

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, JULY 30, 2021 AT 10.30 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:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2021 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 March 31, 2021
3. To appoint a Director in place of Mr. Prakash Guha (DIN: 00118415), 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. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22:**

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. 4,00,000/- (Rupees Four Lakh Only) excluding applicable taxes and reimbursement of actual travel and out of pocket expenses for the Financial Year ending March 31, 2022 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.”

5. **To consider Appointment of Dr. Shailesh Ayyangar as a Director of the Company:**

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

“RESOLVED THAT Dr. Shailesh Ayyangar (DIN - 00268076), who was appointed as an Additional Director of the Company with effect from July 26, 2021 by the Board of Directors and who holds office upto the date of this 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.”

6. To consider and adopt new set of articles of association (“AOA”) of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and in accordance with the enabling provisions of the Memorandum and Articles of Association and subject to the applicable provisions of any other applicable law, the consent and approval of the shareholders be and is hereby accorded for alteration of existing set of Articles of Association of the Company by replacing it with a new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors be and are 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, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company.”

Registered Office:

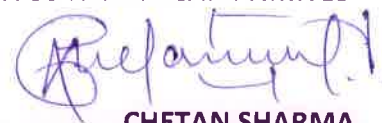
T-184, M.I.D.C, Bhosari,
Pune- 411026 (Maharashtra)

Place: Pune

Date : July 26, 2021



**BY ORDER OF THE BOARD
FOR ZUVENTUS HEALTHCARE LIMITED**



CHETAN SHARMA

**COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. F8352**

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 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 any changes in their address to their respective depository participants.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details/disclosures as required under the Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) are also annexed.
7. 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.
8. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.zuventus.com

Registered Office:


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

Place: Pune

Date : July 26, 2021



**BY ORDER OF THE BOARD
FOR ZUVENTUS HEALTHCARE LIMITED**



CHETAN SHARMA

COMPANY SECRETARY & COMPLIANCE OFFICER

MEMBERSHIP NO. F8352

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

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

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 shareholders of the Company.

On recommendation of the Audit Committee at its meeting held on July 26, 2021, 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. 4,00,000/- (Rupees Four Lakh only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending March 31, 2022.

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 respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5

Appointment of Dr. Shailesh Ayyangar as a Director of the Company

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, appointed Dr. Shailesh Ayyangar as an Additional Director with effect from July 26, 2021 and holds office up to the date of this Annual General Meeting pursuant to the provisions

of Section 161(1) of the Act. Further, he was also appointed as a Non-executive non-independent Director with effect from July 26, 2021.

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

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 has also worked with Sanofi India Limited as a Managing Director and non-executive director and with Sanofi Synthelabo (India) Private Limited as a Managing Director and head of strategic projects.

Considering his wide experience in the pharma sector and as in the opinion of the Board, Mr. Ayyangar fulfils the conditions specified in the Act for this appointment, the Board recommends passing the Special Resolution set out in Item No. 5 of the Notice.

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 at Item No. 5 of the Notice.

Item No. 6

Adoption of new set of articles of association ("AOA") of the Company

In order to align existing set of Articles of Association of the Company with the provisions of the Companies Act, 2013, it is necessary to alter the Articles of Association of the Company. Accordingly, the existing set of Articles of Association will be replaced with the new one.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection at the registered and corporate office during the working hours of the Company on any working day up to the date of this Annual General Meeting.

The Board recommends passing the Special Resolution set out in Item No. 6 of the Notice.

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. 6 of the Notice.

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

Name of the Director	Mr. Prakash Kumar Guha	Dr. Shailesh Ayyangar
Age (Yrs.)	57 years	66 years
Nationality	Indian	Indian
Date of first Appointment on the Board	May 27, 2002	July 26, 2021
Relationship with other Directors of the Company	None	None
Area of Expertise	Management	Pharma Sector
Qualifications	B.Com, M. Com., MBA (Wharton School, University of Pennsylvania)	Bachelors degree in veterinary science and animal husbandry from the Gujarat Agricultural University and a PGDM from IIM, Ahmedabad
Experience	Mr. Guha has a total work experience of 34 years. Prior to joining our Company, he worked with Alkem Labs Limited. He is a founder member of our Company and has been associated with the Company since 2002.	35 years
Directorships held in other Companies	Nil	Shaily Engineering Plastics Limited; Noveltech Feeds Private Limited Indian Institute of Management, Ranchi Cancer Cure Fund
Chairman/ Member in the Committees of the	Chairman: Nil Member : Nil	Chairman:

