



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 Fifteenth Annual General Meeting of the Members of Zuventus Healthcare Limited will be held on Tuesday, 8th August, 2017 at 11.00 a.m at the Registered Office of the Company at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of Interim dividend and declare final dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Prakash Kumar Guha (DIN: 00118415), 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, and if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s BSR & CO. LLP, Chartered Accountants (FRN 101248-W/W-100022) be and is hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s Price Waterhouse, Chartered Accountants (FRN 301112E) to hold office for a period of five(5) years i.e. from the conclusion of this 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, subject to ratification of the appointment by the members at every Annual General Meeting, at such remuneration plus service tax and out of pocket expenses as may be decided by the Board of Directors in consultation with the Auditors."

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 be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

7. Ratification of remuneration payable to Cost Auditors for the Financial Year 2017-18:

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. 3,25,000/- (Rupees. Three Lacs Twenty Five Thousand Only) excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2018 as approved by the Board of Directors of the Company to be paid to M/s B.M Sharma & Co., Cost Accountants for the conduct of the cost audit of cost records of the Company, be and is hereby ratified and confirmed."

8. Enhancement in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the resolution passed by the members at the Annual General Meeting held on 27th July, 2015 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), consent of the members be and is hereby accorded to the Board of Directors of the Company

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(hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.125 Crores (Rupees one hundred twenty five crores) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute or authorise any person to execute all such documents, instruments and writings as may be required for giving effect to the aforesaid resolution."

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

**By Order of the Board
For Zuventus Healthcare Limited**

Shilpa Dhavale
Company Secretary

Place: Pune

Date: 5th July, 2017

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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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 1st August, 2017 to Tuesday, 8th August, 2017 (both days inclusive) in accordance with Section 91 of the Companies Act, 2013 for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable.
4. 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.
5. 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.
6. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
7. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. The Company has no unpaid or unclaimed Dividend.

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8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
9. Members may note that the Notice of the Annual General Meeting is available on the Company's website www.zuventus.com.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

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Pune- 411026(Maharashtra)

**By Order of the Board
For Zuventus Healthcare Limited**

Shilpa Dhavale
Company Secretary

Place: Pune

Date: 5th July, 2017

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

Item No. 4

The explanatory statement in respect of Item No. 4 of the notice is provided voluntarily. Section 139 of the Companies Act, 2013 ("the Act") lays down the criteria for appointment and mandatory rotation of the Statutory Auditors of the Company. As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The rules also provides for the transitional period that could be served by the existing auditors depending on the number of consecutive years for which an audit firm had been functioning as the auditor of the same Company.

The current auditors, M/s Price Waterhouse, Chartered Accountants, (FRN 301112E) have been the auditors of the Company for over ten (10) years before the Act was notified in 2014 and will be completing the maximum number of transitional period (three years) at the ensuing Annual General Meeting and hence need to mandatorily retire by rotation.

The Audit Committee of the Company has proposed and on 5th July, 2017, the board has recommended the appointment of M/s. BSR & CO. LLP, Chartered Accountants as the Statutory Auditors of the Company. BSR & CO., LLP will hold the office for a period of five (5) consecutive years from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company to be held in the year 2022, subject to the ratification by the members of their appointment at each Annual General Meeting.

The Board recommends the passing of the Ordinary Resolution as set forth in Item No. 4 of the accompanying notice for the approval of the members.

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

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As per Rule 7(2)(ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby declares that it has not made any default in the repayment of any of its debts (including public deposits) or debentures or interest payable thereon on preference shares and dividend on preference shares, as may be applicable, for a continuous period of thirty days in the preceding financial year before the date of payment to such managerial personnel.

Except Mr. P.K. Guha, 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 as set out at item no. 5 and 6 of the accompanying Notice.

The Board recommends the passing of the Special Resolution by the members as set forth in item no. 5 and 6 of the accompanying notice.

STATEMENT CONTAINING INFORMATION REQUIRED TO BE GIVEN UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

1. Nature of the Industry - Pharmaceuticals.
2. Date or expected date of commencement of commercial production - Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable
4. Financial Performance - (Based on the audited Accounts for the year ended 31-03- 2017)

Particulars	Amount (Rs. in millions)
Turnover	6707.45
Net Profit before Tax	706.88

5. Foreign Investments or Collaborations: N.A.

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Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Guha, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:

Mr. P.K. Guha does not have any pecuniary transactions with the Company or any other managerial personnel except by way of (i) his shareholding (Percentage of shareholding – 12.52%) in the Company, which he holds in his individual capacity, and (ii) his contract of employment with the Company.

