



**ZIMMER BIOMET**  
Moving You Forward.™

**Zimmer India Pvt. Ltd.**  
Vanijya Kunj, Enkay Towers,  
Unit No 6, Floor, Udyog Vihar, Phase V,  
Gurgaon - 122016, Haryana (INDIA)  
Phone : +91 - 124-4693500  
Tele fax : +91-124-4245274  
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**NOTICE FOR THE 26<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ZIMMER INDIA PRIVATE LIMITED ('COMPANY') WILL BE HELD ON WEDNESDAY, THE 7<sup>TH</sup> DAY OF DECEMBER, 2022 AT 11:30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 6<sup>TH</sup> FLOOR, ENKAY TOWER, B&B1, VANIJYA NIKUNJ, UDYOG VIHAR PHASE V, GURGAON, HR-122016, TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS:**

1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022 TOGETHER WITH THE REPORTS OF AUDITOR'S THEREON AND BOARD OF DIRECTORS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the reports of the Auditor's thereon and Board of Directors be are hereby considered and adopted."

**SPECIAL BUSINESS:**

2. REGULARISATION OF MR. AJAY BAGGA AS DIRECTOR OF THE COMPANY

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Ajay Bagga, who was appointed as an Additional Director on the Board of the Company with effect from 10<sup>th</sup> January, 2022, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

Place: Gurugram  
Date: 14/11/2022



By order of the Board of Directors  
For Zimmer India Private Limited

*Ajay Bagga*  
AJAY BAGGA  
(Additional Director)

DIN: 07972681

Address: ADD: E-7/1, Pilot Court, Essel Tower,  
M. G. Road, Opposite Central Mall, Sector-28  
Gurgaon, Haryana-122009

**NOTES:**

- 1) **Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a member of the company. The Proxy, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
- 2) Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 3) The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed herewith.
- 4) A Corporate Member intending to send its authorised representatives to attend this Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
- 5) Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
- 6) During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
- 7) Route-map to the venue of the Meeting is provided at the end of the Notice.
- 8) The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company as soon as possible on receipt of the notice for the meeting.
- 9) Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting
- 10) Shareholders are requested to immediately notify the Company of any change in their address.

**Place: Gurugram  
Date: 14/11/2022**



**By order of the Board of Directors  
For Zimmer India Private Limited**

**AJAY BAGGA  
(Additional Director)**

DIN: 07972681

Address: ADD: E-7/1, Pilot Court, Essel Tower,  
M. G. Road, Opposite Central Mall, Sector-28  
Gurgaon, Haryana-122009

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 2: REGULARISATION OF MR. AJAY BAGGA AS DIRECTOR OF THE COMPANY**

The Management of the Company informs the member that pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 10/01/2022 appointed Mr. Ajay Bagga as an additional director of the Company whose term is up to this ensuing Annual General Meeting of the Company.

The Company has received from him consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR -8, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution as set out in item no. 2 for approval of members as an ordinary resolution.

None of the Directors or their relatives is concerned or interested, financially or otherwise, in this resolution.

**Place: Gurugram**  
**Date: 14/11/2022**



**By order of the Board of Directors  
For Zimmer India Private Limited**

**AJAY BAGGA**  
**(Additional Director)**

DIN: 07972681

Address: ADD: E-7/1, Pilot Court, Essel Tower,  
M. G. Road, Opposite Central Mall, Sector-28  
Gurgaon, Haryana-122009

# ZIMMER INDIA PRIVATE LIMITED

(CIN: U33112HR1996PTC037122)

Regd. Office: 6<sup>th</sup> Floor, Enkay Tower, B&B1, Vanijya Nikunj, Udyog Vihar Phase V,  
Gurgaon, HR-122016

Email ID: [Ajay.Bagga@zimmerbiomet.com](mailto:Ajay.Bagga@zimmerbiomet.com), Contact: +91-124-4693500

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____
Registered address: _____
E-mail ID : _____
Folio No/DP ID & Client ID : _____

I/We, being the members of ..... shares of above-named Company hereby appoint

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or  
failing him/her;
2. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 26<sup>th</sup> annual general meeting of the company to be held on Wednesday, 7<sup>th</sup> December, 2022 at 11:30 a.m. at registered office of the company situated at 6<sup>th</sup> Floor, Enkay Tower, B&B1, Vanijya Nikunj, Udyog Vihar Phase V, Gurgaon, HR-122016 and at any adjournment thereof in respect of such resolutions as are indicated below:

1.	To Consider and Adopt the Audited Financial Statements of The Company for the Financial Year Ended 31 <sup>st</sup> March, 2022 together with the Reports of Auditor's Thereon and Board of Directors:
2.	Regularisation of Mr. Ajay Bagga as Director of the company

Signed this ..... day of ..... 2022

Signature of Shareholder .....

Signature of Proxy holders(s).....

Affix  
Revenue Stamp

**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.**

# ROUTE MAP

