

NOTICE OF FIRST ANNUAL GENERAL MEETING

To,
The Members of
Zenex Animal Health India Private Limited
(Formerly, *Nutrizvit Animal Health India Private Limited*)

Notice is hereby given that the First Annual General Meeting of the Members of Zenex Animal Health India Private Limited (Formerly, *Nutrizvit Animal Health India Private Limited*) will be held on Tuesday, July 05, 2022 at 10 AM at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A. B. Road, Worli, Mumbai – 400 018, India to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2022, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the year ended on 31st March, 2022 together with the reports of the Board of Directors' and Auditors' thereon.
2. To consider and approve appointment of Statutory Auditors:

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 139(1) and any other applicable provisions of the Companies Act, 2013, M/s. KKC & Associates LLP (Formerly, *Khimji Kunverji & Co, LLP*), Chartered Accountants (Firm Registration No. 105146W/W100621), who hold office till the conclusion of this Annual General Meeting, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 6th Annual General Meeting for the year ending on 31st March, 2027 and that the Board of Directors be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS

3. To consider and approve remuneration of Cost Auditors of the Company for the Financial Year 2022-23.

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) of the Companies Act, 2013 read with Rule 6(2) of the Companies (Cost Records and Audit) Rules, 2014, the members of the Company hereby approve the payment of remuneration of Rs. 4,75,000 (Rupees Four Lakhs Seventy-five thousand only) plus applicable taxes and out of pocket expenses, if any to M/s. Dalwadi & Associates, Cost Accountants, Cost Auditors of the Company to conduct audit of the Cost records made and maintained by the Company for the Financial Year 2022-23.

RESOLVED FURTHER THAT Dr. Arun Atrey, Managing Director & CEO and Ms. Swati, Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to file necessary forms with the Registrar of Companies and to take all steps and to do all such acts, deeds, matters, and things which may deem necessary in this regard."

4. To consider and approve appointment of Mr. Andrew Rowan Ian Yee as Nominee Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Amended and Restated Shareholders Agreement dated January 13, 2022 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'), Asian Development Bank ('ADB'), International Finance Corporation ('IFC') and IFC Emerging Asia Fund, LP ('EAF'), the consent of the members of the Company be and is hereby accorded to appoint Mr. Andrew Rowan Ian Yee having DIN 09606258 as Nominee Director representing IFC Investors on the Board of the Company.

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

By Order of the Board
for Zenex Animal Health India Private Limited
(Formerly, *Nutrivit Animal Health India Private Limited*)




Swati
Company Secretary

Date: June 13, 2022

Place: Ahmedabad

Registered Office:

9th Floor, N G Tower,

Satellite Cross Roads,

Sarkhej-Gandhinagar Highway

Ahmedabad, Gujarat 380015

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER 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 MEMBERS 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 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 SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

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. The register of directors and key managerial personnel and their shareholding shall be produced at the commencement of the annual general meeting and shall remain open and accessible during the continuance of the meeting to any person having a right to attend the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution/ Letter of representation to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. Members/proxies/Authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. Relevant documents referred to in the accompanying Notice, if any, will be open for inspection by the members at the Administrative Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
9. The route map for reaching the venue of the Annual General Meeting is attached herewith for your reference.

By Order of the Board
for Zenex Animal Health India Private Limited
(Formerly, Nutrizvit Animal Health India Private Limited)

Company Secretary



Date: June 13, 2022

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. 3:

To consider and approve remuneration of Cost Auditors of the Company for the Financial Year 2022-23

In accordance with the provisions of section 148 of the Companies Act, 2013 read with Rule 6(2) of the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors at their Meeting held on 11th May, 2022 have approved appointment of M/s. Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year 2022-2023, at a remuneration of Rs. 4,75,000 (Rupees Four Lakhs Seventy-five thousand only) plus applicable taxes and out of pocket expenses, if any subject to members approval.

M/s. Dalwadi & Associates, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. As per the provisions of section 148(3) of the Act, read with the Rules, the remuneration payable to the Cost Auditors shall be approved by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the passing of the resolution as an Ordinary Resolution as set out at Item No. 3 of the Notice.

Item No. 4:

To consider and approve appointment of Mr. Andrew Rowan Ian Yee as Nominee Director of the Company

Pursuant to the Amended and Restated Shareholders Agreement dated January 13, 2022 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'), Asian Development Bank ('ADB'), International Finance Corporation ('IFC') and IFC Emerging Asia Fund, LP ('EAF'), IFC Investors are entitled to nominate 1 (one) Director on the Board of the Company.

In this regard, the resolution for appointment of Mr. Andrew Rowan Ian Yee as Addition Director of the Company has been sent to the Board of Directors through circulation on Thursday, May 26, 2022 and passed by them on Monday, May 30, 2022.

The Board recommends passing of the resolution as a Special Resolution as set out at Item No. 4 of the Notice.

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

By Order of the Board
for Zenex Animal Health India Private Limited
(Formerly, Nutrizvit Animal Health India Private Limited)


Swati
Company Secretary



Date: June 13, 2022

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:

Name of the Company:

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 of the member (s):	
	Registered Address:	
	E-mail ID:	
	Signature:	

or failing him

3	Name of the member (s):	
	Registered 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 1st Annual General Meeting of the Company, to be held on Tuesday, July 05, 2022 at 10 AM at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A. B. Road, Worli, Mumbai – 400 018, India and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2022, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the year ended on 31st March, 2022 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	To consider and approve appointment of Statutory Auditors		
Special Business			
3.	To consider and approve remuneration of Cost Auditors of the Company for the Financial Year 2022-23		
4.	To consider and approve appointment of Mr. Andrew Rowan Ian Yee as		

	Nominee Director of the Company		
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Signed this, 2022

Affix one
Rupee
Revenue
Stamp

Signature of the shareholder _____

Signature of Proxy holder(s) _____

Note:

1. 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.
2. 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:

Name of the Company:

Folio No. /DP ID / Client ID:

Number of shares held:

Name of the attending
Member/Authorised
Representative/Proxy:

I hereby record my presence at the 1st Annual General Meeting of the company, held on Tuesday, July 05, 2022 at 10 AM at 701/A, Poonam Chambers, B Wing, Plot No. G, Shivsagar Estate, Dr. A. B. Road, Worli, Mumbai – 400 018, India.

Name of the Member / Authorised
Representative/ Proxy
(in BLOCK letters)

Signature of the Member / Authorised
Representative/ Proxy

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 Hall.
2. Electronic copy of Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form 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 AGM can print copy of this Attendance Slip.
3. Physical copy of Notice of Annual General Meeting along with Attendance Slip and Proxy Form 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:

