



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 THE **24TH ANNUAL GENERAL MEETING** ("AGM") OF THE MEMBERS OF **ZUVENTUS HEALTHCARE LIMITED** ("THE COMPANY") WILL BE HELD ON **WEDNESDAY, AUGUST 26, 2026 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, 2026, together with the Reports of the Board of Directors and Auditors, thereon.
2. To declare Final Dividend of Rs. 4/- per Equity Share of Face Value of Rs. 10/- each, for the Financial Year ended on March 31, 2026.
3. To appoint Mr. Satish Mehta (DIN: 00118691) as a Director who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.
4. To consider retirement of Mr. Shreekant Bapat (DIN: 00621568), a Director liable to retire by rotation, and who does not seek re-election.

To consider and if thought fit, to pass 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, Mr. Shreekant Bapat (DIN: 00621568) a Director liable to retire by rotation at the 24th Annual General Meeting ("AGM"), who does not seek re-election, be and is hereby retires from office with effect from the conclusion of the AGM and the vacancy so caused, shall not be filled up."

SPECIAL BUSINESS:

5. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2026-27:**

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) payable to the Cost Auditor, 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, 2027, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

6. APPOINTMENT OF DR. DEEPAK GONDALIYA (DIN: 11317723) 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, Dr. Deepak Gondaliya (DIN: 11317723), who was appointed as an Additional Director (Executive) of the Company with effect from May 04, 2026, by the Board of Directors of the Company and who holds office upto the date of this annual 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 a 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 Director or Key Managerial Personnel of the Company, be and is hereby severally 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 for the purpose of giving effect to this resolution.”

7. APPOINTMENT OF DR. DEEPAK GONDALIYA (DIN: 11317723) 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V 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, approval of the Members be and is hereby accorded for appointment of Dr. Deepak Gondaliya (DIN: 11317723) as a Whole-time Director of the Company with effect from May 04, 2026, for a term of 3 (three) consecutive years, liable to retire by rotation, without payment of any remuneration, on the terms and conditions as mutually agreed.

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 to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

Registered Office:

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

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

Place: Pune

Date: July 10, 2026

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

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") in respect of the Special Business(s) 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 (IST) 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 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 No. 4**TO CONSIDER RETIREMENT OF MR. SHREEKANT BAPAT (DIN: 00621568), A DIRECTOR LIABLE TO RETIRE BY ROTATION, AND WHO DOES NOT SEEK RE-ELECTION:**

Mr. Shreekant Bapat was appointed as a Non-executive & Non-Independent Director with effect from October 13, 2022, liable to retire by rotation. In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Mr. Bapat was eligible for being re-appointed as a Director at this Annual General Meeting ("AGM"). However, he has expressed his desire to retire as Director and accordingly, has not offered himself for re-appointment. Consequently, he shall cease to hold office as a Director of the Company upon conclusion of this AGM. The resulting vacancy caused by his retirement is not proposed to be filled at this meeting or any adjournment thereof.

Except Mr. Shreekant Bapat and his relatives, none of the other 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 in Item No. 4.

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

Item No. 5**RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2026-27:**

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, based on the recommendation of the Audit Committee, considered and approved the appointment of M/s. B.M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) to conduct the audit of the cost records of the Company at a remuneration of Rs. 6,60,000/- (excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses) for the Financial Year ending March 31, 2027.

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 in Item No. 5.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval and ratification by the Members.

Item Nos. 6 & 7

APPOINTMENT OF DR. DEEPAK GONDALIYA (DIN: 11317723) AS A DIRECTOR OF THE COMPANY:

APPOINTMENT OF DR. DEEPAK GONDALIYA (DIN: 11317723) 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 ("NRC"), the Board of Directors at its meeting held on May 04, 2026, had approved the appointment of Dr. Deepak Gondaliya (DIN: 11317723) as an Additional Director (Executive) on the Board of the Company, with effect from May 04, 2026, who shall hold office upto the date of this annual general meeting, in pursuance to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act").

Based on the recommendation of the NRC, the Board of Directors had also approved the appointment of Dr. Gondaliya as a Whole-time Director of the Company, for a term of 3 (three) consecutive years with effect from May 04, 2026, subject to approval of Members of the Company, without payment of any remuneration, on the terms and conditions as mutually agreed, 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.

Brief profile of Dr. Deepak Gondaliya:

Dr. Deepak Gondaliya is presently the President-Technical Operations of the Holding Company, with focus on advancing scientific breakthrough leadership in drug development for complex generic, injectables and complex manufacturing processes.

