

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th ANNUAL GENERAL MEETING of the Members of SUVEN LIFE SCIENCES LIMITED will be held on Tuesday, the 14th day of August, 2018 at 11:30 a.m. at the KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry [FTAPCCI], 11-6-841, Red Hills, Hyderabad –500 004 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2018, Statement of Profit & Loss for the year ended 31st March, 2018, Cash flow Statement for the year ended 31st March 2018 and together with the Report of the Directors and the Auditor's Report thereon.
2. To confirm the Interim Dividend paid on equity shares for the year 2017-2018 as final dividend

"RESOLVED THAT the Interim Dividend of Rs.1.50/- (Rupees one and fifty paise only) per share declared by the Board of Directors of the Company at their meeting held on 30th January, 2018 on 127282478 equity shares of Rs.1/- each absorbing a sum of Rs.19,09,23,717/- (Rupees nineteen crores nine lakhs twenty three thousand seven hundred and seventeen only) be and is hereby approved as the Final Dividend for the year ended 31st March, 2018."

3. To appoint a director in place of Shri Venkateswarlu Jasti, (DIN: 00278028) who retires by rotation, and being eligible, offers himself for re-appointment.

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF and Proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A person shall not act as a Proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 (ten) percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 (ten) percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

SPECIAL BUSINESS

4. **Appointment of Mr. Santanu Mukherjee as an Independent Director**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Santanu Mukherjee (DIN: 07716452), a Non-Executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and eligible for appointment as an Independent Director of the Company not liable to retire by rotation for a term of 5 years from 15 May, 2018 to 14 May, 2023 be and is hereby approved."

Place: Hyderabad
Date: 15 May, 2018

by order of the Board of Directors

Registered Office

8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500 034
CIN: L24110TG1989PLC009713

K. Hanumantha Rao
Company Secretary
M. No. A11599

3. A route map giving directions to reach the venue of the 29th Annual General Meeting is given at the end of the Notice.
4. As the members are aware that in the 28th Annual General Meeting (AGM) held on 14th August, 2017 new statutory auditors M/s Tukaram & Co., Chartered Accountants were appointed for a period of 5 years as per law. This is to bring to your notice that as per the Companies (amendment) Act, 2017 the first proviso to Section 139 relating to ratification of statutory auditors at every AGM of the company during the tenure of appointment has been omitted. Accordingly the ordinary business pertaining to ratification of auditor's appointment from the conclusion of this AGM till the conclusion of next AGM is not placed before the AGM. The remuneration of the auditors during their tenure of office will continue to be fixed by the Board of Directors of your company on mutually agreed terms. The disclosure relating to auditors remuneration for the year 2017-18 is given in the notes to the accounts.

5. In terms of Section 152 of the Companies Act, 2013, Shri Venkateswarlu Jasti, (DIN: 00278028), Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief profile of Director, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given at the end of the notes“.
6. Members holding shares in physical form are requested to notify any change in their address or bank mandates and PAN details immediately to the Registrars and Transfer Agents M/s. Karvy Computershare Pvt. Ltd., at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 and in case of Members holding shares in electronic form are requested to notify any change in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
7. The Members are requested to bring their copies of the Annual Report to the meeting, and handover the attendance slips at the entrance hall of the meeting.
8. The Company has notified that the Register of Members of the Company and share transfer books will remain closed from 11th August, 2018 to 14th August, 2018 (both days inclusive) for the purpose of annual general meeting.
9. Members desiring to have any information on the accounts are requested to make a request for the same at least one week before the date of meeting. So that the requisite information will be made available at the meeting.
10. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, during business hours up to the date of the meeting.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. Members are requested to send all correspondence concerning registration of transfers, transmission, subdivision or any other shares related matter to Company's Registrars M/s. Karvy Computershare Pvt. Ltd., Hyderabad.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
15. Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:
 - a) The Company has transferred the unpaid dividends declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 14th August, 2017 (date of last Annual General Meeting) on the website of the Company (www.suven.com), and also on the website of the Ministry of Corporate Affairs.
 - b) It may be noted that unclaimed dividend for the financial year 2010-11 declared on 13th August, 2011, can be claimed by the Members by 12th August, 2018.
 - c) Please note in accordance with the procedure prescribed under the provisions of the IEPF Rules issued by the Ministry of Corporate Affairs, the shares of the shareholders whose dividend remains unpaid or unclaimed by them for a period of seven consecutive years or more would also be transferred to the IEPF Demat account of IEPF Authority.
 - d) Members/ claimants whose shares, unclaimed dividend etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy Computershare Pvt. Ltd., Hyderabad.
17. Information and other instructions relating to e-voting and ballot paper voting are under:
 - (i) Pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility to exercise their right to vote on the resolutions proposed to be passed in the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting facility. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- (ii) For the benefit of Members who do not have access to e-voting facility, a ballot paper is being sent along with the Notice of the AGM, to enable them to send their assent or dissent by post. Members may send the duly completed ballot paper so as to reach the Scrutinizer at the Registered Office of the Company not later than 10th August, 2018 (5.00 pm). Ballot paper received after this date will be treated as invalid. Detailed instructions on process, manner for voting through post are given in the ballot paper.
- (iii) The facility for voting through Ballot paper shall also be made available at the Meeting and the members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot paper shall be able to exercise their right at the Meeting.
- (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility. The remote e-voting facility will be available at the link <https://evoting.karvy.com>
- (vi) The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company/their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- (vii) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: from 10th August, 2018 (9 a.m. IST)
End of remote e-voting: up to 13th August, 2018 (5 p.m. IST)
- (viii) Evoting shall not be allowed beyond 5 p.m. on 13th August, 2018 and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period. During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date being Monday, 07th August, 2018 only shall be entitled to avail the facility of remote e-voting / ballot paper.
- (ix) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's

