



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 Eighteenth Annual General Meeting of the Members of Zuventus Healthcare Limited will be held on Tuesday, August 18, 2020 at 10.00 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 March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Mehta (DIN: 00100228), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS:

3. **Approval for providing guarantee in favour of Aditya Birla Finance Limited in connection with the corporate term loan to be availed by Emcure Pharmaceuticals Limited, the holding company:**

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

“RESOLVED THAT pursuant to provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Amendment) Act, 2017 and Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force or as may be amended from time to time and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to provide the guarantee not exceeding Rs. 160 Crore in favour of Aditya Birla Finance Limited (ABFL) in connection with the corporate term loan facility to be availed by Emcure Pharmaceuticals Limited (EPL), the Holding Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include

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any Committee constituted by the Board or any person(s) authorised by the Board to exercise the power conferred on the Board by this resolution) be and are hereby authorised to do all such acts, deeds, matters and things as it may, in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other authorised officer(s) of the Company.”

4. Ratification of remuneration payable to Cost Auditors for the Financial Year 2020-21:

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 March 31, 2021 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

Membership No. – A31277

Place: Pune

Date: July 21, 2020

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 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

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- 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. 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. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
 6. 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.
 7. 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.
 8. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.zuventus.com.
 9. 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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By Order of the Board

For Zuventus Healthcare Limited

Sd/-

Sheetal Kulkarni

Company Secretary

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Place: Pune

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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. 3

A special resolution was passed in the meeting of shareholders held on June 09, 2020 for providing security of mortgage/ hypothecation of tangible fixed assets of approx. value not exceeding Rs. 220.00 Crore of the Company in favour of Aditya Birla Finance Limited (ABFL) in connection of a corporate term loan not exceeding Rs. 160.00 Crore to be availed by Emcure Pharmaceuticals Limited, Holding Company.

ABFL, the financial lender, has stipulated that guarantee not exceeding Rs. 160 Crore also be provided along with the security of assets as mentioned above.

The Company has received a request letter dated July 13, 2020 from EPL to provide guarantee in favour of Aditya Birla Finance Limited in respect of the corporate term loan facility to be availed by EPL for its principal business activities on such terms and conditions as may be negotiated and finalized by the Board of Directors of EPL.

The members may note that Board of Directors of the Company has carefully evaluated the proposal taking into consideration the long term fund requirements of the Company in the near future.

All the relevant documents considered at the meeting can be inspected at the office hours on working days at the Registered Office of the Company.

The Board of Directors of the Company recommended this resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013, except Mr. Satish Mehta, Mr. Shreekant Bapat, Mr. Sanjay Mehta and Mrs. Namita Thapar is, in any way, financially or otherwise, concerned or interested in the resolution.

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Item no. 4

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 July 21, 2020, 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 March 31, 2021.

The resolution at Item No. 4 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. 4 of the Notice.

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Pune- 411026(Maharashtra)

**By Order of the Board
For Zuventus Healthcare Limited**

Sd/-
Sheetal Kulkarni
Company Secretary
Membership No. – A31277

Place: Pune

Date: July 21, 2020

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CIN - U85320PN2002PLC018324**DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):**

Name of the Director	Mr. Sanjay Mehta
Age (Yrs.)	56 Years
Nationality	Indian
Date of first Appointment on the Board	August 22, 2006
Relationship with other Directors of the Company	None
Area of Expertise	Commercial
Qualifications	B.Com
Experience	Mr. Mehta has been associated with pharma industry for more than two decades. He is on the Board of the Company since 2006.
Directorships held in other Companies including body corporates	NIL
Chairman/ Member in the Committees of the Boards of other Companies in which he/she is Director	Chairman: NIL Member: NIL
No. of Board Meetings attended during FY 2019-20	2 out of 4
No. of Shares held in the Company as on March 31, 2020 and % of Paid-up Share Capital	10,560 (0.05%)

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Pune- 411026(Maharashtra)**By Order of the Board****For Zuventus Healthcare Limited**

