

NOTICE

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **ZENEX ANIMAL HEALTH INDIA PRIVATE LIMITED (FORMERLY, NUTRIZVIT ANIMAL HEALTH INDIA PRIVATE LIMITED) ('THE COMPANY')** is scheduled to be held at a shorter notice on Thursday, December 16, 2021 at 6:30 P.M. at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A.B Road, Worli, Mumbai- 400 018 to transact the following special business:

1. To approve adoption of altered Articles of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Share Purchase Agreement dated December 07, 2021 executed with Multiples Private Equity Fund III ('**Multiples**') and Asian Development Bank ('**ADB**') (such agreement, the '**SPA**'), Amended and Restated Shareholders Agreement dated December 07, 2021 executed by and amongst the Company, Multiples Private Equity Fund III (**Multiples**), CPP Investment Board Private Holdings (4) Inc. (**CPPIB**) Rare Equity Private Limited (**RARE**) and Asian Development Bank ('**ADB**') (such agreement, the '**SHA**'), the consent of the Members be and is hereby accorded to adopt the altered Articles of Association of the Company as per draft presented before this meeting, in substitution for and to the exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Dr. Arun Atrey, Managing Director & CEO and the Company Secretary of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things as may be considered fit to give effect to this resolution."

**For Zenex Animal Health India Private Limited
(Formerly, Nutrizvit Animal Health India Private Limited)**


Swati
Company Secretary



Date: 16th December, 2021
Place: Ahmedabad

Registered Office:
9th Floor, N G Tower,
Satellite Cross Roads,
Sarkhej-Gandhinagar Highway
Ahmedabad, Gujarat 380015

Zenex Animal Health India Private Limited
(Formerly known as Nutrizvit Animal Health India Private Limited)

NOTES:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF SHAREHOLDERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A SHAREHOLDER 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 SHAREHOLDER. A *blank proxy form is annexed herewith.*

PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Explanatory Statement as required under Section 102 of the Companies Act, 2013 with respect to Special Business provided in the Notice, is annexed hereto and forms part of the Notice.
4. Corporate shareholder intending to send its authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 is requested to send on the email ID of the Company, a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on its behalf at the meeting.
5. Members are requested to bring the duly filled in Attendance Slip, draft annexed herewith, at the time of attending the Meeting.
6. Documents referred to in the Notice are available for inspection at the Venue of the Company during the continuance of the meeting.
7. The route map for reaching the venue of the Extra-Ordinary General Meeting is attached herewith for your reference.

**For Zenex Animal Health India Private Limited
(Formerly, Nutrizvit Animal Health India Private Limited)**

Su...
Company Secretary


Date: 16th December, 2021
Place: Ahmedabad

Registered Office:
9th Floor, N G Tower,
Satellite Cross Roads,
Sarkhej-Gandhinagar Highway
Ahmedabad, Gujarat 380015

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

Item No. 1: To approve adoption of altered Articles of Association of the Company.

It is proposed to alter the Articles of Association of the Company in order to incorporate the relevant clauses of Amended and Restated Shareholders Agreement in the existing Articles of Association of the Company pursuant to the entering of Share Purchase Agreement with Multiples Private Equity Fund III ('**Multiples**') and Asian Development Bank ('**ADB**') (such agreement, the '**SPA**'), and execution of Amended and Restated Shareholders' Agreement by and amongst the Company, Multiples, CPP Investment Board Private Holdings (4) Inc. ('**CPPIB**'), RARE Equity Private Limited ('**RARE**') and ADB (such agreement, the '**SHA**').

Draft of the duly altered Articles of Association of the Company is available for inspection of the Members during the business hours till the conclusion of the Extra-Ordinary General Meeting.

Accordingly, approval of the Members is sought for adoption of altered Articles of Association of the Company as set out at Item No. 1 of the Notice.

The Board recommends the resolution at Item no. 1 for your approval as a Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013.

None of the Directors of the Company and their Relatives are in any way, concerned or interested in the resolution set out in the notice.

**For Zenex Animal Health India Private Limited
(Formerly, Nutrizvit Animal Health India Private Limited)**



Swati
Company Secretary *

Date: 16th December, 2021

Place: Ahmedabad

Registered Office:

9th Floor, N G Tower,
Satellite Cross Roads,
Sarkhej-Gandhinagar Highway
Ahmedabad, Gujarat 380015

PROXY FORM

FORM No. MGT 11

**(Pursuant to Section 105(6) Companies Act 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules 2014)**

CIN: U24299GJ2021PTC120998

Name of the Company: Zenex Animal Health India Private Limited (Formerly, Nutrizvit Animal Health India Private Limited)

Name of the member (s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the member (s) holding _____ 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 Extraordinary General Meeting of the Company, to be held at a shorter notice on Thursday, December 16, 2021 at 6.30 P.M. at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A.B Road, Worli, Mumbai - 400 018 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Special Business:			
1.	To approve adoption of altered Articles of Association of the Company		

Signed this, 2021

Signature of the shareholder _____

Signature of Proxy holder(s) _____

Affix one Rupee Revenue

Note:

- This Form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

ATTENDANCE SLIP

CIN: U24299GJ2021PTC120998

Name of the Company: Zenex Animal Health India Private Limited (Formerly, Nutrizvit Animal Health India Private Limited)

Folio No. / DP ID / Client ID:

Number of shares held:

Name of the attending Member/ Proxy holder:

I hereby record my presence at the Extra-ordinary General Meeting of the company, held at a shorter notice on Thursday, December 16, 2021 at 6:30 P.M. at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A.B Road, Worli, Mumbai- 400 018.

Name of the Member/Proxy holder
(in BLOCK letters)

Signature of the Member/Proxy holder

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Venue.
2. Electronic copy of Notice of the Extra-ordinary General Meeting (EGM) along with Attendance Slip is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
3. Physical copy of Notice of Extra-ordinary General Meeting along with Attendance Slip is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROUTE MAP

Venue: 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A. B. Road, Worli, Mumbai – 400 018.