website) or contact Mrs. C Shobha Anand, Contact No. +91 40 6716 1505, e-mail evoting@karvy.com at [Unit: Suven Life Sciences Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

- (x) A member can opt for only one mode of voting, i.e. either by e-voting or through ballot paper. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the ballot paper of that Member shall be treated as invalid.
- (xi) Any person who acquires shares of the company and becomes a member of the company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. **07th August, 2018**, may obtain the login Id and password by sending a request at evoting@karvy.com. However, if you are already registered with "Karvy" for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on <https://evoting.karvy.com>.
- (xii) The Company has appointed, Smt. D Renuka, Practicing Company Secretary (Membership No. A11963), as Scrutinizer to scrutinize the ballot paper and remote e-voting process for Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and be available for the said purpose.
- (xiii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and also count the votes received through ballot paper, in the presence of at least two (2) witnesses not in the employment of the Company.
- (xiv) The scrutinizer, after scrutinizing the votes cast at the meeting ballot paper and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (xv) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.suven.com and on the website of Karvy <http://evoting.karvy.com> immediately after their declaration, and the results shall simultaneously communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- (xvi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of meeting, i.e. 14th August, 2018.

ANNEXURE TO NOTICE OF AGM

ITEM NO. 3

BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Mr. Venkat Jasti aged 68 years is a Post Graduate in Pharmacy from Andhra University, Visakhapatnam, and also a Post Graduate in Pharmacy from St. John University, New York, specializing in Industrial Pharmacy. Having registered himself as a Registered Pharmacist, he successfully owned and operated a chain (6) of community pharmacies in the state of New York and New Jersey in USA from 1977 till 1989. He was the president elect of Essex County Pharmaceutical Society of NJ in 1988.

He returned to India from USA and Co-founded Suven in 1989. Since then, he has been successfully managing the company providing the direction and leadership. Under his leadership Suven developed innovative business models like CRAMS (Contract Research and Manufacturing Services) and DDDSS (Drug Discovery & Development Support Services).

Under Mr. Jasti's stewardship, Suven architected discovery programmes in the year 2004, leading to a pipeline of 13 molecules, with its first molecule SUVN-502 targeted against cognition in Alzheimer's is undergoing proof of concept Phase 2 study in USA. All other molecules are in different phases of preclinical and clinical development programmes.

Mr. Jasti is the Chief architect for the formation of A.P. Chief Minister's task force for Pharma during 2001 and responsible for the creation of Pharma City at Vizag by Govt. of Andhra Pradesh and PHARMEXCIL (Pharmaceutical Export Promotion Council), head quartered at Hyderabad. Mr. Jasti was Chairman for PHARMEXCIL till 2009. He is also Director on the Board of FTAPCCI and Jasti Property and Equity Holdings Private Limited..