Prior to joining the Group, he has worked with reputed pharmaceutical industries in India where he held positions of responsibility of developing products for global markets. He is a named inventor on more than 20 patents and has published 5 articles in international journals, with contributions in Novel Drug Delivery Systems and Process. His astute leadership qualities are standout among his peers and won "The Best Manager Award" from The Times of India Ascent conclave too.

Dr. Gondaliya holds a Degree of Doctor of Philosophy in Pharmacy from Hemchandracharya North Gujarat University, Patan.

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 Dr. Deepak Gondaliya as a Director (Executive) of the Company, in this Annual 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 the Act, read with Rules made thereunder, approval of the Members by way of Ordinary Resolution is being sought for appointment of Dr. Gondaliya as a Whole-time Director on the Board of the Company for term of 3 (three) consecutive years with effect from May 04, 2026. Dr. Gondaliya shall be liable to retire by rotation.

Dr. Gondaliya 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, Dr. Gondaliya 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.

Dr. Gondaliya, as on date, does not hold any Equity Shares in the Company.

Except Dr. Deepak Gondaliya 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 resolutions set out in Item Nos. 6 & 7.

The Board recommends passing of the Ordinary Resolutions as set out in Item Nos. 6 & 7 of the Notice, respectively, for the approval of the Members.

Registered Office:

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

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

Place: Pune
Date: July 10, 2026

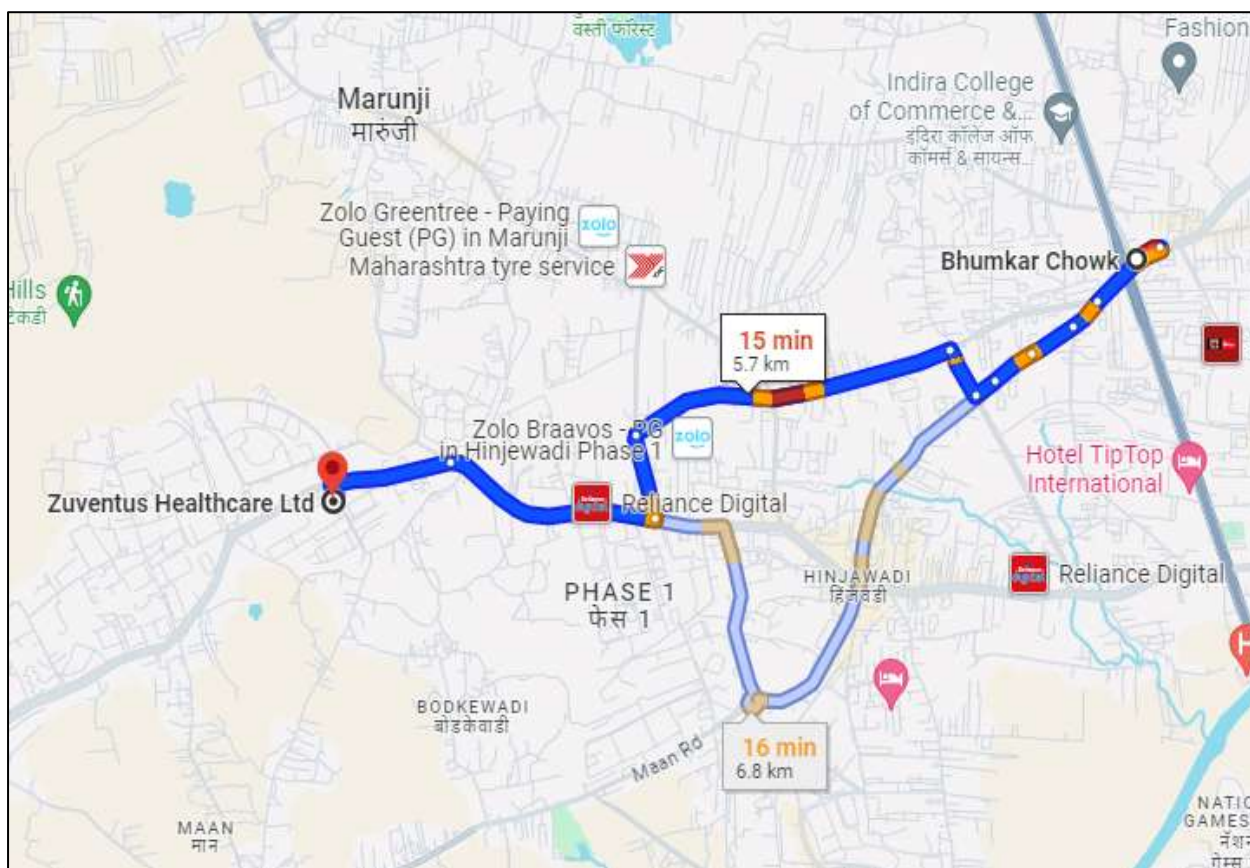
**Sd/-
Ankita Saraogi
Company Secretary
Membership No. A49275**

DETAILS OF DIRECTOR UNDER SECRETARIAL STANDARD-2 SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING FOR ITEM NOS. 4 TO 7:

Name of the Director	Mr. Satish Mehta	Mr. Shreekant Bapat	Dr. Deepak Gondaliya
Age (Yrs.)	75 Years	88 years	53 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	July 03, 2002	October 13, 2022	May 04, 2026 (As an Additional Director (Executive))
Relationship with other Directors and Key Managerial Personnel of the Company	Father of Mrs. Namita Thapar, Non-Executive & Non-Independent Director	None	None
Area of Expertise	a) Leadership b) Business Development c) Research & Development, d) Manufacturing, e) Corporate Governance f) Industry expertise	a) Human Resource b) Law Enforcement c) Administration d) Governance	a) Research & Development b) Manufacturing c) Industry Expertise
Qualifications	Master's degree in Science (Chemistry) from University of Pune and Post Graduate diploma in Business Administration from the Indian Institute of Management, Ahmedabad	Graduate in commerce from Pune University.	Degree of Doctor of Philosophy in Pharmacy from Hemchandracharya North Gujarat University, Patan
Experience/ Brief Resume	Mr. Satish Mehta is the Founder and a first-generation entrepreneur who established the Emcure Pharmaceuticals Limited in 1981. He is the Chairman of the Company and has significant experience in the pharmaceutical industry. He has been instrumental in driving growth, strategic	Mr. Shreekant Bapat is a highly distinguished erstwhile officer of the Indian Police Service having held senior positions with the Government of India and the Government of Maharashtra such as Joint Director - Intelligence Bureau, Ministry of Home Affairs, Commissioner	Dr. Deepak Gondaliya is presently the President-Technical Operations of the Holding Company, with focus on advancing scientific breakthrough leadership in drug development for complex generic, injectables and complex manufacturing processes.

	alliances, and expanding capabilities across research, manufacturing, and biotechnology.	of Police, Mumbai and Member of the Maharashtra Public Service Commission.	Prior to joining the Group, he has worked with reputed pharmaceutical industries in India where he held positions of responsibility of developing products for global markets.
Directorships held in other Companies	Emcure Pharmaceuticals Limited	Nil	Emcure Lifesciences Private Limited
Chairmanship/ Membership in the Committees of the Boards of other Companies in which he is Director	Chairman: Nil Member: Emcure Pharmaceuticals Limited • Stakeholder's Relationship Committee	Chairman: Nil Member: Nil	Chairman: Nil Member: Nil
No. of Board Meetings attended during FY 2025-26	5 out of 5	5 out of 5	Not Applicable, being appointed on the Board with effect from May 04, 2026
No. of Shares held in the Company as on March 31, 2026 and % of Paid-up Share Capital	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	To be re-appointed as Non-Executive & Non-Independent Director, liable to retire by rotation	Not Applicable	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 3 (three) consecutive years with effect from May 04, 2026
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil	Sitting fees of Rs. 4,50,000/- and Commission of Rs. 75,00,000/- were paid to Mr. Bapat for FY 2025-26	Nil

ROUTE MAP FOR THE VENUE OF THE 24th 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, India

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

Website: www.zuventus.com

24th ANNUAL GENERAL MEETING - WEDNESDAY, AUGUST 26, 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 the 24th Annual General Meeting ("AGM") of the Company held on Wednesday, August 26, 2026, at Plot No. P-1 & P-2, 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. 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 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 24th Annual General Meeting of the Company, to be held on Wednesday, August 26, 2026 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, 2026, together with the Reports of the Board of Directors and Auditors, thereon			
2.	To declare Final Dividend of Rs. 4/- per Equity Share of Face Value of Rs. 10/- each, for the Financial Year ended on March 31, 2026			
3.	To appoint Mr. Satish Mehta (DIN: 00118691) as a Director who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013			
4.	To consider retirement of Mr. Shreekant Bapat (DIN: 00621568), a Director liable to retire by rotation, and who does not seek re-election			
5.	Ratification of remuneration payable to Cost Auditor for the Financial Year 2026-27			
6.	Appointment of Dr. Deepak Gondaliya (DIN: 11317723) as a Director of the Company			
7.	Appointment of Dr. Deepak Gondaliya (DIN: 11317723) 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)