



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 (2/2020-21) Extra-Ordinary General Meeting of the Members of Zuventus Healthcare Limited will be held on Saturday, February 06, 2021 at shorter notice 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:

1. APPROVAL FOR PROVIDING SECURITY AND GUARANTEE TO ADITYA BIRLA FINANCE LIMITED AGAINST THE TERM LOANS OF 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** in supersession of earlier resolutions passed at the General Meetings of the Company held on June 9, 2020, with respect to providing of security and on August 18, 2020, with respect to in-principle approval for providing guarantee, and pursuant to provisions of Sections 2(76), 177, 179, 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Amendment) Act, 2017 and the 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 however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans; guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and subject to approval of the members at their meeting, the unanimous approval of the Board be and

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is hereby accorded to provide the assets of approximate value amounting upto Rs. 220.00 Crore ("Security Value") owned by the Company as security and to provide the guarantee upto Rs. 180.00 Crore in favour of Aditya Birla Finance Limited (ABFL) in connection with availment of the term loans of Rs. 100.00 Crores and Rs. 80.00 Crores (collectively termed as "Corporate Term Loans") by Emcure Pharmaceuticals Limited (Emcure), the holding company on such terms and conditions as agreed upon by the Board of Directors of Emcure, pursuant to the Sanction Letter No. ABF/WST1/XTL/NOV20/A0017 dated November 25, 2020, issued by ABFL in this connection.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded for creating charge over the assets by way of swap of the following security / assets of Emcure:

- a. All existing and future immovable and movable assets situated at Plot No. SM-14, SM-15 & SM-16/1, Sanand Industrial Estate, Gujarat; and
- b. Movable fixed assets situated at Arihant School of Pharmacy & Bio Research Institute, Adalaj, SG Highway, dist. Gandhinagar;

with the new security of all existing and future immovable and movable fixed assets measuring an area of 2.9040 hectares under Khatiyani No 400 Khasra Number 1007,1008, 995/1237, 997/1238, 998/1239, 1007/1240, 1008/1241, 995/1243, 997/1244, 998/1245, 1008/1246, 1009/1247,993/1248, 995/1249, 997/1250, 998/1251, 1009/1252 situated at Kamerey Bhasmay block, Elaka Pakyong, Post Office Rangpoo. P.S. Roarathang, District Gangtok, East Sikkim, owned by the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 177(4)(iv) of the Companies Act, 2013, approval of the Board be and is hereby granted for charging security commission @ 1% p.a. (exclusive of taxes/ levies/ duties as may be applicable from time to time) on the Security Value of the fixed assets to be provided by the Company for securing the said Corporate Term Loans to be availed by Emcure.



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 subject to approval of the members at their meeting, the unanimous approval of the Board be and is hereby accorded to provide guarantee upto Rs. 180.00 Crore in favour of ABFL in connection with the Corporate Term Loans availed by Emcure, on such terms and conditions as agreed upon by the Board of Directors of Emcure, pursuant to the Sanction Letter No. ABF/WST1/XTL/NOV20/A0017 dated November 25, 2020, issued by ABFL in this connection.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 177(4)(iv) of the Companies Act, 2013, approval of the Board be and is hereby granted for charging security commission @ 1% p.a. (exclusive of taxes/ levies/ duties as may be applicable from time to time) on the guarantee to be provided by the Company for the said Corporate Term Loans to be availed by Emcure.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to authorize severally, Mr. Chetan Sharma, Company Secretary, Mr. Deepak Verma, General Manager – Commercial and Mr. Gaurav Pancholia, Authorised Signatory, to sign, execute and deliver necessary deeds, agreements, documents and undertakings for providing the aforesaid swapped security and guarantee to ABFL in connection with the term loans sanctioned by ABFL to Emcure and also to do all such acts, deeds, matters and things as may be required from time to time to give effect to this resolution.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to authorize the Operations Committee to approve all the documents/ agreements related to providing security and guarantee in connection with the Corporate Term Loans to be availed by Emcure and commission to be charged by the Company against the same and to do all such acts, deeds, matters and things as may be required from time to time with regards to the said transaction.



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RESOLVED FURTHER THAT the certified true copies of the above resolution by any Director or the Company Secretary be furnished to the concerned authority (ies) or person(s) as may be required for further necessary actions thereon.”

Registered Office:

Emcure House, T-184,

M.I.D.C, Bhosari,

Pune- 411026(Maharashtra)

By Order of the Board

For Zuventus Healthcare Limited

Chetan Sharma

Company Secretary



Place: Pune

Date: February 3, 2021

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. 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

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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

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Pune- 411026(Maharashtra)

Place: Pune

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For Zuventus Healthcare Limited

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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.

Item No. 1:

A special resolution was passed in the meeting of shareholders held on June 09, 2020 for providing security of mortgage/ hypothecation of tangible fixed assets of approx. value not exceeding Rs. 220.00 Crore of the Company in favour of Aditya Birla Finance Limited (ABFL) in connection of a corporate term loan not exceeding Rs. 160.00 Crore to be availed by Emcure Pharmaceuticals Limited, holding company.

ABFL, the financial lender, had stipulated that guarantee not exceeding Rs. 160 Crore also be provided along with the security of assets as mentioned above.

The Company had received a request letter dated July 13, 2020 from EPL to provide guarantee in favour of Aditya Birla Finance Limited in respect of the corporate term loan facility to be availed by EPL for its principal business activities on such terms and conditions as may be negotiated and finalized by the Board of Directors of EPL.

A special resolution was passed in the meeting of shareholders held on August 18, 2020 for providing guarantee in favour of ABFL in respect of the corporate term loan facility to be availed by EPL for its principal business value not exceeding Rs. 160.00 Crore.

EPL received Sanction Letter No. ABF/WST1/XTL/NOV20/A0017 dated November 25, 2020 issued by ABFL to provide guarantee upto Rs. 180 Crore in favour of ABFL in respect of the corporate term loan facility availed by EPL instead of earlier guarantee amount of Rs. 160 Crore.



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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.

The consent of the members is therefore sought to provide guarantee upto Rs. 180.00 Crore in favour of ABFL in connection with the Corporate Term Loans availed by EPL, on such terms and conditions as agreed upon by the Board of Directors of EPL.

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 recommended 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 Ramanlal Mehta, Mr. Shreekant Krushnaji Bapat, Mr. Sanjay Rajanikant Mehta and Mrs. Namita Vikas Thapar is, in any way, financially or otherwise, concerned or interested in the resolution.

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By Order of the Board

For Zuventus Healthcare Limited

Chetan Sharma

Company Secretary



Place: Pune

Date: February 3, 2021

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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

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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,

Website: www.zuventus.co.in

EXTRA-ORDINARY GENERAL MEETING – February 06, 2021

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 (2/2020-21) Extra-Ordinary General Meeting of the Company held on **Saturday, February 06, 2021** 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:

Signature:.....



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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 Saturday of February 06, 2021 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 2021

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)



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