Mr. Jasti was President of Indian Pharmaceutical Association (IPA), and Chairman of Local Organizing Committee for the 52nd Indian Pharmaceutical Congress held at Hyderabad in 2001 and was President of Bulk Drug Manufacturers Association of India (BDMA) till September, 2004.

Mr. Venkat Jasti is the Co-founder and director on the Board since inception of the company. He is a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. He holds 1000 shares of Re 1/- each in the company. He is spouse of Mrs. Sudharani Jasti, Co-founder & Whole-time Director of the Company. Being Chairman & CEO he has overall responsibility of the company in terms of its strategic growth and business development.

Except Mr. Venkateswarlu Jasti and his relatives, none of the other directors and key managerial personnel the company is concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the notice. The board recommends the resolution set forth in item no. 3 of the notice for approval of the members.

Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on general meetings (SS-2): for item no. 4

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Santanu Mukherjee, as additional and independent director in its meeting held on May 15, 2018 for a term of 5 years i.e. from May 15, 2018 to May 14, 2023 subject to approval of the Members. Pursuant to the provisions of Sections 149, 152 and 161 of the Act and Articles of Association of the Company, Mr. Santanu Mukherjee shall hold office as additional director up to the date of this AGM and is eligible to be appointed as an Independent Director.

Brief Profile and area of expertise: Mr. Santanu Mukherjee aged 61 years holds B.Sc., (Hon's) degree from Presidency College under Kolkata University and CAIB from The Indian Institute of Bankers. He joined State Bank of Hyderabad as a Probationary Officer and served the Bank in various capacities and also held various important assignments (domestic as well as foreign) in the SBI group. Mr Santanu Mukherjee gained 37 years of rich experience in various facets of banking operations.

Before his elevation, he was working as Chief General Manager of SBBJ. He had also served as chief executive officer SBI in Paris during 2004 to 2008. Shri Santanu Mukherjee has been appointed the Managing Director of State Bank of Hyderabad (SBH) and retired from this position in the month of December, 2016.

The Company has received a declaration from Mr. Santanu Mukherjee to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Santanu Mukherjee fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Santanu Mukherjee as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Mr. Santanu Mukherjee is also inducted as member of the Audit Committee of your Company and he does not hold any shares in the company. He is also Director on the Board of Bhanix Finance and Investment Limited.

Except Mr. Santanu Mukherjee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, related, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

Place: Hyderabad
Date: 15 May, 2018

by order of the Board of Directors

Registered Office
8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500 034
CIN: L24110TG1989PLC009713

K. Hanumantha Rao
Company Secretary
M. No. A11599



SUVEN LIFE SCIENCES LIMITED

Registered Office: 8-2-334 | SDE Serene Chambers | 6th Floor | Road No.5 | Avenue 7
Banjara Hills | Hyderabad – 500 034 | Telangana | India CIN: L24110TG1989PLC009713
Tel: 91 40 2354 1142/ 3311 Fax: 91 40 2354 1152 Email: info@suven.com website: www.suven.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID		Reg. Folio No.	
Client ID		No. of Shares	