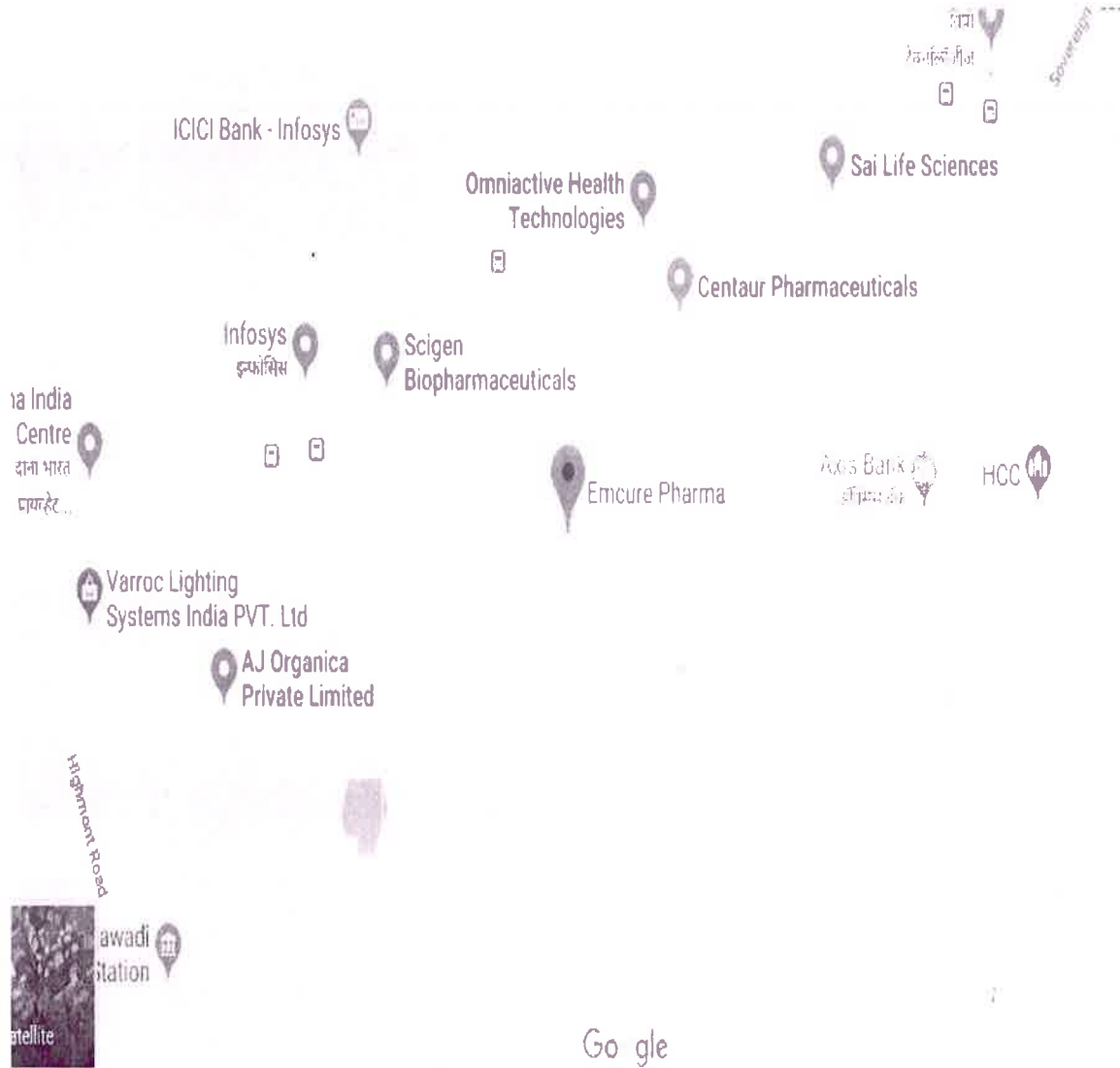
Boards of Companies in which he is Director		-Nomination & Remuneration Committee: Shaily Engineering Plastics Limited; Member: -Audit Committee: Shaily Engineering Plastics Limited
No. of Board Meetings attended during FY 2020-21	4 out of 4	NA
No. of Shares held in the Company as on March 31, 2021 and % of Paid-up Share Capital	25,11,000 (12.52%)	NIL

Registered Office:T-184, M.I.D.C, Bhosari,
Pune- 411026 (Maharashtra)**BY ORDER OF THE BOARD
FOR ZUVENTUS HEALTHCARE LIMITED****CHETAN SHARMA****COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. F8352**

Place: Pune

Date : July 26, 2021

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.

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

Website: www.zuventus.com

19TH 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 19th Annual General Meeting of the Company held on Friday, July 30, 2021 at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at 10.30 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. 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:

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Friday, July 30, 2021 at 10.30 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, 2021.			

2.	Declaration of final dividend on equity shares for the Financial Year ended March 31, 2021.			
3.	Appointment of a Director in place of Mr. Prakash Guha (DIN: 00118415), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.			
4.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22.			
5.	Appointment of Dr. Shailesh Ayyangar as a Director of the Company			
6.	Adoption of new set of articles of association ("AOA") of the Company			

(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 2021

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)