



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 22ND ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZUVENTUS HEALTHCARE LIMITED (“THE COMPANY”) WILL BE HELD AT A SHORTER NOTICE ON **WEDNESDAY, JUNE 05, 2024** 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, 2024, together with the Reports of the Board of Directors and Auditors, thereon.
2. To appoint Mr. Sanjay Mehta (DIN: 00100228) 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.

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:**

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. 6,00,000/- (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 of the audit of cost records of the Company for the Financial Year ending March 31, 2025, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified.”

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

Sd/-

Ankita Saraogi

Company Secretary

Place: Pune

Date: June 04, 2024 **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 12 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. All documents referred to in the Notice calling the AGM and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, are available with the Company for inspection by the Members between 9 a.m. to 12 noon upto the date of this meeting 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 Link 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
2024-25:**

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. 6,00,000/- (Rupees Six Lakhs only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending March 31, 2025.

The Ordinary resolution set out in Item No. 3 of the Notice is recommended by the Board for approval and ratification by the Members in terms of Section 148 of the Act.

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. 3 of the Notice.

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

Sd/-

Ankita Saraogi

Company Secretary

Place: Pune

Date: June 04, 2024 **Membership No. A49275**

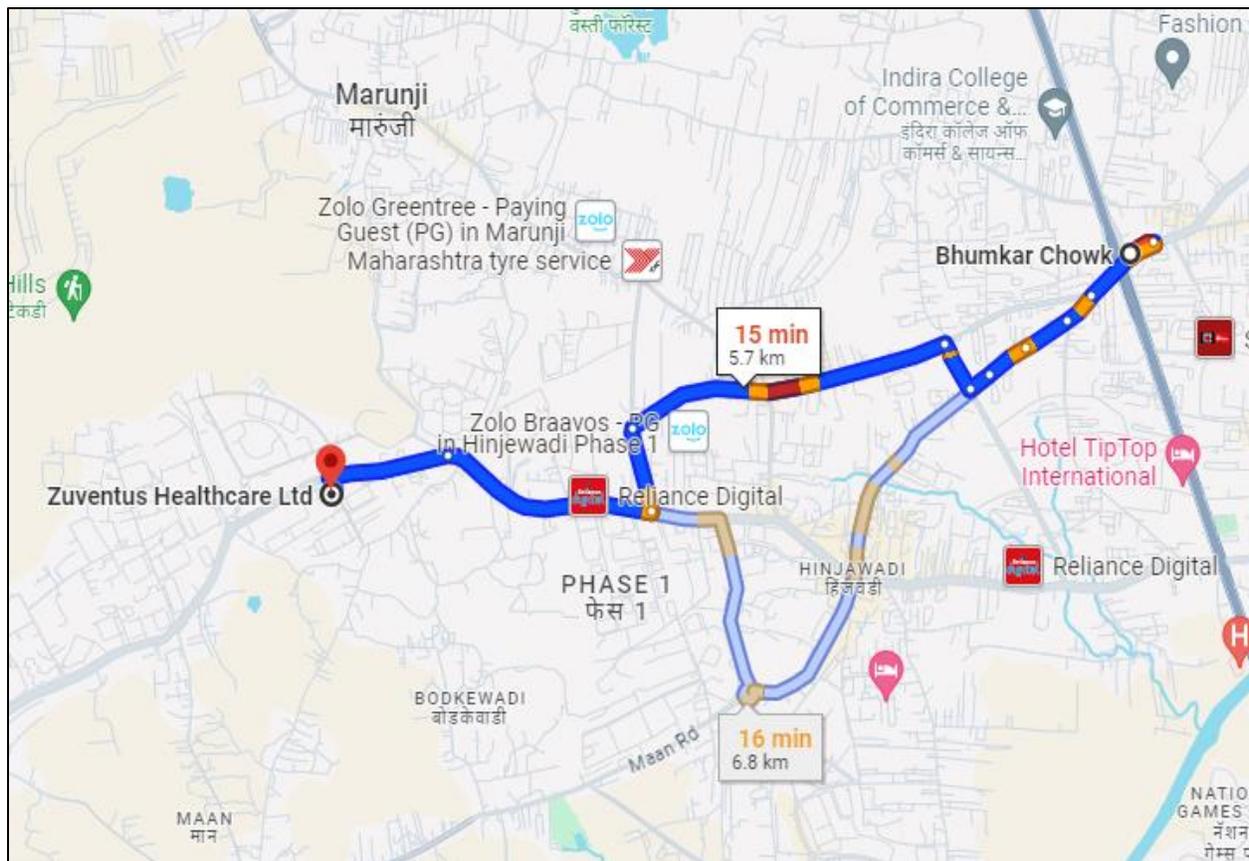
Registered Office:

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

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

Name of the Director	Mr. Sanjay Mehta
Age (Yrs.)	60 Years
Nationality	Indian
Date of first Appointment on the Board	August 22, 2006
Relationship with other Directors of the Company	None
Area of Expertise	Commercial
Qualifications	Bachelor of Commerce
Experience	Mr. Sanjay Mehta has been associated with pharma industry for more than two decades. He is on the Board of the Company since 2006.
Directorships held in other Companies	NIL
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: NIL Member: NIL
No. of Board Meetings attended during FY 2023-24	4 out of 4
No. of Shares held in the Company as on March 31, 2024 and % of Paid-up Share Capital	10,560 (0.05%)

ROUTE MAP FOR THE VENUE OF THE 22ND 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

22nd ANNUAL GENERAL MEETING – WEDNESDAY, JUNE 05, 2024

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 22nd Annual General Meeting (“AGM”) of the Company held at a shorter notice on Wednesday, June 05, 2024 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 22nd Annual General Meeting of the Company, to be held at a shorter notice on Wednesday, June 05, 2024 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, 2024, together with the Reports of the Board of Directors and Auditors thereon			
2.	To appoint Mr. Sanjay Mehta (DIN: 00100228) 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			
3.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2024-25			

(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 2024

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)