



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

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) (NO. 01/2025-26) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD ON **SATURDAY, JANUARY 10, 2026** AT 10.30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED 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:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. SHRIRAM BALASUBRAMANIAN (DIN: 11322305) AS A DIRECTOR OF THE COMPANY:**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (*including any statutory modification(s) or re-enactment thereof for the time being in force*), as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shriram Balasubramanian (DIN: 11322305), who was appointed as an Additional Director of the Company with effect

from October 01, 2025, by the Board of Directors of the Company and who holds office up to the date of ensuing General Meeting pursuant to the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from 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 (Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one Director or Key Managerial Personnel of the Company, be and is hereby authorised to do all acts including filing forms with Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

2. **APPOINTMENT OF MR. SHRIRAM BALASUBRAMANIAN(DIN: 11322305) AS A WHOLE-TIME DIRECTOR OF THE 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 the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Schedule V of the Act (*including any statutory modification(s) or re-enactment thereof for*

the time being in force), as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Shriram Balasubramanian (DIN: 11322305) as a Whole-time Director of the Company for a period of three (3) years with effect from October 01, 2025, on the following terms and conditions:

- i) Salary: Not exceeding Rs. 2,85,00,000/- per annum
- ii) Perquisites: Not exceeding Rs. 17,00,000/- per annum
- iii) Bonus: Not exceeding Rs. 15,00,000/- per annum

RESOLVED FURTHER THAT subject to the applicable provisions of Section 197 read with Schedule V of the Act, the approval of the Members be and is hereby accorded for the payment of remuneration within the aforementioned maximum limits, in the event the Company has no profits/inadequate profits in any financial year, which may be in excess of the individual or overall limits prescribed under the Act, and the Rules made thereunder & other applicable laws/ regulations, as amended from time to time and that the Board, be and is hereby authorized to alter or vary the terms of remuneration within the aforementioned limits in compliance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including obtaining of

necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purposes of giving effect to this resolution.”

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

Sd/-

**Ankita Saraogi
Company Secretary
Membership No. A49275**

Place: Pune

Date: December 17, 2025

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 Extra-Ordinary General Meeting (“EGM”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM.**

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 EGM.
4. Corporate Members intending to send their authorized representatives to attend the EGM 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 EGM.
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 EGM
6. All documents referred to in the Notice calling the EGM 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 EGM.
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 EGM 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 Registrar and Transfer Agent 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 Nos. 1 & 2

**Appointment of Mr. Shriram Balasubramanian
(DIN: 11322305) as a Director of the Company:**

**Appointment of Mr. Shriram Balasubramanian
(DIN: 11322305) as a Whole-time Director of
the Company:**

In order to strengthen the existing Board of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on September 29, 2025, had approved appointment of Mr. Shriram Balasubramanian (DIN: 11322305), as an Additional Director (Executive) on the Board of the Company, with effect from October 01, 2025, who shall hold office upto the date of the next annual general meeting, in pursuance to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had also approved the appointment of Mr. Balasubramanian as a Whole-time Director of the Company, for a period of three (3) years with effect from October 01, 2025, subject to approval of Members of the Company, for payment of remuneration as specified in the resolution, in pursuance to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Act read with the Rules made thereunder and Schedule V of the Act.

Brief profile of Mr. Shriram Balasubramanian:

Mr. Shriram Balasubramanian is currently, Director-Commercial and Business

Development, at the Company. He has over 3 decades of Pharmaceutical, Nutraceutical & Cosmeceutical leadership experience. He has spear headed new products/business launches across various growth therapies and has been responsible for multitude of in-licensing projects for 1st time launches.

Mr. Balasubramanian is a Graduate of Science (Maths) and is holding Diploma in Software Engineering. He has also pursued Masters in Marketing Management from Welingkar Institute of Management Studies and Doctor of Advanced Studies in Business Administration and Management from Universidad Azteca European Programmes. He has received training in Leadership skills (Rotary), Public speaking, Assertive Behavior, Brand valuation (ICFAI), WTO-IPR and Global Marketing strategy for India (IPMH). He is an Executive member of Indian Drug Manufacturers' Association and a Life member of Indian Pharmaceutical Association.

Pursuant to the provisions of Section 152 of the Act, the directors shall be appointed by the Members through Ordinary Resolution in the General Meeting of the Company. In view of the same, an approval of the Members is being sought for appointment of Mr. Shriram Balasubramanian as a Director (Executive) of the Company, in this Extra-Ordinary General Meeting. The Company had also received a notice under Section 160 of the Act from a Member, proposing his candidature for the office of director.