Other information:

1. Reasons of loss or inadequate profit:

The Company is engaged in Research & Development, Trading and Marketing of pharmaceutical formulations. During the last year and the current year, the Company has taken various growth initiatives as under:

a) In order to reduce its dependency on trading (principal to principal) activities and ensure the quality of products, the Company has setup its own manufacturing facility at Sikkim. FY 17-18 is the first year of operations of the Sikkim plant, thereby, resulting in initial high operational expenses, interest and depreciation cost.

b) On the marketing front, the Company has ventured into lifestyle therapeutic segments i.e. Cardio-vascular and Diabetic Therapies, which will over a period of time ensure periodic introduction of new products and sustained prescription base resulting in enhanced revenues and improved profitability for the Company. However in the initial phase the Company will have to incur operational and marketing expenses which will result into lower profits for the year.

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These initiatives will result into revenue growth and better profitability for the Company in the near future.

Further, the country has witnessed a few changes in the regulations in the recent past. These regulations have temporarily impacted the overall business environment. It will take some time before the impact of these regulations is absorbed and the business operations regain their momentum during the later part of the year. Resultant impact is lower revenues and profits for the Company.

2. Steps taken or proposed to be taken for improvement –

The Company has already taken steps to put in place the processes and systems necessary for implementation of its growth strategies and to comply with the regulations so that it can achieve the desired profitability.

3. Expected increase in productivity and profits in measurable terms –

As stated in 2 above, the Company expects normal growth in revenue resulting into the achievement of the desired profits in the near future.

Item no. 7

In pursuance of Section 148 of the Companies Act, 2013 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. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the members of the Company.

On recommendation of the Audit Committee at its meeting held on 5th July, 2017, the Board has considered and approved the appointment of M/s B.M. Sharma & Co., Cost Accountants for the conduct of the cost audit of the cost records of the Company at a remuneration of Rs. 3, 25,000/-

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excluding applicable taxes and reimbursement of actual travel and out of pocket expenses for the Financial Year ending 31st March 2018.

The resolution at Item No. 7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

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 at Item No. 7 of the Notice.

Item No. 8

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the Act), the Board of Directors of a Company cannot, except without the consent of the Company in general meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital & free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

The members of the Company at the Annual General Meeting held on 27th July, 2015 had authorized the Board to borrow up to a sum of Rs. 100 Crores.

Considering the future expansion plans of the Company and other capital expenditure programs and also additional long term working capital requirements of the company, it was desirable to enhance the existing borrowing limits to Rs. 125 Crores.

Hence, the resolution at Item No. 8 of the Notice is set out as a Special Resolution for approval of the members in terms of Section 180(1)(c) of the Companies Act, 2013. The Board recommends the passing of this resolution as a Special Resolution.

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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 at Item No. 8 of the Notice.

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Pune- 411026(Maharashtra)

**By Order of the Board
For Zuventus Healthcare Limited**

Shilpa Dhavale
Company Secretary

Place: Pune

Date: 5th July, 2017

Zuventus Healthcare Ltd.

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CIN - U85320PN2002PLC018324**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.)	53 Years
Nationality	Indian
Date of first Appointment on the Board	27 th May, 2002
Relationship with other Directors of the Company	None
Area of Expertise	Management
Qualifications	BSc.
Experience	Mr. Guha has a total work experience of 30 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 other Companies in which he is Director	Nil
No. of Board Meetings attended during FY 2016-17	5 out of 5
No. of Shares held in the Company as on 31/03/17 and % of Paid-up Share Capital	25,11,000 (12.52%)

Registered Office:

Emcure House, T-184

M.I.D.C, Bhosari,

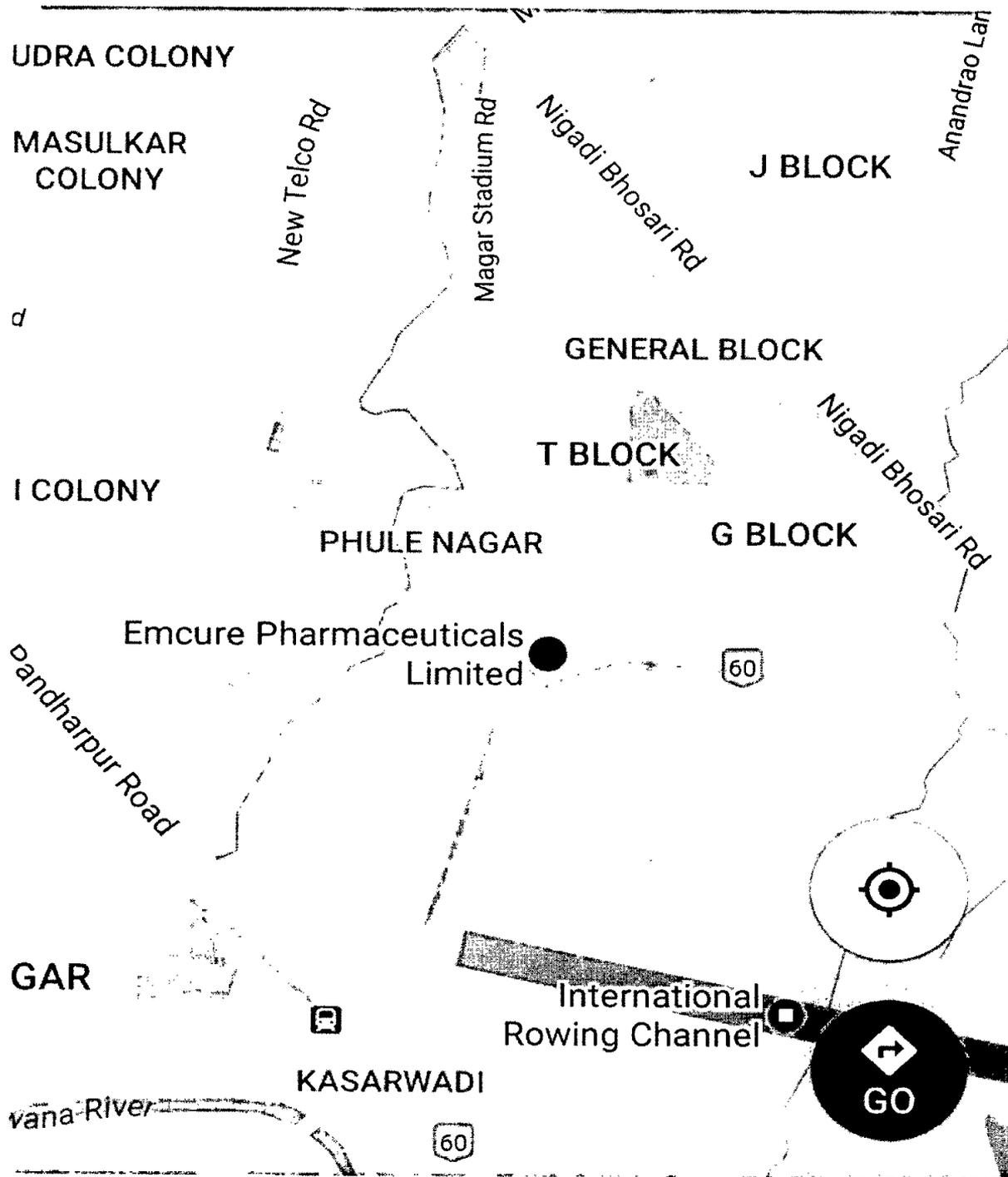
Pune- 411026 (Maharashtra)

Place: Pune

Date: 5th July, 2017**By Order of the Board****For Zuventus Healthcare Limited****Shilpa Dhavale****Company Secretary****Zuventus Healthcare Ltd.**

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ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Annual General Meeting Venue:

Zuventus Healthcare Limited

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

ATTENDANCE SLIP

ZUVENTUS HEALTHCARE LIMITED

CIN: U85320PN2002PLC018324

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Phone: 020-30610000, 40700000, E-mail id: Zuventus.corporate@zuventus.com,
Website: www.zuventus.com

15TH ANNUAL GENERAL MEETING – 8TH AUGUST, 2017

Name of the Beneficial Owner: _____

Registered Folio No. /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 15th Annual General Meeting of the Company on
Tuesday, 8th August, 2017 at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 at **11.00**
a.m.

.....
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/CDS.
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:

Name of the Company:

Registered office:

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 15th Annual General Meeting of the Company, to be held on 8th day of August 2017 at 11.00 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Particulars	For	Against	Abstain
1	Approval of financial statements.			
2	Confirmation of Interim Dividend and Declaration of Final Dividend on Equity shares for the FY 16-17			
3	Appoint a director in place of Mr. P.K. Guha (DIN: 00118415) who retires by rotation and being eligible offers herself for re-appointment			
4	Appointment of Statutory Auditors for a term of 5 years			
5	Revision in remuneration of Mr. P.K. Guha, Managing Director w.e.f 1 st April, 2017.			
6	Re-appointment of Mr. P.K. Guha as Managing Director for a period of 5 years w.e.f 15 th July, 2017			
7	Ratification of the remuneration payable to M/s B.M. Sharma & Co., Cost Accountants for the FY 2017-18			
8	Enhancement in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.			

Signed this day of20.....

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp