

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING of the Members of SUVEN LIFE SCIENCES LIMITED will be held on Monday, the 14th day of August, 2017 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, 2017, Statement of Profit & Loss for the year ended 31st March, 2017, Cash Flow Statement for the year ended 31st March 2017 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 2016-2017 as final dividend

**RESOLVED THAT** the Interim Dividend of Rs.1/- (Rupees one only) per share declared by the Board of Directors of the Company at their meeting held on 01st February, 2017 on 127282478 Equity Shares of Rs.1/- each absorbing a sum of Rs.12,72,82,478 (Rupees twelve crore seventy two lakhs eighty two thousand four hundred and seventy eight only) be and is hereby approved as the Final Dividend for the year ended 31st March, 2017.

3. To appoint a director in place of Prof Seyed E Hasnain, (DIN: 02205199) who retires by rotation, and being eligible, offers himself for re-appointment.

4. To appoint Auditors and to fix their remuneration and, in this regard, 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. TUKARAM & CO., Chartered Accountants (Firm Registration No. 004436S), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Karvy & Co., Chartered Accountants (Firm Registration No. 001757S), to hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 33rd AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

Place: Hyderabad  
Date : 13th May 2017

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

## NOTES:

1. 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.
2. A route map giving directions to reach the venue of the 28th Annual General Meeting is given at the end of the Notice.
3. In terms of Section 152 of the Companies Act, 2013, Prof Seyed E Hasnain, (DIN: 02205199), 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".

4. Members holding shares in physical form are requested to notify any change in their address or bank mandates 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.
5. 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.

6. The Company has notified that the Register of Members of the Company and share transfer books will remain closed from **11th August, 2017 to 14th August, 2017** (both days inclusive) for the purpose of annual general meeting.
7. 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.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
9. 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.
10. 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.
11. 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.
12. **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.**
13. **Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:**
  - a) The Company has transferred the unpaid dividends declared up to financial years 2008-09, 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 10th August, 2016 (date of last Annual General Meeting) on the website of the Company ([www.suven.com](http://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 2009-10 declared on 27th July, 2010, can be claimed by the Members by 26th July, 2017.
- 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.
 

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 [iepf.gov.in](http://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.
14. 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.
15. **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 28th 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, 2017 (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 <http://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, 2017 (9 a.m. IST)  
End of remote e-voting: up to 13th August, 2017 (5 p.m. IST)
- (viii) E-voting shall not be allowed beyond 5 p.m. on 13th August, 2017 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, 2017** 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](mailto: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, 2017, may obtain the login Id and password by sending a request at [evoting@karvy.com](mailto: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 <http://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](http://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, 2017.

## ANNEXURE TO NOTICE OF AGM

### ITEM NO. 3

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

##### **Professor Dr. Seyed Ehtesham Hasnain**

PhD, DSc (h.c.), DMedSc (h.c.), FNA, FTWAS, FAAM, ML

Prof. (Dr.) Seyed Ehtesham Hasnain is the Vice Chancellor (President) of Jamia Hamdard (Hamdard University), New Delhi. He is also Professor and Head, JamiaHamdard-Institute of Molecular Medicine.

Professor Seyed E. Hasnain (DoB: April 13, 1954), Ph.D. (JNU, Delhi), D.Sc. (h.c.), D. Med. Sc. (h.c) is a Padma Shri and received Germany's Highest Civilian Award – The Order of Merit (Das Verdienstkreuz, 1.Klasse), from the President of Germany, equivalent of India's Bharat Ratna, the only Indian so far and one of the very few persons globally. The prestigious American Academy of Microbiology, USA elected him as Fellow. He was recently conferred with the ICMR's BR Ambedkar Award, the highest award for excellence in biomedical research.

Hasnain was a Member (2004-2009, 2009-2014) of Science Advisory Council to the Prime Minister (SAC-PM) and was a Member of Scientific Advisory Committee to the Union Cabinet. He was Chairman of Biotech Advisory Council, Government of Andhra Pradesh for several years and a Member of Biotech Advisory Council of many other State Governments, including Gujarat.

Hasnain received Humboldt Research Prize (Alexander-von-Humboldt Foundation, Germany); the very exclusive Robert Koch Fellowship (the ONLY Indian so far), of the Robert Koch Institute, Berlin; is the first Indian elected as a Member of the German National Academy of Sciences Leopoldina and youngest to be elected as a Fellow of TWAS, Trieste. He is also recipient of many prestigious Indian Awards and is an institution builder, policy maker and an administrator.

As the Vice Chancellor of the prestigious University of Hyderabad, he made it the #1 University of India displacing JNU and DU for which the Prime Minister of India gave the PURSE Award.

Hasnain was the Chairman of the Academic Committee of the prestigious Post Graduate Institute of Medical Education and Research (PGI, Chandigarh) and Member of the PGI Institute Body and Governing Council and is a Member of the Research Advisory Committee of All India Institute of Medical Sciences (AIIMS), New Delhi. He is/was Member of the University Grants Commission (UGC); Governing Councils of Indian Institute of Advanced Studies, Shimla; Indian Institute of Science, Bangalore; IIM, Khozikode; IISER-Bhopal and several other institutions; policy-making bodies of the Ministries of S&T, MHRD, Health and Defense.

He is well known internationally for his research on Mycobacterium tuberculosis, the TB causing bacterium, and has >250 publications in peer-reviewed journals of high impact, and >dozen patents globally. He has travelled widely in all the continents of the world and has given invited lectures at top Institutions such as Oxford, Cambridge (UK), Harvard, Yale, Stanford, Univ of California, Salk Inst (USA), Institute Pasteur (France), Max Planck Inst, FreiUniv, Koln Univ

(Germany), NUS (Singapore), Univ of Canberra (Australia), China, Thailand, Brazil, Senegal, Iran, Saudi Arabia, Bangladesh, Canada, etc.

Professor Hasnain taught at the University of Delhi and after his return to India in 1987 joined the National Institute of Immunology (an Institute of the Ministry of Science and Technology, Govt. of India), and is also an Invited Professor at IIT Delhi where he teaches, has a laboratory and is supervising ~dozen PhD students.

Professor Hasnain is also a Director and member of the Audit Committee of the Board of Indian Immunologicals Limited. He does not hold any shares in the Company.

None of the other directors and key managerial personnel of the company and their relatives are 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.

### ITEM NO. 4

The following statement is provided for reference purpose.

M/s. Karvy & Co., Chartered Accountants were first appointed as auditors at 01st AGM held on 07th September, 1990. In terms of their appointment made at the 25th AGM held on 12th August 2014, they are holding office of the auditors up to the conclusion of the 28th AGM and hence, would retire at the conclusion of the forthcoming 28th AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. TUKARAM & CO., Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 28th AGM till the conclusion of the 33rd AGM, subject to ratification by members every year, as may be applicable.

M/s. TUKARAM & CO., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice. The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.



### SUVEN LIFE SCIENCES LIMITED

**Registered Office:** 8-2-334 | SDE Serene Chambers | 6th Floor | Road No.5 | Avenue 7  
Banjara Hills | Hyderabad – 500 034 | Telanganal IndiaCIN: L24110TG1989PLC009713  
Tel: 91 40 2354 1142/3311 Fax: 91 40 2354 1152 Email: info@suvен.comwebsite: www.suvен.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	

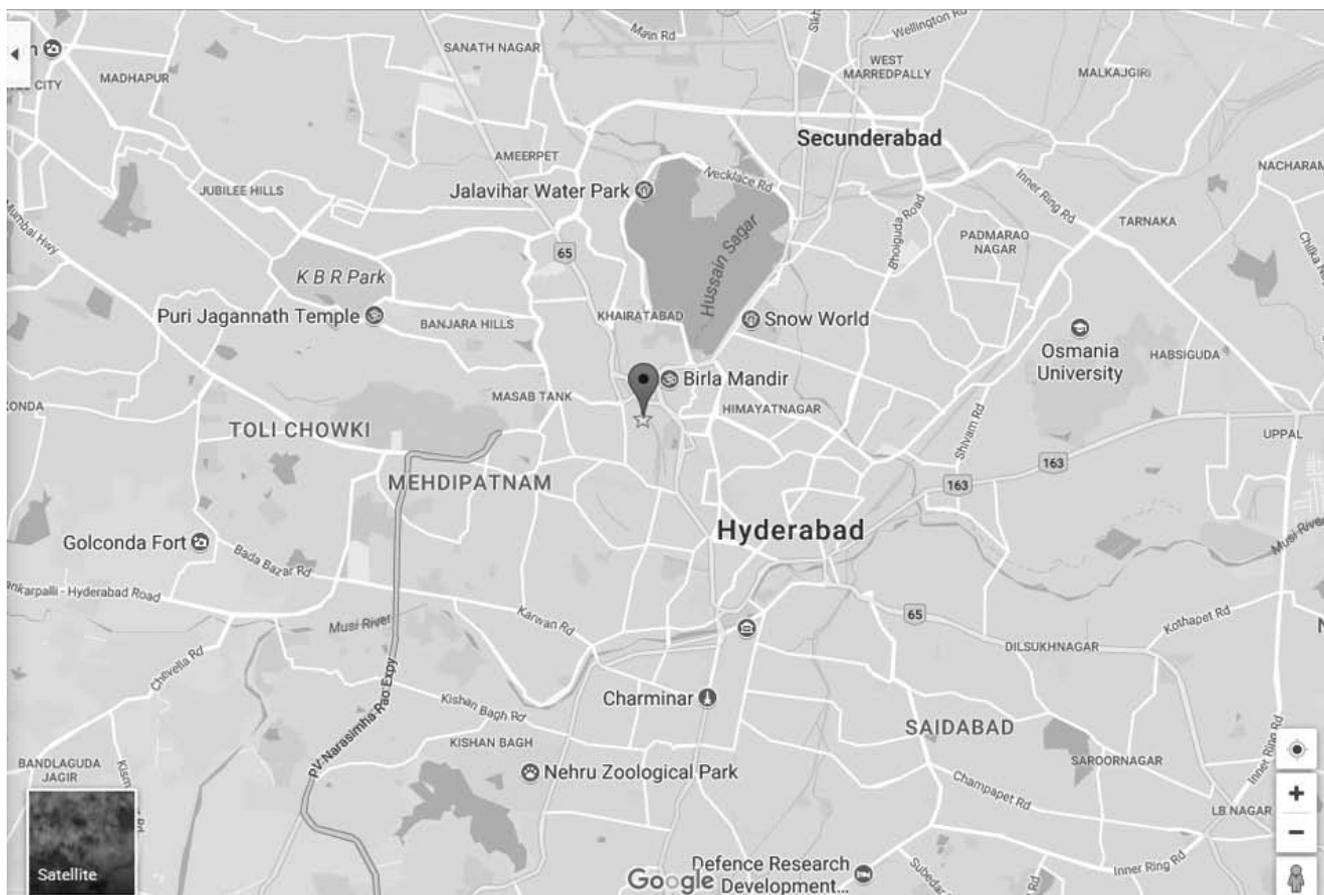
#### NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER

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I/We hereby record my/our presence at the 28th Annual General Meeting of the Company to be held on Monday, the 14th day of August 2017 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**

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 Banjara Hills | Hyderabad – 500 034 | Telanganal IndiaCIN: L24110TG1989PLC009713  
 Tel: 91 40 2354 1142/3311 Fax: 91 40 2354 1152 Email: info@suvен.comwebsite: www.suven.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			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the company, to be held on Monday, the **14th day of August, 2017 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, 2017, Statement of Profit & Loss for the year ended 31st March, 2017, Cash Flow Statement for the year ended 31st March 2017 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 2016-2017 as final dividend		
3. To appoint a director in place of Prof Seyed E Hasnain, (DIN: 02205199) who retires by rotation, and being eligible, offers himself for re-appointment.		
4. To Appointment of M/s. Tukaram & Co., Chartered Accountants (Regn. No. 0044365) as the statutory auditors of Company and fixing their remuneration		

Signed this ..... day of ..... 2017.

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix a  
1 Rupee  
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.*