Further, considering the aforementioned experience, in pursuance to the provisions of Sections 196, 197 and 203 of the Act, read with Rules made thereunder Schedule V of Act, approval of the Members by way of Special Resolution is being sought for appointment of

Mr. Balasubramanian as a Whole-time Director on the Board of the Company for period of three (3) years with effect from October 01, 2025 and for payment of remuneration as specified in the resolution. Mr. Balasubramanian would be liable to retire by rotation.

Mr. Balasubramanian is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

During his tenure and pursuant to contract of service containing terms of his appointment, Mr. Balasubramanian shall devote sufficient time in discharging his duties to the Company diligently and to the best of his abilities and shall comply with the policies and procedures of the Company.

The Board or any Committee thereof shall, in accordance with the statutory limits / approval as may be applicable for time being in force, may revise/ alter/ modify/ amend the terms and conditions of his remuneration from time to time, as they may deem fit.

The Company is involved in the business of dealing in all types, descriptions, specifications, strengths and application of pharmaceutical medicaments in healthcare. The Company has been earning adequate profits. However, as a prudent measure, approval of Members is being sought by way of a Special Resolution for the payment of remuneration to Mr. Balasubramanian, which shall also be the maximum remuneration payable to him, in any Financial Year, during his tenure of appointment, in the event the Company has no profits/inadequate profits, in pursuance to the provisions of the Act.

Mr. Balasubramanian, as on date, does not hold any Equity Shares in the Company.

Except Mr. Shriram Balasubramanian and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Item Nos. 1 & 2.

The Board recommends passing the Ordinary and Special Resolutions as set out in Item Nos. 1 & 2 of the Notice, respectively, for approval of the Members.

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

**Sd/-
Ankita Saraogi
Company Secretary
Membership No. A49275**

Place: Pune

Date: December 17, 2025

Registered Office:

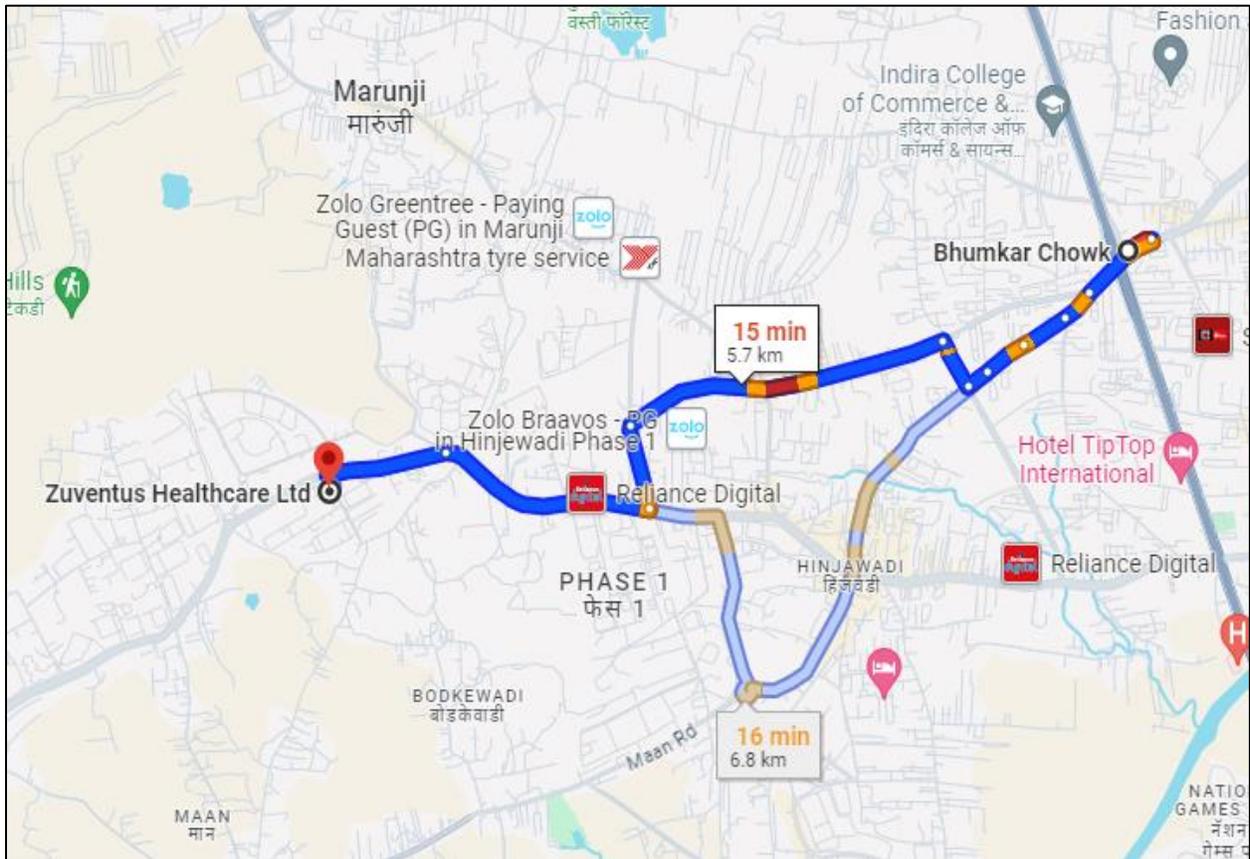
Plot No. P-1 & P-2, IT- BT Park,
Phase II, M.I.D.C, Hinjawadi,
Pune – 411 057, Maharashtra

