. All documents referred to in the Notice calling the EGM and the Statement pursuant to Section 102 of the Companies Act, 2013, are available with the Company for inspection by the Members 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 EGM.

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 EGM 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 Members 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 Members.
10. Members who have not registered their e-mail addresses are requested to register the same with LinkIntime 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.

Registered Office:

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

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

Chetan Sharma
Company Secretary



Place: Pune

Date: February 13, 2023

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

APPROVAL FOR PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS

Pursuant to Section 197 of the Companies Act, 2013 (**'the Act'**) and the Rules framed thereunder read with Schedule V to the Act, Non-Executive Directors of the Company can be paid remuneration by way of commission, as the Board may deem fit, in any financial year, in the event the Company has inadequate or no profits if the same is approved by the Members of the Company.

The Board of Directors recommend this resolution as a Special Resolution for the approval of the Members.

None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 2.

APPOINTMENT OF MR. SHREEKANT BAPAT (DIN: 00621568) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

The Board of Directors ("the Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Shreekant Bapat as an Additional Director (Non-Executive Non-Independent), by way of a resolution passed by circulation with effect from October 13, 2022 and he holds office up to the date of next Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

The Company has received a Notice under Section 160 of the Act from a member proposing his candidature for the office of director.

Mr. Shreekant Bapat has been on the Board of the Company since July 2002. He holds a bachelor's degree in commerce from the University of Pune. He is an erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Additional Director General of Police. He is a recipient of the Police medal for meritorious service from the President of India. He was also a President of the Hinduja Foundation from September 1999 until April 2006.





Considering his rich experience and contribution to the Board deliberations, the Board recommends passing an Ordinary Resolution set out in Item No. 2 of the Notice, who shall be liable to retire by rotation.

Except Mr. Shreekant Bapat, 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 at Item No. 2 of the Notice.

Item No. 3.

APPOINTMENT OF MR. VIJAY GOKHALE (DIN: 09134089) AS AN INDEPENDENT DIRECTOR:

The Board of Directors ("the Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Vijay Gokhale as an Additional Director of the Company with effect from July 26, 2022 and he holds the office up to the date of next Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("The Act"). Further, he was also appointed as an Independent Director for a period of 5 years with effect from July 26, 2022.

The Company has received a notice from a member proposing his candidature for the office of director.

A brief Profile of Mr. Vijay Gokhale is given below:

Mr. Vijay Gokhale is a graduate from University of Delhi and joined the Indian Foreign Service in 1981. Mr. Gokhale's previous diplomatic assignments include postings in Hong Kong, Hanoi, Beijing and New York. He has also served as Deputy Secretary (Finance), Director (China & East Asia) and Joint Secretary (East Asia) during his stints at the Headquarters of the Ministry of External Affairs. Mr. Gokhale was High Commissioner of India to Malaysia from January 2010 to October 2013, Ambassador of India to the Federal Republic of Germany from October 2013 to January 2016, and Ambassador of India to the People's Republic of China from January 2016 to October 2017. He served as Foreign Secretary from January 2018 to January 2020.

Considering his experience and value addition that he will bring to the Board deliberations and as in the opinion of the Board, Mr. Gokhale fulfils the conditions specified in the Act for this appointment, the Board recommends passing the Ordinary Resolution set out in Item No. 3 of the Notice, who shall be not be liable to retire by rotation.

Except Mr. Vijay Gokhale, 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. 3 of the Notice.



Item No. 4.**APPOINTMENT OF MR. PALAMADAI SUNDARARAJAN JAYAKUMAR (DIN - 01173236) AS AN INDEPENDENT DIRECTOR:**

The Board of Directors ("the Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. P.S. Jayakumar as an Additional Director of the Company with effect from July 26, 2022 and he holds the office up to the date of next Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("The Act"). Further, he was also appointed as an Independent Director for a period of 5 years with effect from July 26, 2022.

The Company has received a notice from a member proposing his candidature for the office of director.

A brief Profile of Mr. Jayakumar is given below:

He has previously worked with Citibank and was also the Managing Director and Chief Executive Officer of VBHC Value Homes Private Limited. Further, he was the managing director and Chief Executive Officer of Bank of Baroda for a period of three years till October 2019.

Considering his experience and value addition that he will bring to the Board deliberations and as in the opinion of the Board, Mr. Jayakumar fulfils the conditions specified in the Act for this appointment, the Board recommends passing the Ordinary Resolution set out in Item No. 4 of the Notice, who shall be not be liable to retire by rotation.

Except Mr. Jayakumar, 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.





DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING EXTRA-ORDINARY GENERAL MEETING (EGM) FOR THE ITEM NUMBER 2, 3 & 4:

Name of the Director	Mr. Shreekant Bapat	Mr. Vijay Gokhale	Mr. Palamadai Sundararajan Jayakumar
Age (Yrs.)	85 years	64 years	60 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	July 03, 2002	July 26, 2022	July 26, 2022
Relationship with other Directors of the Company	None	None	None
Area of Expertise	National Security, Human Resource Development and Corporate Social Responsibility	Indian Foreign Service	Banking, Finance & Legal
Qualifications	Graduate in commerce from Pune University.	Graduate from University of Delhi	M.Com, Member of Institute of Chartered Accountants of India, Post Graduate Diploma in Business Administration
Experience	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.	He joined the Indian Foreign Service in 1981. He served as Foreign Secretary from January 2018 to January 2020.	He has previously worked with Citibank N.A and was also the Managing Director and Chief Executive Officer of VBHC Value Homes Private Limited. Further, he was the Managing Director and Chief Executive officer of Bank of Baroda for a period of three years until October 2018 which was further extended for a period of one year till October 2019.
Directorships held in other Companies*	Nil	Emcure Pharmaceuticals Limited	• Emcure Pharmaceuticals Limited



			<ul style="list-style-type: none"> • Adani Ports and Special Economic Zone Limited • HT Media Limited • JM Financial Limited • Northern ARC Capital Limited • TMF Holdings Limited • Tata Motors Finance Limited • CG Power and Industrial Solutions limited • VBHC Value Homes Private Limited • TVS Industrial & Logistics Parks Private Limited • Progrow Farm and Rural Mission Private Limited • Indifi Technoloies Private Limited • Aeries Financial Technologies Private Limited • Future Generali India Life Insurance Company Limited
Chairman/ Member in the Committees of the Boards of Companies in which he is Director*	Nil	<p>Chairman: <u>Emcure Pharmaceuticals Limited:</u> Nomination & Remuneration Committee</p> <p>Member: <u>Emcure Pharmaceuticals Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee 	<p><u>CHAIRMAN:</u></p> <p><u>Adani Ports and Special Economic Zone Limited</u></p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee <p><u>Tata Motors Finance Limited</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>TMF Holdings Limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee





		<p><u>TVS Industrial & Logistics Parks Private Limited</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>CG Power and Industrial Solutions limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <p style="text-align: center;"><u>MEMBER:</u></p> <p><u>Emcure Pharmaceuticals Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <p><u>JM Financials Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <p><u>Adani Ports and Special Economic Zone Limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee <p><u>Northern ARC Capital Limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <p><u>Tata Motors Finance Limited</u></p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee
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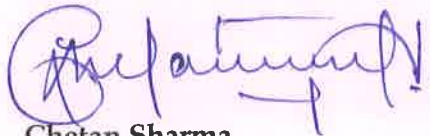


			<p><u>CG Power and Industrial Solutions limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee <p><u>Indifi Technologies Private Limited</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>Future Generali India Life Insurance Company Limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <p><u>HT Media Limited</u></p> <ul style="list-style-type: none"> • Audit Committee
No. of Board Meetings attended during FY 2021-22	4/4	NA	NA
No. of Shares held in the Company as on March 31, 2022 and % of Paid-up Share Capital	Nil	Nil	Nil

**Directorships includes Directorship of other Companies/ Body Corporates and Committee memberships includes Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder's Relationship Committee of Public Limited Company (whether Listed or not).*

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

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



Chetan Sharma
Company Secretary



Place: Pune
Date: February 13, 2023

ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING



Extra-Ordinary General Meeting Venue:
Zuventus Healthcare Limited
Corporate office, Plot No. P-2, IT - BT Park, Phase II, MIDC, Hinjawadi, Pune - 411 057.

ATTENDANCE SLIP

ZUVENTUS HEALTHCARE LIMITED

CIN: U85320PN2002PLC018324

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

Phone: 020-30610000, 40700000

Website: www.zuventus.co.in

EXTRA-ORDINARY GENERAL MEETING - Friday March 10, 2023

Name of the Beneficial Owner: _____

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 (1/2022-23) Extra-Ordinary General Meeting of the Company held on **Friday March 10, 2023** at Corporate office, Plot No. P-2, IT - BT Park, Phase II, MIDC, Hinjawadi, Pune - 411 057 at **10:00 AM**.

.....
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 Extra-Ordinary 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:
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 Extra- Ordinary General Meeting of the Company, to be held on Friday, March 10, 2023 at 10:00 A.M. at Corporate Office, 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.	Payment of remuneration to Non - Executive Directors			
2.	Appointment of Mr. Shreekant Bapat (DIN: 00621568) as Non-Executive Non-Independent Director			
3.	Appointment of Mr. Vijay Gokhale (DIN: 09134089) as an Independent Director			
4.	Appointment of Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236) as an 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 Member

Affix
Revenue
Stamp

Signature of proxy holder(s)