



ZUVENTUS HEALTHCARE LIMITED

CIN: U85320PN2002PLC018324

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C.,

Hinjawadi, Pune - 411057, Maharashtra, India

Tel: +91 20 – 35070033/ 35070000, Fax: +91 20 3507 0060

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD ON **THURSDAY, AUGUST 28, 2025** AT 10.30 A.M. (IST) AT PLOT NO. P-1 & P-2, IT-BT PARK, PHASE - II, M.I.D.C., HINJAWADI, PUNE – 411 057, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors, thereon.
2. To appoint Mrs. Namita Thapar (DIN: 05318899) as a Director who retires by rotation, and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:**

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 read with 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. 6,60,000/- (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 an audit of cost records of the Company for the Financial Year ending March 31, 2026, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

4. **APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** in supersession to the resolution passed earlier in this regard and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 (“the Act”) including any statutory modification or re-enactment thereof for the time being in force and subject to other consents, approvals, permissions as may be required in this regard, approval of the Members be and is hereby accorded to the

Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any director of the Company is interested as per Section 185(2) of the Act for an amount not exceeding Rs. 1200 Crores (Rupees One Thousand Two Hundred Crores only), in one or more tranches, in their absolute discretion as deemed beneficial and in the interest of the Company, provided that such loans, guarantee or security are utilized by the borrower, for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board be and is hereby authorized to identify, finalise, approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, corporate guarantee, security, as the Board may deem fit and to do all such acts, deeds, matters and things including the execution of any document or agreement in connection therewith and incidental thereto.”

5. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession to the resolution passed earlier in this regard and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, provisions of all other statutes, rules, regulations, guidelines, notifications, circulars as may be applicable, as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to:

- a. give loans from time to time on such terms and conditions as it may deem expedient to any persons or other bodies corporate;
- b. give any guarantee, or provide security in connection with a loan to any other bodies corporate or persons; and
- c. acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate,

- for an amount not exceeding Rs. 1200 Crores (Rupees One Thousand Two Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given which may exceed sixty

per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account of the Company, whichever is more, as per Section 186 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and to make loans, give any guarantee or provide security or to acquire by way of subscription, purchase or otherwise securities upto an amount not exceeding Rs. 1200 Crores from time to time and to take all such steps as may be necessary to give effect to this resolution.”

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

Sd/-

Ankita Saraogi

Place: Pune

Company Secretary

Date: May 21, 2025 **Membership No. A49275**

Registered Office:

Plot No. P-1 & P-2, IT- BT Park,
Phase II, M.I.D.C, Hinjawadi,
Pune – 411 057, Maharashtra

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. Registers as required under the Act, relevant documents referred in the Notice and Explanatory Statement pursuant to Section 102 of the Act, are available with the Company for inspection by the Members between 9 a.m. to 12 noon on all working days from the circulation of this Notice upto the date of the AGM 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 AGM 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 MUFG 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:

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 on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor and such remuneration is required to be ratified by the Members of the Company.

The Board considered and approved the appointment of M/s. B.M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct of the audit of the cost records of the Company at a remuneration of Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval and ratification by the Members.

Item No. 4

APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may

advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that approval of the Members of the Company is obtained by way of a Special Resolution and the loans, guarantee or security are utilized by the borrower, for its principal business activities.

Accordingly, the Board had approved a proposal to set the aforementioned limit of Rs. 1200 Crores, subject to the approval of the Members. This will also enable the Company to provide the requisite corporate guarantee or security in relation to loans raised by any person in whom any director is interested.

An enabling approval is being sought from the Members, as the Company may give loans, guarantee or security for an amount not exceeding Rs. 1200 Crores in one or more tranches, to such person in whom the Directors of the Company are interested. The Board or its Committee, shall approve such transactions as deemed beneficial and in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for approval of the Members.

Item No. 5

APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company give loans, security or guarantee from time to time. As per the provisions of Section 186 of the Companies Act, 2013 ("the

Act"), it would be necessary to obtain the approval of the Members for:

- giving loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the Members for the same, for an amount not exceeding Rs. 1200 Crores, under the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

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

Sd/-

Ankita Saraogi

Company Secretary

Place: Pune

Date: May 21, 2025 **Membership No. A49275**

Registered Office:

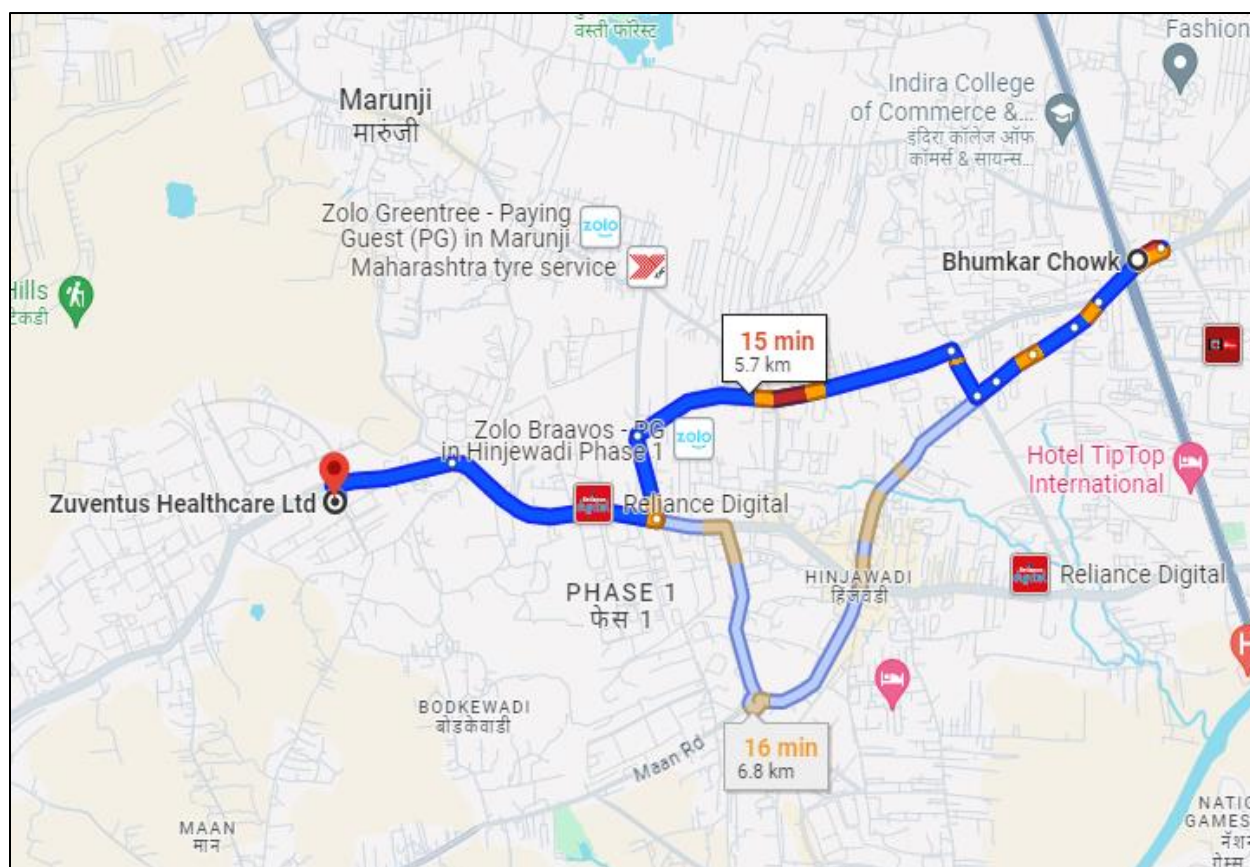
Plot No. P-1 & P-2, IT- BT Park,
Phase II, M.I.D.C, Hinjawadi,
Pune – 411 057, Maharashtra

DETAILS OF DIRECTORS UNDER SECRETARIAL STANDARD -2 SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM) FOR ITEM NO. 2:

Name of the Director	Mrs. Namita Thapar
Age (Yrs.)	48 Years
Nationality	Indian
Date of first Appointment on the Board	July 03, 2012
Relationship with other Directors of the Company	Daughter of Mr. Satish Mehta, Chairman- Non-Executive & Non-Independent Director.
Area of Expertise	Finance, Human Resources and Marketing
Qualifications	Bachelor's degree in Commerce from the University of Pune, Master's degree in Business Administration from the Fuqua School of Business, Duke University, USA and Qualified Chartered Accountant from the Institute of Chartered Accountants of India.
Experience	Mrs. Namita Thapar is a Non-Executive & Non-Independent Director of the Company. She has an overall experience of around 25 years. She is a Whole-time Director of Emcure Pharmaceuticals Limited (Emcure), the Holding Company of the Company.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Emcure Pharmaceuticals Limited 2. Thapar Ventures Private Limited 3. Incredible Ideas Private Limited 4. Incredible Ventures Private Limited 5. Delhivery Limited
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: NIL Member: Emcure Pharmaceuticals Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee
No. of Board Meetings attended during FY 2024-25	3 out of 4

No. of Shares held in the Company as on March 31, 2025 and % of Paid-up Share Capital	Nil
Terms and conditions of appointment or re-appointment	To be re-appointed as Non-Executive & Non-Independent Director, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil

ROUTE MAP FOR THE VENUE OF THE 23RD ANNUAL GENERAL MEETING



Route map shown from Bhumkar Chowk Bridge to the venue of AGM

Venue of the Annual General Meeting:

Zuventus Healthcare Limited, Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune – 411 057, Maharashtra.

Prominent Landmark: Infosys Limited, Hinjawadi Phase-II, Pune

ATTENDANCE SLIP**ZUVENTUS HEALTHCARE LIMITED**

CIN: U85320PN2002PLC018324

Registered Office: Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C,
Hinjawadi, Pune - 411057, Maharashtra, IndiaPhone: 020-35070033, 35070000, E-mail id: zuventus.corporate@zuventus.comWebsite: www.zuventus.com**23rd ANNUAL GENERAL MEETING – THURSDAY, AUGUST 28, 2025**

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 23rd Annual General Meeting (“AGM”) of the Company held on Thursday, August 28, 2025 at Plot No. P-1 & P, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057, Maharashtra 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. 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.

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: Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C,
Hinjawadi, Pune - 411 057, Maharashtra

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client 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 23rd Annual General Meeting of the Company, to be held on Thursday, August 28, 2025 at 10.30 a.m. (IST) at Plot No. P-1 & P-2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057, Maharashtra, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against	Abstain
1.	To consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon			
2.	To appoint Mrs. Namita Thapar (DIN: 05318899) as a Director who retires by rotation and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013			
3.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2025-26			
4.	Approval under Section 185 of the Companies Act, 2013			
5.	Approval under Section 186 of the Companies Act, 2013			

(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 2025

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)