DETAILS OF DIRECTORS UNDER SECRETARIAL STANDARD -2 SEEKING APPOINTMENT AT THE FORTHCOMING EXTRA-ORDINARY GENERAL MEETING FOR ITEM NOS. 1 & 2:

Name of the Director	Mr. Shriram Balasubramanian
Age (Yrs.)	57 Years
Nationality	Indian
Date of first Appointment on the Board	October 01, 2025
Relationship with other Directors and Key Managerial Personnel of the Company	None
Area of Expertise	Business Development, Sales and Marketing & Leadership
Qualifications	Graduate of Science (Maths), Diploma in Software Engineering, Masters in Marketing Management from Welingkar Institute of Management Studies and Doctor of Advanced Studies in Business Administration and Management from Universidad Azteca European Programmes.
Experience/ Brief Resume	Mr. Shriram Balasubramanian is currently, Director – Commercial and Business Development, at the Company. He has over 3 decades of Pharmaceutical, Nutraceutical & Cosmeceutical leadership experience. He has spear headed new products/business launches across various growth therapies and has been responsible for multitude of in-licensing projects for 1st time launches.
Directorships held in other Companies	-
Chairmanship/ Membership in the Committees of the Boards of Companies in which he is Director	Chairman: NIL Member: NIL
No. of Board Meetings attended during FY 2025-26 (till the date of Notice)	1 out of 4 <i>(Mr. Shriram Balasubramanian was appointed as an Additional Director (Executive) and Whole-time Director with effect from October 01, 2025 in the Board Meeting held on September 29, 2025)</i>

No. of shares held in the Company and % of Paid-up Share Capital	NIL
Terms and conditions of appointment or re-appointment	Appointment as Director (Executive) of the Company, liable to retire by rotation. He is also being appointed as Whole-time Director of the Company for period of three (3) years with effect from October 01, 2025.
Details of remuneration sought to be paid	As included in the resolution set out in Item No. 2.
Details of remuneration last drawn	Rs. 94,84,012/- (During FY 2025-26, prior to appointment on the Board of the Company)

**ROUTE MAP FOR THE VENUE OF
THE EXTRA-ORDINARY GENERAL MEETING (NO. 01/2025-26)**



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

Venue of the Extra-Ordinary 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, India

Phone: 020-35070033, 35070000, E-mail id: zuventus.corporate@zuventus.com

Website: www.zuventus.com

EXTRA-ORDINARY GENERAL MEETING (NO. 01/2025-26) –

SATURDAY, JANUARY 10, 2026

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 Extra-Ordinary General Meeting (No. 01/2025-26) of the Company held on Saturday, January 10, 2026 at the Registered Office of the Company situated 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 Extra-Ordinary General Meeting venue.
2. Body Corporate(s), 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 EGM 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 Extra-Ordinary General Meeting (No. 01/2025-26) of the Company, to be held on Saturday, January 10, 2026 at 10.30 a.m. (IST) at the Registered Office of the Company situated at Plot No. P-1 & P, 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 appointment of Mr. Shriram Balasubramanian (DIN: 11322305) as a Director of the Company			
2.	To consider appointment of Mr. Shriram Balasubramanian (DIN: 11322305) as a Whole-time Director 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 2026

Signature of shareholder

Affix Revenue Stamp

Signature of proxy holder(s)