



ZIMMER BIOMET

Moving You Forward.™

Zimmer India Pvt. Ltd.

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Website : www.zimmerbiomet.in

Email: Info.India@zimmerbiomet.com

NOTICE FOR THE 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZIMMER INDIA PRIVATE LIMITED ('COMPANY') WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT SHORTER NOTICE AT 3:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/OAVM") AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 6TH FLOOR, ENKAY TOWER, B&B1, VANIJYA NIKUNJ, UDYOG VIHAR PHASE V, GURGAON, HARYANA- 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 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITOR'S THEREON:

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 31st March, 2023 and the reports of the Board of Directors and Auditor's thereon be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2023-24

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 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 Company hereby ratifies the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and reimbursement of Travelling and out-of-pocket expenses, payable to M/s Ravi Sahni & Associates, Cost Accountants (Firm Registration Number 000383), who are reappointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2024.

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

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

KAUSTAV BANERJEE
(Managing Director)

DIN: 00015955

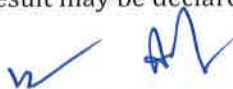
Address: Flat No. 305, D S R Reganti,
Vitthal Rao Nagar, Near Westin Hotel,
Madhapur, Telangana- 500081

Place:

Date: 27.09.2023

NOTES:

- 1) The Ministry of Corporate Affairs ('MCA') has vide its General Circular No 10/2022, 11/2022 read with General Circular Nos. 20/2020 dated May 5, 2020, 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 19/2021 and Circular No. 2/2022 (collectively referred to as 'MCA Circulars') issued clarification in relation to passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 have permitted the holding of the AGM through video conferencing or other audio visual means, without the physical presence of the Members at a common venue. In accordance with MCA Circulars and provisions of the Companies Act, 2013, the AGM of the Company is being held through video conferencing. The deemed venue for the meeting shall be the registered office of the Company. Detailed instructions to attend, participate and vote at the Meeting through video conferencing are mentioned in Note 13 herein.
- 2) **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.**
- 3) The facility for joining the meeting shall be kept open for 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time.
- 4) The Notice of AGM and Annual Report will be sent through electronic mode to members at their email-ids registered with the Company.
- 5) Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- 6) As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
- 7) The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 2 of the Notice is annexed hereto.
- 8) The members are allowed to pose questions concurrently in the meeting or to submit questions in advance on info.india@zimmerbiomet.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
- 9) 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. The said Resolution should be sent electronically through their registered email address to the company's email id at info.india@zimmerbiomet.com / Ajay.Bagga@zimmerbiomet.com.
- 10) The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending e-mail to info.india@zimmerbiomet.com.
- 11) The voting shall be conducted by show of hands, unless a demand for the poll is made by any member in accordance with section 109 of the Act. Where a poll is demanded, the members shall cast their vote on the resolution only by sending emails on ktejwani@jktco.com through the registered email id of the member. The result may be declared either in the same meeting or its adjourned meeting.



- 12) The contact number regarding any query/ assistance for participation in AGM through VC/OAVM is +91 95296 50535.
- 13) The details of the process and manner for participating in the Annual General Meeting through VC/ OAVM are explained herein below:
- a) Members will be provided the facility to attend the meeting through Microsoft teams.
 - b) The link of the meeting through which the Members will participate will be sent on their registered email id with the company.
 - c) The Members should select Join Microsoft Teams Meeting through app or web.
 - d) The Members who select to join via app, select Join in the teams meeting invite and enter the meeting.
 - e) The Members who select to join via web, type in your name and select Join now.
 - f) The Members who have a Teams account, select sign in to view the meeting chat and more.
 - g) The Members shall choose the audio and video settings.
 - h) The Members will go to a lobby where attendees can admit you.
 - i) Members can participate in Meeting through smart phone/ laptop, however, for better experience and smooth participation it is advisable to join the Meeting through laptops connected through broadband.
 - j) Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

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



**KAUSTAV BANERJEE
(Managing Director)**

DIN: 00015955

Address: Flat No. 305, D S R Reganti,
Vitthal Rao Nagar, Near Westin Hotel,
Madhapur, Telangana- 500081



Place:

Date: 27.09.2023

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following explanatory statement set out all material facts relating to the special business mentioned under resolution No. 2 of the accompanying Notice.

2. RATIFICATION OF COST AUDITOR'S REMUNERATION FY 2023-24

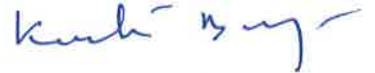
As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board has approved the re-appointment of M/s. Ravi Sahni & Associates, Cost Accountants, (Firm Registration Number 000383), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and reimbursement of Travelling and out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2024.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 2 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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



KAUSTAV BANERJEE
(Managing Director)
DIN: 00015955

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Place:

Date: 27.09.2023