Sd/-

Sheetal Kulkarni**Company Secretary****Membership No. – A31277**

Place: Pune

Date: July 21, 2020

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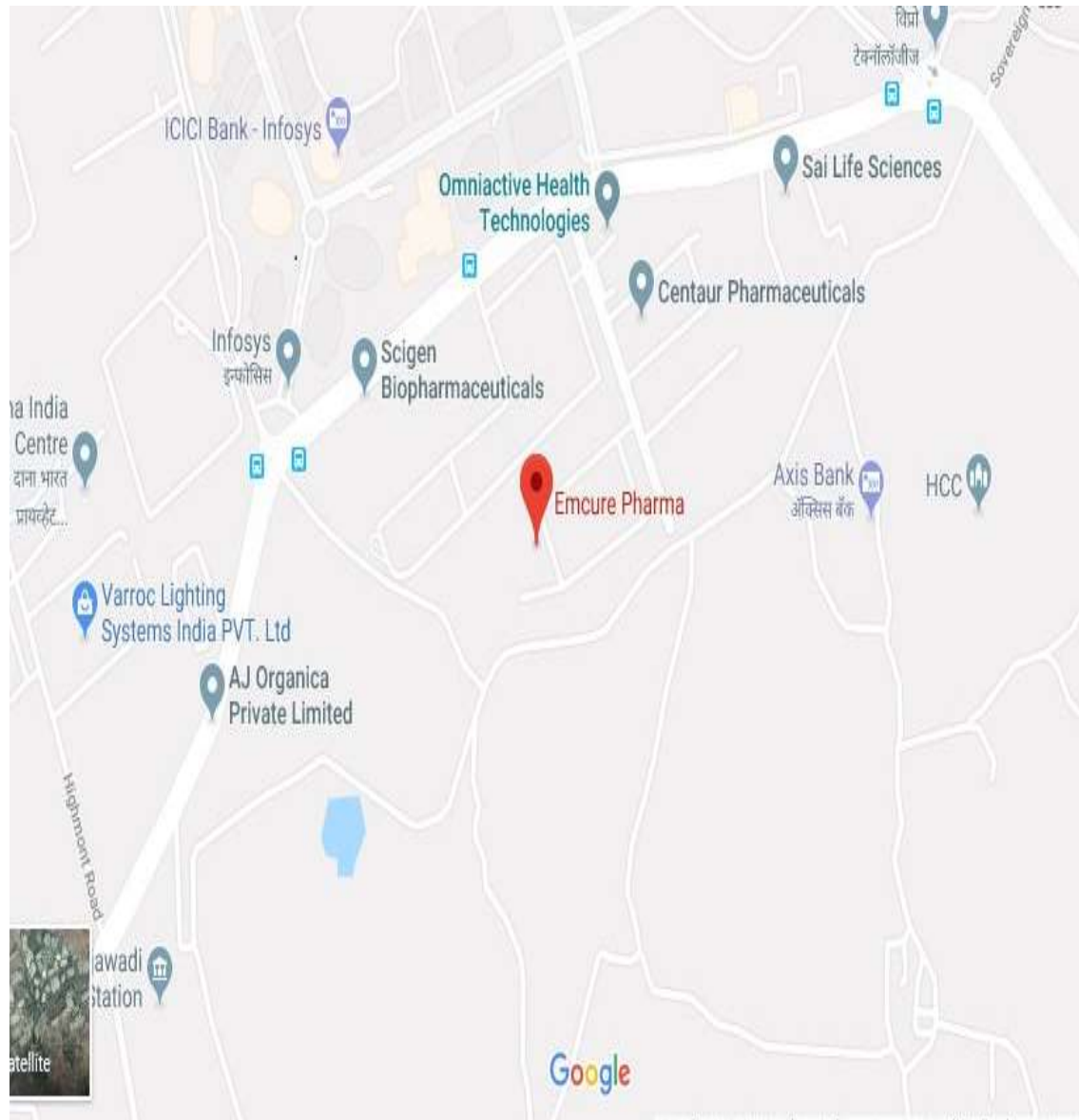
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ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



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

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

Website: www.zuventus.com

18TH ANNUAL GENERAL MEETING – AUGUST 18, 2020

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 18th Annual General Meeting of the Company held on **Tuesday, August 18, 2020** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 (Maharashtra) at **10.00 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:

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 18th Annual General Meeting of the Company, to be held on Tuesday, August 18, 2020 at 10.00 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, 2020			

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	together with the reports of the Board of Directors and Auditors thereon.			
2.	Appointment of a Director in place of Mr. Sanjay Mehta (DIN: 00100228), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.			
3.	Approval for providing guarantee in favour of Aditya Birla Finance Limited in connection with the corporate term loan to be availed by Emcure Pharmaceuticals Limited, the holding company.			
4.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2020-21.			

Signed this day of20.....

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp

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