

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD ON WEDNESDAY, JUNE 1, 2022 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, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares
3. To appoint Mrs. Namita Thapar (DIN: 05318899) as a Director who retires by rotation, and being eligible, offers herself for re-appointment.
4. Re-appointment of Auditors of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby appoints M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), as the Auditors of the Company to hold office for a further period of 5 (five) years from the conclusion of 20th Annual General Meeting (“AGM”) till the conclusion of the 25th Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take steps as may be considered necessary and expedient to give effect to this Resolution.”



SPECIAL BUSINESS:

5. Ratification of remuneration payable to Cost Auditors for the Financial Year 2022-23:

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/- (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 the audit of cost records of the Company for financial year ending March 31, 2023, as approved by the Board of Directors of the Company, be and is hereby ratified.”

6. To consider re-appointment of Mr. Prakash Kumar Guha as the Managing Director

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

“RESOLVED THAT that pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) as amended from time to time, the Rules, Regulations, Guidelines and Circulars issued in this regard, consent of the Members be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Prakash Kumar Guha (DIN: 00118415) as the Managing Director of the Company for a further period of 5 years with effect from July 15, 2022, on the terms and conditions as mentioned below:

- A) Salary: Not exceeding INR 5,00,00,000/- per annum
- B) Perquisites: Not exceeding INR 5,00,00,000/- per annum
- C) Commission: The Company will pay a maximum commission of not exceeding 0.5 % of the net profits per annum subject to approval of Board.

RESOLVED FURTHER THAT subject to the applicable provisions of Section 197 read with Schedule V of the Act and other prevalent laws, where in any financial year during the tenure of Mr. Prakash Kumar Guha as Managing Director of the Company, the Company has no profits or inadequate profits, the Company may pay the aforesaid remuneration to Mr. Prakash Kumar Guha.



RESOLVED FURTHER THAT subject to the applicable provisions of the Act, the Board be and is hereby authorized to vary the terms of re-appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the 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."


Registered Office:

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

Place: Pune

Date : May 03, 2022

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



Chetan Sharma
Company Secretary
Membership No. F8352



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 are available with the Company for inspection by the Members 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.

Registered Office:

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

Place: Pune

Date: May 03, 2022

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



**Chetan Sharma
Company Secretary
Membership No. F8352**



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

Item No. 5

Ratification of remuneration payable to Cost Auditors for the Financial Year 2022-23:

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 and fix their remuneration based on the recommendation of the Audit Committee. Such remuneration is also required to be ratified by the Members of the Company.

The Board has approved the appointment of M/s. B.M. Sharma & Co., Cost Accountants for the conduct of the audit of the cost records of the Company at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the financial year ending March 31, 2023.

The resolution set out at Item No. 5 of the Notice is recommended by the Board for 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.



Item No. 6

To consider re-appointment of Mr. Prakash Kumar Guha as the Managing Director of the Company

The Members of the Company at the Annual General Meeting held on August 08, 2017 had approved the re-appointment of Mr. Prakash Kumar Guha as the Managing Director of the Company for a period of 5 (Five) years commencing from July 15, 2017.

Brief Profile of Mr. Prakash Kumar Guha

Mr. Prakash Kumar Guha has been associated with Zuventus Healthcare Ltd. since July 2002. He is a graduate in science from the Utkal University. Prior to joining Zuventus, he has worked with Wander Limited and Alkem Laboratories Limited. Under the able guidance of Mr. Guha, the Company has accomplished various milestones from time to time with clear focus on driving productivity and performance across business segments of the Company. His leadership qualities have significantly boosted the revenues, the profitability and the net-worth of the Company, making the Company a major player in the pharmaceutical industry.

Considering the above, and as the tenure of Mr. Guha expires on July 14, 2022, based on the recommendation of Nomination and Remuneration Committee (NRC), the Board at its Meeting held on May 03, 2022 re-appointed Mr. Guha as the Managing Director of the Company for a further period of five years commencing from July 15, 2022.

The Company has been earning adequate profits. However, as a prudent measure, approval of Members is being sought by a Special Resolution for the payment of above remuneration to Mr. Guha in the event of inadequacy of profits in any financial year during his tenure of his appointment.

Following are the additional details as per the provisions of the Schedule V of the Companies Act, 2013:

Company is involved in the business of dealing in all types, descriptions, specifications, strengths and the application of pharmaceuticals medicaments in healthcare. The net worth of the Company was INR 5230.82 Mn, total Income has been INR 10636.89 Mn and has earned a Net Profit of INR 1877.49 Mn for the financial year ended March 31, 2022.



Considering the contribution made by Mr. Prakash Kumar Guha to the growth of the Company, it is proposed to pay him remuneration on the terms and conditions as under:

- A) Salary: Not exceeding INR 5,00,00,000/- per annum
- B) Perquisites: Not exceeding INR 5,00,00,000/- per annum
- C) Commission: The Company will pay a maximum commission of not exceeding 0.5 % of the net profits per annum subject to approval of Board

The proposed remuneration is not comparable with other companies in the Healthcare sector due to the diversified functions handled by Mr. Prakash Kumar Guha. He was paid INR 63.45 Mn as remuneration for FY 2021-22.

Pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013, the Company seeks consent of the Members by way of Special Resolution for the re-appointment of Mr. Prakash Kumar Guha as Managing Director for a term of Five (5) years commencing from July 15, 2022.

The Board has approved the re-appointment and recommends the resolution as set out in Item No. 6 of the Notice for the approval of the members as a Special Resolution.

Except for the proposed remuneration payable to Mr. Prakash Kumar Guha and to the extent of shares held in the Company by him, he do not have any pecuniary relationship directly or indirectly with the Company or with any Director/ Key Managerial Personnel of the Company.



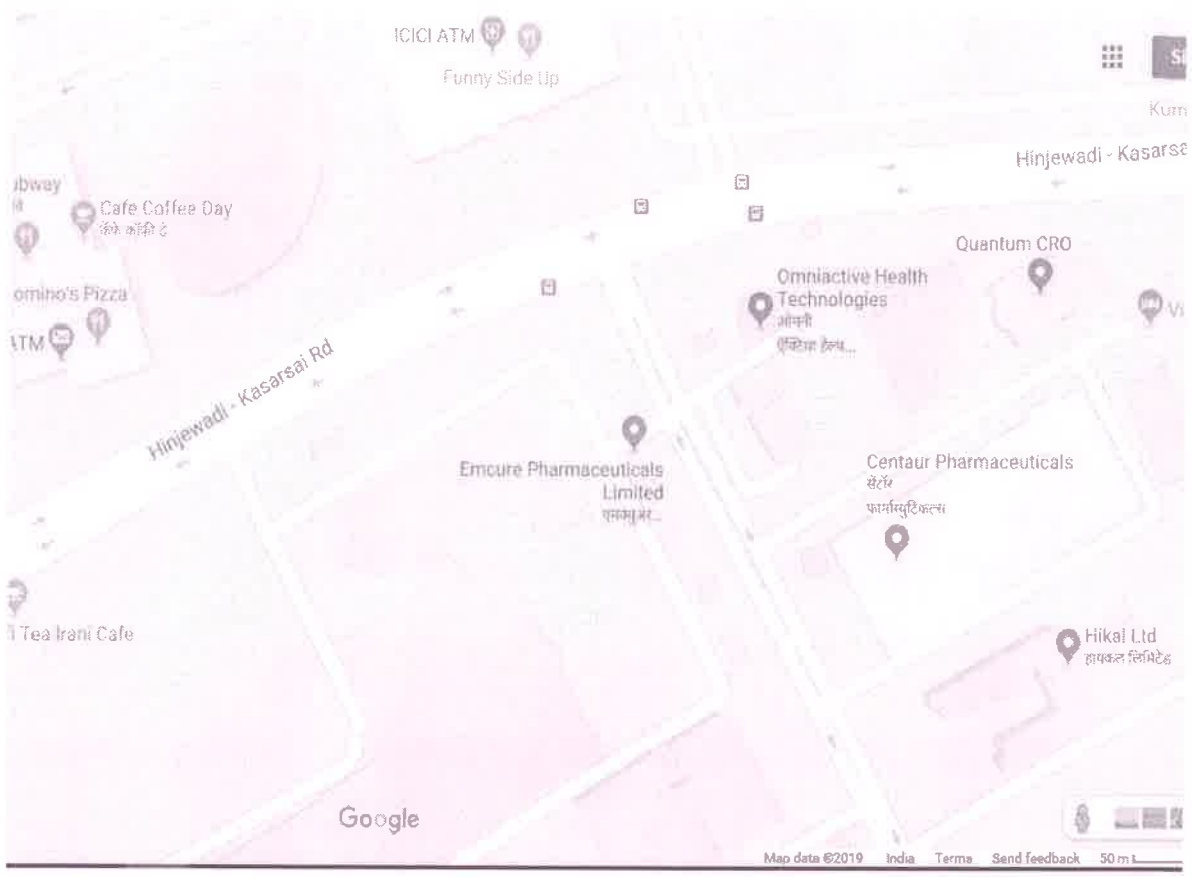
DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM)

Name of the Director	Mr. Prakash Kumar Guha
Age (Yrs.)	58 years
Nationality	Indian
Date of first Appointment on the Board	May 27, 2002
Relationship with other Directors of the Company	None
Area of Expertise	Management
Qualifications	B.Com, M. Com., MBA (Wharton School, University of Pennsylvania)
Experience	Mr. Guha has a total work experience of 35 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.
Directorships held in other Companies	Nil
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: Nil Member : Nil
No. of Board Meetings attended during FY 2021-22	4 out of 4
No. of Shares held in the Company as on March 31, 2022 and % of Paid-up Share Capital	25,11,000 (12.52%)





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.

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

Website: www.zuventus.com

20th 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 20th Annual General Meeting of the Company held on ____, 2022 at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at __ 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

Registered Office: T-184, MIDC, Bhosari, Pune 411 026. Tel.: 020-35010000, 020-40700000 • Fax : 020-35010111

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 20th Annual General Meeting of the Company, to be held on June 1, 2022 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, 2022.			
2.	To declare dividend on Equity Shares.			
3.	To appoint Mrs. Namita Thappar (DIN: 05318899), who retires by rotation, and being eligible, offers herself for re-appointment.			
4.	Re-appointment of Auditors of the Company			
5.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2022-23.			
6.	To consider re-appointment of Mr. Prakash Kumar Guha as the Managing 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 2022

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)

