



**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 Sixteenth Annual General Meeting of the Members of Zuventus Healthcare Limited will be held on Tuesday, 28<sup>th</sup> August, 2018 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 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Mrs. Namita Thapar (DIN: 05318899), who retires by rotation, and being eligible, offers herself 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 2018-19:**

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. 3,25,000/- (Rupees Three Lacs

**Zuventus Healthcare Ltd.**



**Zuventus**

Head Office : Office No. 5119, 5th floor, D - Wing, Oberoi Garden Estates, Chandivali, Andheri (E) Mumbai 400 072

**Healthcare Limited**

Tel. : 3061 0000 / 2847 2821/2/3/4 • Fax 2847 2829/28 • E-mail : zuventus.corporate@zuventus.com • Website : www.zuventus.co.in

A Joint venture of Emcure

CIN - U85320PN2002PLC018324

Twenty Five Thousand Only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2019 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**

**Shilpa Dhavale**

**Company Secretary**

Place: Pune

Date: 16<sup>th</sup> July, 2018

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



**Zuventus**

**Healthcare Limited**

A Joint venture of Emcure  
**NOTES:**

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

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. At the 15<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2017, the members approved appointment of M/s BSR & Co. LLP, Chartered Accountants (FRN 101248-W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 20<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 16<sup>th</sup> Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 21<sup>st</sup> August, 2018 to Tuesday, 28<sup>th</sup> August, 2018 (both days inclusive) in accordance with Section 91 of the Companies Act, 2013 for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable.
5. 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.
6. 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.
7. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
8. 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.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



**Zuventus**

Head Office : Office No. 5119, 5th floor, D - Wing, Oberoi Garden Estates, Chandivali, Andheri (E) Mumbai 400 072

**Healthcare Limited**

Tel. : 3061 0000 / 2847 2821/213/4 • Fax 2847 2829/28 • E-mail : [zuventus.corporate@zuventus.com](mailto:zuventus.corporate@zuventus.com) • Website : [www.zuventus.co.in](http://www.zuventus.co.in)

A Joint venture of Emcure

CIN - U85320PN2002PLC018324

10. Members may note that the Notice of the Annual General Meeting is available on the Company's website [www.zuventus.com](http://www.zuventus.com).
11. 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.

**Registered Office:**

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

**By Order of the Board**

**For Zuventus Healthcare Limited**

**Shilpa Dhavale**

**Company Secretary**

Place: Pune

Date: 16<sup>th</sup> July, 2018

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



**Zuventus**

Head Office : Office No. 5119, 5th floor, D - Wing, Oberoi Garden Estates, Chandivali, Andheri (E) Mumbai 400 072

**Healthcare Limited**

Tel. : 3061 0000 / 2847 2821/2/3/4 • Fax 2847 2829/28 • E-mail : zuventus.corporate@zuventus.com • Website : www.zuventus.co.in

A Joint venture of Emcure

CIN : U85320PN2002PLC018324

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

**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 16<sup>th</sup> July, 2018, 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. 3,25,000/- excluding applicable taxes and reimbursement of actual travel and out of pocket expenses for the Financial Year ending 31<sup>st</sup> March 2019.

The resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution 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.

**Registered Office:**

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

**By Order of the Board**

**For Zuventus Healthcare Limited**

**Shilpa Dhavale**  
**Company Secretary**

Place: Pune

Date: 16<sup>th</sup> July, 2018

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111

**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

**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>	Mrs. Namita Thapar
<b>Age (Yrs.)</b>	41 Years
<b>Nationality</b>	Indian
<b>Date of first Appointment on the Board</b>	3 <sup>rd</sup> July, 2012
<b>Relationship with other Directors of the Company</b>	Mr. Satish Mehta, Father
<b>Area of Expertise</b>	Finance
<b>Qualifications</b>	C.A, M.B.A
<b>Experience</b>	Mrs. Thapar has a total work experience of 14 years. She is the Executive Director and Chief Financial Officer of Emcure Pharmaceuticals Limited (Emcure), the Holding Company of the Company. Prior to joining Emcure, she was associated with Guidant Corporation.
<b>Directorships held in other Companies</b>	<ol style="list-style-type: none"><li>Emcure Pharmaceuticals Limited</li><li>Finolex Cables Limited</li><li>Incredible Ideas Private Limited</li><li>Thapar Ventures Private Limited</li><li>Incredible Ventures Private Limited</li></ol>
<b>Chairman/ Member in the Committees of the Boards of other Companies in which she is Director</b>	Nil
<b>No. of Board Meetings attended during FY 2017-18</b>	3 out of 4
<b>No. of Shares held in the Company as on 31/03/18 and % of Paid-up Share Capital</b>	Nil

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



**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**  
**Registered Office:**

Tel. : 3061 00007 2847 2821/2/3/4 • Fax 2847 2829/28 • E-mail : zuventus.corporate@zuventus.com • Website : www.zuventus.co.in

CIN - U85320PN2002PLC018324

Emcure House, T-184,

M.I.D.C, Bhosari,

Pune- 411026(Maharashtra)

**By Order of the Board**

**For Zuventus Healthcare Limited**

**Shilpa Dhavale**  
**Company Secretary**

Place: Pune

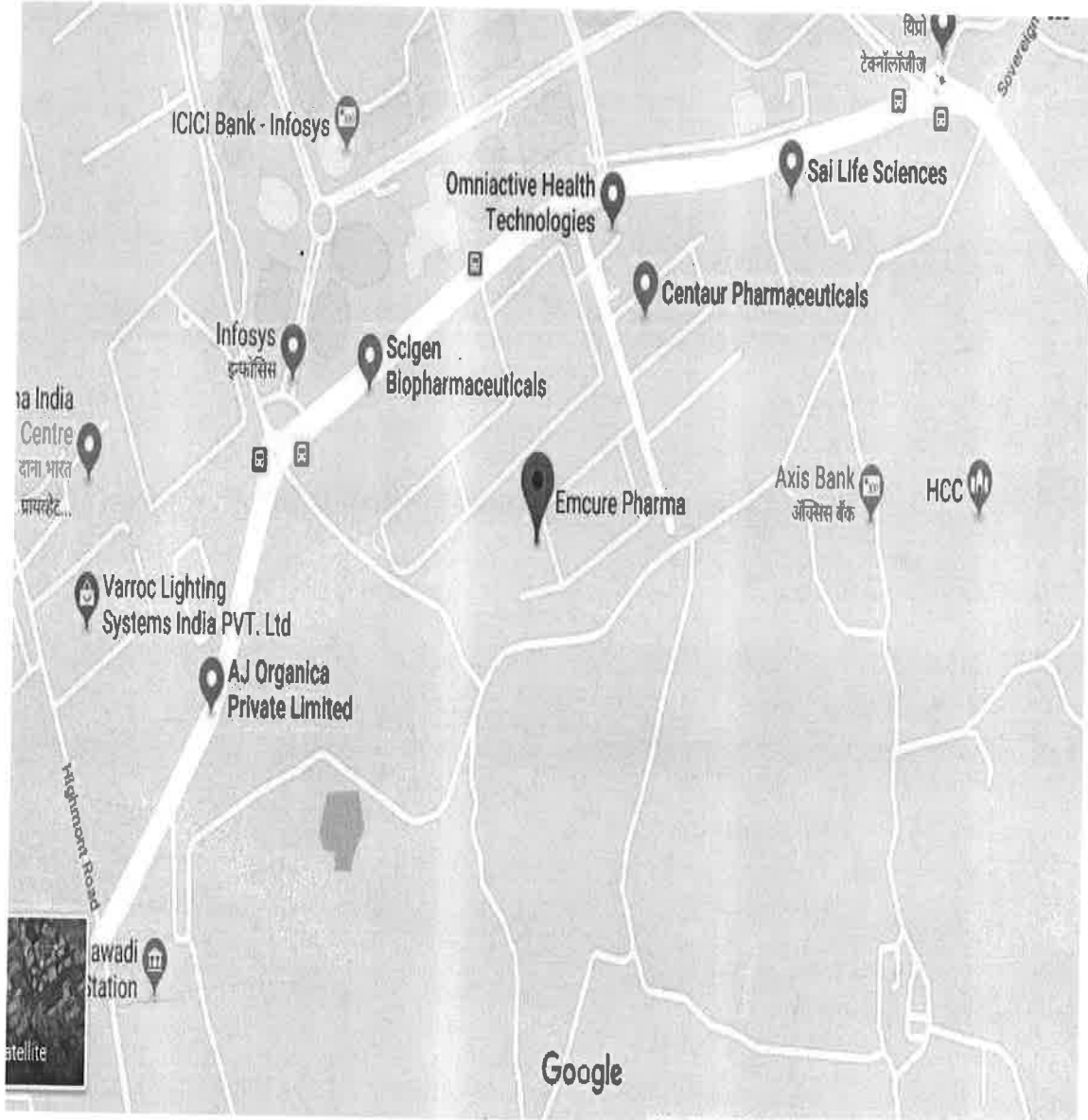
Date: 16<sup>th</sup> July, 2018

**Zuventus Healthcare Ltd.**

Registered Office : Emcure House, T-184, MIDC, Bhosari, Pune 411026. Tel.: 91-20-27120084,30610000,40700000 Fax : 91-20-30610111



**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:** Emcure House, 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)

**16<sup>TH</sup> ANNUAL GENERAL MEETING – 28<sup>TH</sup> AUGUST, 2018**

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 16<sup>th</sup> Annual General Meeting of the Company on **Tuesday, 28<sup>th</sup> August, 2018** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 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.

**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:

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 16<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 28<sup>th</sup> August 2018 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	Approval of financial statements.			
2	Declaration of Final Dividend on Equity shares for the FY 17-18			
3	Appoint a director in place of Mrs. Namita Thapar (DIN: 05318899) who retires by rotation and being eligible offers herself for re-appointment			
4	Ratification of the remuneration payable to M/s B.M. Sharma & Co., Cost Accountants for the FY 2018-19			

Signed this ..... day of .....20.....

Signature of shareholder

Signature of proxy holder(s)

Affix Revenue Stamp
---------------------------