



**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 (1/2020-21) Extra-Ordinary General Meeting of the Members of Zuventus Healthcare Limited will be held on Tuesday, June 09, 2020 at 11.00 AM at Corporate office, Plot No. P-2, IT - BT Park, Phase II, MIDC, Hinjawadi, Pune – 411 057 to transact the following business:

### SPECIAL BUSINESS:

**APPROVAL FOR PROVIDING SECURITY IN FAVOUR OF ADITYA BIRLA FINANCE LIMITED/ANY OTHER FINANCIAL LENDER 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 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, subject to however that the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, does not exceed limits specified under Section 186(2) of the Act 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 assets of approximate value amounting to Rs. 220 Crore owned by the Company as security in favour of Aditya Birla Finance Limited (ABFL)/any other financial lender in connection with the corporate term loan facility up to Rs. 160 Crore to be availed by Emcure Pharmaceuticals Limited (EPL), the Holding Company on such terms and conditions that may be agreed upon by the Board of Directors of EPL.

**Zuventus Healthcare Ltd.**

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





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**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 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."

**Registered Office:**

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

Place: Pune

Date: May 15, 2020

**By Order of the Board**

**For Zuventus Healthcare Limited**

**Sheetal Kulkarni**

**Company Secretary**

Membership No. A31277



**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.

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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 Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India are also annexed.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes in address or demise of any member as soon as possible.
8. Members may note that the Notice of the Extra-Ordinary General Meeting is available on the Company's website [www.zuventus.co.in](http://www.zuventus.co.in)

**Registered Office:**

Emcure House, T-184,  
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Pune- 411026(Maharashtra)

Place: Pune

Date: May 15, 2020

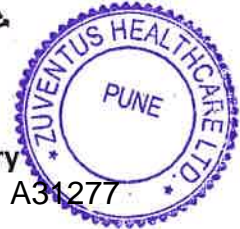
**By Order of the Board**

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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) issued by the Institute of Company Secretaries of India.

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### **Item No. 1:**

Emcure Pharmaceuticals Limited (EPL), the Holding Company, in order to meet its business requirements, has approached various financial lenders for a corporate term loan up to Rs. 160 Crore. Based on the application and discussions with Aditya Birla Finance Limited (ABFL) and other financial lenders, amongst the various terms and conditions stipulated by them, one of the condition is to secure the proposed corporate term loan with the security of mortgage/ hypothecation of tangible fixed assets of approximate value amounting up to Rs. 220 Crore.

In order to meet the above condition of securitization of corporate term loan, EPL has evaluated various options of providing the tangible security either by itself or by offering security of tangible fixed assets of its group Companies (i.e. including subsidiaries), as permitted under Section 185 (2) of Companies Act, 2013.

Currently, the tangible fixed assets of EPL have already been mortgaged/ hypothecated for its existing term loans and working capital limits availed from its various existing lenders. Hence, EPL has requested the Company to provide security of unencumbered tangible fixed assets in connection with the corporate term loan to be availed by EPL to fulfill the condition stipulated above.

The Company is expected to render support for the business requirements of other companies in the group, from time to time. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013 (the Act), the Company with the approval of members by way of special resolution, would be in

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a position to provide security in favour of ABFL/any other financial lender in respect of the corporate term loan facility to be availed by EPL for its principal business activities.

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.

Further, aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, does not exceed limits specified under Section 186(2) of the Act.

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 recommends 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.

**Registered Office:**

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

Place: Pune

Date: May 15, 2020

**By Order of the Board**

**For Zuventus Healthcare Limited**



**Sheetal Kulkarni**

**Company Secretary**

Membership No. A31277



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**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.**

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**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: [company.secretary@emcure.co.in](mailto:company.secretary@emcure.co.in),

Website: [www.zuventus.co.in](http://www.zuventus.co.in)

**EXTRA-ORDINARY GENERAL MEETING – June 09, 2020**

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 (1/2020-21) Extra-Ordinary General Meeting of the Company held on **Tuesday, June 09, 2020** at Corporate office, Plot No. P-2, IT - BT Park, Phase II, MIDC, Hinjawadi, Pune – 411 057 at **11.00 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.

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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: U85320PN2002PLC018324

Name of the Company: Zuventus Healthcare Limited

Registered office: Emcure House, T-184, MIDC, Bhosari, Pune-411026

Name of the member (s):
Registered address:
E-mail Id:
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: .....

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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 Tuesday of June 09, 2020 at 11.00 am 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.	Approval for providing security in favour of Aditya Birla Finance Limited/any other financial lender in connection with corporate term loan to be availed by Emcure Pharmaceuticals Limited, the Holding 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 ..... 2020

Signature of shareholder

Affix Revenue Stamp
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Signature of proxy holder(s)