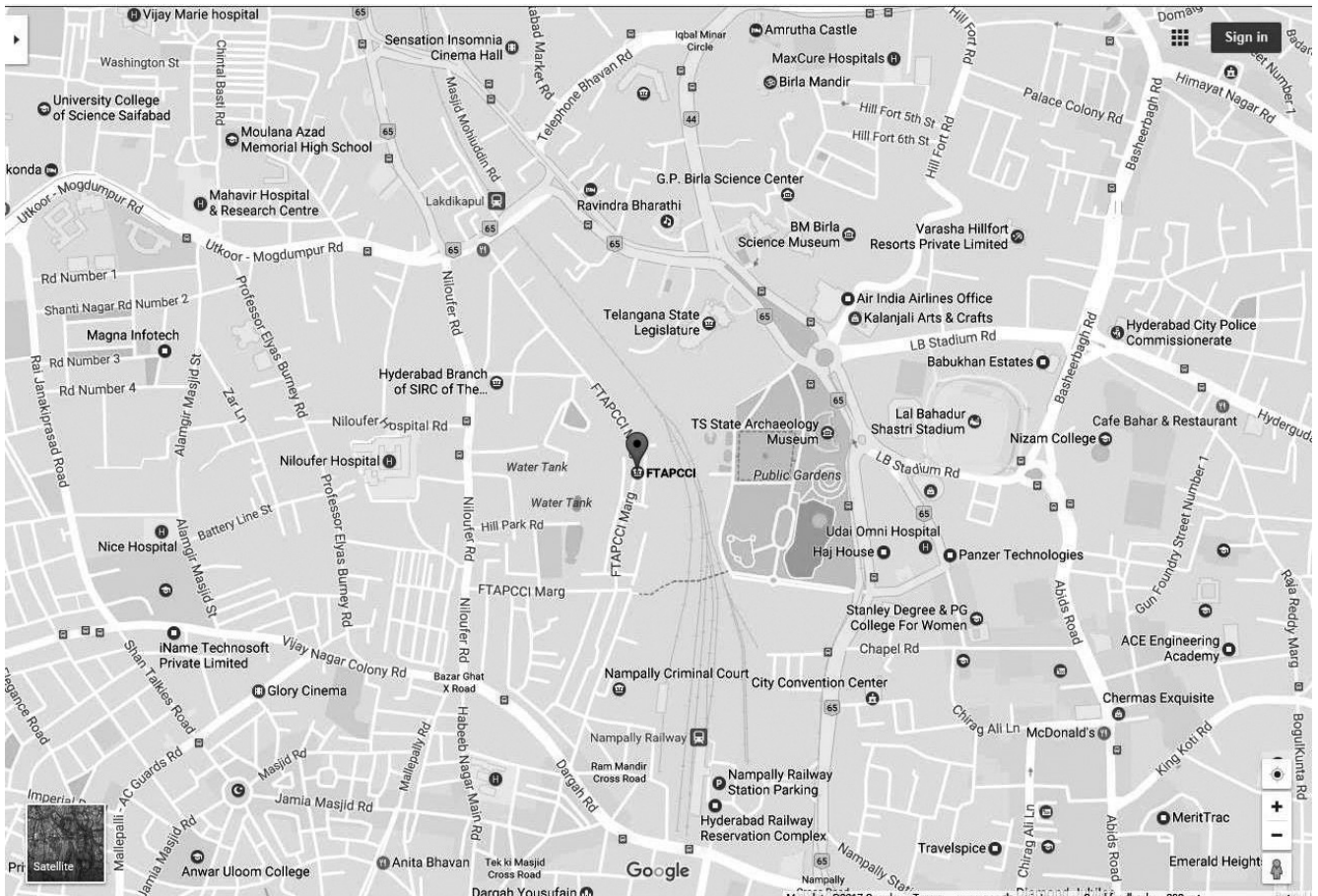
NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER

I/We hereby record my/ our presence at the 29th Annual General Meeting of the Company to be held on Tuesday, the 14th day of August 2018 at 11:30 a.m. at the KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry [FTAPCCI], 11-6-841, Red Hills, Hyderabad –500 004.

Signature of Shareholder/ Proxy



Route Map to Venue of AGM





SUVEN LIFE SCIENCES LIMITED

Registered Office: 8-2-334 I SDE Serene Chambers I 6th Floor I Road No.5 I Avenue 7
Banjara Hills I Hyderabad – 500 034 I Telangana I India CIN: L24110TG1989PLC009713
Tel: 91 40 2354 1142/ 3311 Fax: 91 40 2354 1152 Email: info@suvan.com website: www.suvan.com

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]

Name of the member(s)			
Registered Address			
Email Id			
Folio No. / Client ID		DP 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/ her			
2	Name			
	Address			
	E-mail Id		Signature	
	or failing him/ her			
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 29th Annual General Meeting of the company, to be held on Tuesday, the 14th day of August, 2018 at 11:30 a.m. at the KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry [FTAPCCI], 11-6-841, Red Hills, Hyderabad – 500 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To Consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2018, Statement of Profit & Loss for the year ended 31st March, 2018, Cash Flow Statement for the year ended 31st March 2018 and together with the Report of the Directors and the Auditor's Report thereon.		
2. To confirm the Interim Dividend paid on equity shares for the year 2017-2018 as final dividend		
3. To appoint a director in place of Shri Venkateswarlu Jasti, (DIN: 00278028) who retires by rotation, and being eligible, offers himself for re-appointment.		
4. Appointment of Mr. Santanu Mukherjee as an Independent Director		

Signed this day of 2018.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix a 1 Rupee Revenue Stamp
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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.