



# Notice of Annual General Meeting

NOTICE is hereby given that the 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Members of SUVEN LIFE SCIENCES LIMITED will be held on Thursday, 04<sup>th</sup> day of August, 2022, at 11:30A.M., IST through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS

### ITEM NO. 1: Adoption of Financial Statements

To receive, consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditor's thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditor's thereon, as circulated to the members, be and are hereby considered and adopted."

### ITEM NO. 2: To appoint Smt. Sudharani Jasti, (DIN: 00277998) as a Director liable to retire by rotation:

To appoint a director in place of Smt. Sudharani Jasti, (DIN: 00277998) who retires by rotation, and being eligible, offers herself for re-appointment.

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 Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Smt. Sudharani Jasti, (DIN: 00277998) who retire by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### ITEM NO. 3: To appoint Statutory Auditors and to fix their remuneration

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

**"RESOLVED THAT** pursuant to Section 139, 142 and all 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 thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. KARVY & Co., Chartered Accountants, having firm registration No.001757S be and are hereby appointed as the Statutory Auditors of the Company for a period of five years, who shall hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration and on such terms as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company."

**"RESOLVED FURTHER THAT** the CFO, Mr. M Mohan Kumar or the Company Secretary, Mr. Shrenik Soni be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and to sign and seal the necessary forms/ papers and other writings as may be required in this regard."

## SPECIAL BUSINESS

### ITEM NO. 4: Increase of Authorized Share Capital and consequent alteration of the Memorandum of Association of the company

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

**"RESOLVED THAT** pursuant to provisions of Section 61, 64, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)

and pursuant to Article 7 of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹1/- (Rupees One only) each to ₹30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹1/- (Rupees One only) each by creation of additional 10,00,00,000 (Ten Crores) equity shares of ₹1/- (Rupees One only) each, ranking pari-passu with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association (MOA) of the Company be altered by substituting with the following:

**V:** The Authorized Share Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹1/- (Rupees One only) each."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all necessary form(s), documents filing with the Registrar of Companies as may be necessary and incidental in this regard."

#### **ITEM NO. 5: To approve modification of Material Related Party Transaction(s)**

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

**"RESOLVED THAT** in partial modification of the resolution passed by Members at the 31<sup>st</sup> Annual General Meeting held on 17<sup>th</sup> September, 2020 approving the related party transactions and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rules made thereunder, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws (including any statutory modification or amendment thereto or re-

enactment thereof for the time being in force) and the Company's policy on Related Party Transactions, and subject to such other approvals, consents as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Audit Committee, which the Board has constituted to exercise its powers) to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Seven Pharmaceuticals Limited (SPL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SPL, for an aggregate value of up to ₹100 Crores per Financial Year and for the period of 5 years commencing from Financial Year 2022-23 till end of Financial Year 2026-27.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto from time to time, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to delegate all or any of the powers herein conferred, to Chief Financial Officer or Company Secretary of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)".



**ITEM NO. 6: Re-appointment of Smt. Sudharani Jasti (DIN: 00277998) as a Whole-time Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rules made thereunder, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to such other consents or approvals if required, the Members of the Company do hereby approve the re-appointment of Smt. Sudharani Jasti (DIN: 00277998) as Whole-time Director of the Company for a further period of three (3) years commencing from 01<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2025 on terms and conditions including remuneration upto limits as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197, Schedule V of the Act and Regulation 17 of Listing Regulation:

**Salary:**

Basic salary of ₹7,00,000 (Rupees Seven Lakh only) per month with an annual increment not exceeding 15% of salary effective from the month of November every year as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee of the Board plus

Place: Hyderabad  
Date: 24<sup>th</sup> June, 2022

**Registered Office**

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

Company's contribution to Provident Fund as per the rules of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter or modify the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Smt. Sudharani Jasti."

**"RESOLVED FURTHER THAT** Notwithstanding anything herein above stated, In the event of company having no profits or its profits are inadequate in any financial year during the tenure of the appointment, then the remuneration of the Whole-time Director shall be governed by the Section II of Part II of the Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

by order of the Board of Directors

**Shrenik Soni**  
Company Secretary  
Membership No. A53989

## NOTES FOR MEMBERS' ATTENTION:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), allowed companies to conduct Annual General Meeting ("AGM") through video conference ("VC")/ other audio-visual means ("OAVM"), without the physical presence of Members at a common venue.

This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020; General Circular No.17/2020 dated 13<sup>th</sup> April 2020; General Circular No. 20/2020 5<sup>th</sup> May 2020; General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by SEBI (" hereinafter collectively referred as MCA and SEBI Circulars"). **The detailed procedure for participating in the meeting through VC/OAVM is given herein below.**

2. Since the AGM will be held through VC/ OAVM only, the Route Map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the Registered Office of the Company.
3. **e-AGM:** Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. 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 and the proxy need 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 and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

5. In terms of Section 152 of the Companies Act, 2013, Smt. Sudharani Jasti, (DIN: 00277998) Director, retire by rotation at the meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Brief profile of Director and relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are given at the end of the notes.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
8. M/s. Tukaram & Co LLP, Chartered Accountants were appointed as Statutory Auditors of the Company from 28<sup>th</sup> Annual General Meeting till the conclusion of this 33<sup>rd</sup> Annual General Meeting i.e. for a period of 5 (Five) years. The tenure of the auditors will expire on conclusion of this meeting. The disclosure relating to auditor's remuneration for the year 2021-22 is given in the notes to the accounts.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates,



nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- 9.1 For shares held in electronic form: 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.
- 9.2 For shares held in physical form: SEBI vide its Circular dated 3<sup>rd</sup> November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form can submit their PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders through duly filled and signed Form ISR-1 to the Company / KFin Technologies Limited, at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered email id. It may be noted that any service request or compliant can be processed only after the folio is KYC compliant.
10. The Company has notified that the Register of Members of the Company and share transfer books will remain closed from 02<sup>nd</sup> August, 2022 to 04<sup>th</sup> August, 2022 (both days inclusive) for the purpose of Annual General Meeting (AGM).
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, 28<sup>th</sup> July, 2022 through email on [investorservices@suven.com](mailto:investorservices@suven.com). The same will be replied by the Company suitably.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for

inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorservices@suven.com](mailto:investorservices@suven.com).

13. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
14. Pursuant to Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25<sup>th</sup> January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <http://www.suven.com/ShareRegistryServices.aspx> and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC Compliant.

**15. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far are requested to register same with their DPs in case the shares are held by them in electronic form and with Kfin Tech (RTA) in case the shares are held by them in physical form for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.**

**16. Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:**

- a) The Company has transferred the unpaid dividends declared up to financial years 2013-14, 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 06<sup>th</sup> August, 2021 (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 2014-15 declared on 14<sup>th</sup> August, 2015, will be transferred to the IEPF authority within the due date of transfer in accordance with the IEPF rules.
- 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 [www.iepf.gov.in](http://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.

**17. Dispatch of Notice and Annual Report through electronic mode**

- i. In accordance with the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020; General Circular No.17/2020 dated 13<sup>th</sup> April 2020; General Circular No. 20/2020 5<sup>th</sup> May 2020; General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by SEBI (“MCA and SEBI Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the KFinTech (RTA) or the Depositories. As physical copies of the Annual Report 2021-22 will not be sent the Annual Report along with notice of the AGM will be available on the Company’s website [www.suven.com](http://www.suven.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>
- ii. **Members who have still not registered their email ID are requested to update**



**the same at the earliest. For receiving all communication (including Annual Report) from Company electronically:**

- a) Members holding shares in physical mode and who have not registered / updated their email ID with the Company are requested to register / update their email ID with KFinTech by sending requests at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), with details of folio number and attaching a self-attested copy of PAN card or by logging onto <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- b) Members holding shares in dematerialised mode are requested to register / update their email ID with their respective Depository Participant.

#### **18. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

- i. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'EVENT' for the Company's AGM.

Members are requested to follow the procedure given below:

- I. Launch internet browser (chrome/ firefox/ safari) by typing the URL: <https://emeetings.kfintech.com>
- II. Enter the login credentials (i.e., User ID and password for e-voting).
- III. After logging in, click on "Video Conference" option
- IV. Then click on camera icon appearing against AGM EVENT of Suven Life Sciences Limited, to attend the Meeting.

- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
- c) Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
- d) Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
- e) Facility to join the Meeting will be opened fifteen minutes before the scheduled time of the AGM and will be kept open throughout the proceedings of the AGM.
- f) Members will be allowed to participate in the AGM through VC / OAVM on first come, first served basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
- g) Members who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open

**Saturday, 30<sup>th</sup> July, 2022 to Monday, 01<sup>st</sup> August, 2022.** Only those members who are registered as Speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- h) Alternatively, members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will be closed on Monday, 01<sup>st</sup> August, 2022.
  - i) Members who need assistance before or during the AGM, may contact KFinTech at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
  - ii. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
  - iii. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
  - iv. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of its board or governing body resolution/ authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The scanned image of the abovementioned documents should be in the name

format "Corporate Name EVENT NO." The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email ID address to [scrutinizer.prenukaacs@gmail.com](mailto:scrutinizer.prenukaacs@gmail.com) with a copy marked to [murthy.psrch@kfintech.com](mailto:murthy.psrch@kfintech.com) and [investorservices@suvem.com](mailto:investorservices@suvem.com).

#### **19. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM**

- i. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on the resolution proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services arranged by KFinTech. The Members may cast their votes remotely, using an electronic voting system ("remote e-voting") on the dates mentioned herein below.
  - ii. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM.
  - iii. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM, but shall not be entitled to cast their vote again. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or e- voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".





- iv. **The remote e-voting period will be available during the following period:**

**Commencement of remote e-voting: Sunday, 31<sup>st</sup> July 2022 (9.00 a.m. IST) and End of remote e-voting: Wednesday, 03<sup>rd</sup> August, 2022 (5.00 p.m. IST).**

During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Thursday, 28<sup>th</sup> July, 2022**, i.e., Cut-Off Date, may cast their vote by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. The remote e-voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently.

- v. Smt. D. Renuka, Practicing Company Secretary (Membership No. A11963), has been appointed as the Scrutinizer to scrutinize the voting during the AGM (Insta Poll) and remote e-voting process in a fair and transparent manner. The process and manner for remote e-voting is as under:

#### **PROCEDURE AND INSTRUCTIONS RELATING TO E-VOTING:**

- For Non Individual Shareholders and Shareholders holding shares in physical form:

**A. In case a Member receives an email from KFinTech (for Members whose e-mail addresses are registered with the RTA/ Depository Participants):**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and Password for casting your vote.

- iii. After entering these details appropriately, Click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the "EVENT", i.e., Suven Life Sciences Limited.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/ AGAINST" or, alternatively, you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN". If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat accounts.

- ix. Voting has to be done for each item of the Notice separately. In case, you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your login any number of times till you have voted on the resolution.
- d) Follow the instructions at (A). (i) to (xii) to cast your vote.
- e) In case of any query pertaining to e-voting, members may please visit to the "Help and FAQ's" sections available at KFinTech website <https://evoting.kfintech.com> or contact KFinTech as per the details given under below:

**B. In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**

- a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- b) **Members holding shares in dematerialised mode who have not registered their e-mail addresses with heir Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.**
- c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.

**Members are requested to note the following contact details for addressing e-voting grievances:**

Mrs.C.ShobhaAnanda,AVP,KFinTechnologiesLimited  
Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,  
Hyderabad 500 032;  
Phone No.: +91 40 6716 1700 /1565  
Toll-free No.: 1800-309-4001  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

**The instructions for remote e-voting are as under for Individual Shareholders holding shares in demat mode:**

As per the SEBI circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility: **</b></p> <ul style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul>	<p><b>1. Existing user who have opted for Easi / Easiest **</b></p> <ul style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password</li> <li>IV. Option will be made available to reach e-Voting page without authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ul>



<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> (Select "Register Online for IDeAS") or <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb /IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/registration/Easiregistration">https://web.cdslindia.com/myeasi/registration/Easiregistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>
<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <p>I. URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

**PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT**

**Individual Shareholders (holding securities in demat mode) login through their depository participants.**

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Seven Pharmaceuticals Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID

and Forget Password option available at above mentioned website.

Contact details in case of any technical issue on NSDL Website Contact details in case of any technical issue on CDSL Website

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22-23058542/43.

➤ **Other instructions:**

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Cut-Off Date, i.e., Thursday, 28<sup>th</sup> July, 2022.**
- II. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail

the facility of remote e-voting as well as e-voting (Insta Poll) at the AGM.

III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-Off Date, i.e., **Thursday, 28<sup>th</sup> July, 2022**, may obtain User ID and Password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./DP ID-Client ID, the member may send SMS: MYEPWD<SPACE>e-voting Event Number + Folio No. or DP ID-Client ID to +91 9212993399.

Example for NSDL :

MYEPWD<SPACE>IN12345612345678

Example for CDSL :

MYEPWD<SPACE>1402345612345678

Example for Physical :

MYEPWD<SPACE>XXX1234567890

b) If email address of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

c) Members may call KFinTech toll-free number 1800-309-4001.

d) Members may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFinTech's e-voting platform, then such member can use his/her existing User ID and Password for casting the vote through remote e-voting.

e) In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mrs. C Shobha Anand, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial

District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 at [evoting@kfintech.com](mailto:evoting@kfintech.com) , Toll Free No: 1800-309-4001.

IV. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of meeting, i.e. 04<sup>th</sup> August, 2022.

## 20. Information and instructions for e-voting facility at AGM (Insta Poll)

i. Facility to cast vote through e-voting system at AGM (Insta Poll) will be made available on the video conference screen and will be activated once the e-voting is announced at the Meeting.

ii. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM (Insta Poll).

iii. The procedure for e-voting during the AGM (Insta Poll) is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM (Insta Poll) is integrated with the VC/OAVM platform and no separate login is required for the same.

iv. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.suven.com](http://www.suven.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.



For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC/ OAVM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on video conference
2.	<b>Link for posting AGM queries and speaker registration and period of registration</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on 'Speaker registration'. Period of registration: <b>Saturday, 30<sup>th</sup> July, 2022 to Monday, 01<sup>st</sup> August, 2022</b> <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on 'Post Your Queries'. The window will close on, <b>Monday, 01<sup>st</sup> August, 2022</b>
3.	Link for remote e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5.	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
6.	Cut-off date for e-voting	<b>Thursday, 28<sup>th</sup> July, 2022</b>
7.	<b>Time period for remote e-voting</b>	<b>Commences on Sunday, 31<sup>st</sup> July 2022 (9.00 a.m. IST) and ends on Wednesday, 03<sup>rd</sup> August, 2022 (5.00 p.m. IST)</b>
8.	Link for Members to update email ID (for physical shareholders)	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a> or sent email on <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
9.	Registrar and Transfer Agent - Contact details	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Toll free No: 1800-309-4001 Website : <a href="http://www.kfintech.com">www.kfintech.com</a>
10.	Suven Life Sciences Limited-contact details	Registered Office: 8-2-334, SDE Serene Chambers, 6 <sup>th</sup> Floor, Road No.5, Avenue 7, Banjara Hills, Hyderabad – 500 034, Telangana. Email: <a href="mailto:investorservices@suven.com">investorservices@suven.com</a>

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on General Meetings (SS-2)**

**ITEM NO. 3**

TUKURAM & CO. LLP, Chartered Accountants, (ICAI Firm Registration No. 004436S) were appointed as the Auditors of the Company at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 14, 2017 for one term of 5 years to hold office till the conclusion of this AGM.

The Board of Directors based on the recommendation of the Audit Committee, at its meeting held on May 7, 2022, proposed the appointment of M/s. KARVY & Co., (Firm Registration No. 001757S) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 38<sup>th</sup> AGM to be held in the year 2027.

KARVY & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4**

The Current Authorised Share Capital of your Company is ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 20,00,00,000/- (Twenty Crores) of ₹1/- (Rupees One only) each. The Board of Directors in its meeting held on June 24, 2022 has proposed to increase the Authorized Share Capital to ₹30,00,00,000 (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of

₹1/- (Rupees One only) each for the purpose of meeting all future fund raising requirements, if any, of the Company.

The additional shares which are proposed for increase shall rank pari-passu in all respects with the existing equity shares of the Company.

Pursuant to the provisions of the Section 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013 the increase in authorized share capital and alteration of the Capital clause of the Memorandum of Association (MOA) require the approval of the Members in the General Meeting.

The Board of Directors recommends the Ordinary Resolution at item no. 4 of the accompanying notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

#### **ITEM NO. 5**

Your Company i.e. Suven Life Sciences Limited (SLSL) is engaged in the Research & Development activities and developed expertise over the years and built necessary capacities in R&D activities, development of pre-clinical & clinical molecules/ compounds, rendering of various analytical, toxicology services.

Suven Pharmaceuticals Limited (SPL) is a listed Company with common KMP & promoter group. It is engaged in Contract development & manufacturing (CDMO) business catering the needs of global pharma industry. Suven Pharmaceuticals Limited (SPL) continues to avail various R&D related Analytical, toxicology services from the Company for its business requirements in Contract Development and Manufacturing Operations (CDMO). Further your Company continue to take on lease the premises viz. lab Discovery facilities and its registered office. Also Company may continue to source manufactured materials from SPL for carrying out clinical trials with respect to compounds in various stages of clinical development. And your Company may also

approach to SPL for the in-licensing/ out-licensing of molecules/compounds.

SLSL & SPL being part of the Suven group, these transactions not only help enhance business operations for both the Companies, but also ensure consistent desired quality and quantity of material & services without interruptions and generation of revenue and business for both the Companies to cater their respective business requirements. Further, SPL being into the CDMO business segment it requires R&D related services on continuous basis which is expected to result in increased revenue generation for SLSL and more convenient to SPL for availing the services from lab facilities of SLSL.

Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material Related Party Transactions will require prior approval of members through ordinary resolution. A transaction with a Related Party is considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company or in case value of such transactions exceeds ₹1000 Crores in a financial year whichever is lower. The transactions as described below are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company. Further, as per the amended provisions of the Listing Regulations, if any subsequent material modification to the existing Related Party Transaction(s) the approval of the Members of the Company is required. The material modification is as defined by audit committee under sub-regulation (2) of Regulation 23 of SEBI LODR Regulations and as per the policy of the Company on Related Party Transaction(s) as amended. Hence these transactions would require the prior approval of the Members by way of ordinary resolution. Further in term of the provisions of Section 188 of the Companies Act, 2013 read with rules framed thereunder, in case certain transactions with related parties exceeds threshold limits prescribed in rules



framed under the said section, requires approval of Members through ordinary resolution.

The management has provided the Audit Committee with the relevant details including material terms and basis of pricing, as required under law, of proposed material modification of existing Related Party Transaction(s) [as approved previously by the Members in its meeting held on 17<sup>th</sup> September, 2020]. The Audit Committee, after reviewing all necessary information, has granted approval for enhancing the existing limit from ₹25 Crores per Financial Year to ₹100 Crores per Financial Year and to widen the scope of the transactions by and between both the

parties. On the basis of recommendations of the Audit Committee, the Board of Directors in its meeting held on 24<sup>th</sup> June 2022 considered the material modification of said related party transactions and agreed upon it, subject to approval of the Members of the Company. The said enhancement of the limit for the transactions lead to material modification to the existing Related Party Transaction(s).

**Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 and Rule 15 of the Companies (Meetings of Board and its Powers) Rule, 2014:**

Sr. No.	Description	Details
1.	Details of summary of information provided by the transactions:	the Management to the Audit Committee regarding
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Suven Pharmaceuticals Limited (SPL) is a listed Company with common KMP & promoter group.  Financial
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri Venkateswarlu Jasti Chairman & promoter of the Company is also the Promoter and Director of SPL. Further Smt. Sudharani Jasti, whole time Director of the Company is also the promoter of SPL.
c.	Nature, material terms, monetary value, tenure and particulars of contracts or arrangement	The transaction involves rendering of any kind of R&D related services (including analytical, toxicology services), sourcing of manufactures materials, in-licensing/ out-licensing of molecules/compounds, lease rental arrangements, receipt of service and other transactions for business purpose from/to SPL for the period of 5 years commencing from Financial Year 2022-23 till end of Financial Year 2026-27, for an aggregate value of all such group of transactions up to ₹100 Crores per Financial Year on such terms & conditions as may be mutually agreed upon between Company and related party in best interest of the Company.
d.	Value of Transaction(s)	Up to ₹100 Crores per Financial Year.
e.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	845%
2.	Justification for the transaction	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the Item No. 6.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable

Sr. No.	Description	Details
4.	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	7.57%
6.	Any other information that may be relevant	Nil

Pricing of RPTs will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable.

Pursuant to Regulation 23(4) of Listing Regulations, no related parties shall vote to approve the material related party transaction that is being proposed for the consideration of the Members.

The Board of Directors of the Company recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel or their relatives are interested in the resolution, except Shri Venkateswarlu Jasti, Chairman & CEO and Smt. Sudharani Jasti, whole time Director of the Company of the Company and their relatives. Further the Promoters of the Company are also Promoters of SPL.

#### ITEM NO. 6

Smt. Sudharani Jasti (DIN: 00277998) is the Director and Key Managerial Personnel (KMP) in your Company. She had been on the Board since inception of the Company and successfully managing the company as Whole-time Director providing the right direction and leadership in all governance functions of the Company.

The Board of Directors at its meeting held on 07<sup>th</sup> May, 2022, on the recommendation of Nomination & Remuneration Committee and audit committee, approved the re-appointment of Smt. Sudharani

Jasti as Whole-time Director of the Company for a further period of three (3) years commencing from 01<sup>st</sup> November 2022.

In terms of the Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Regulation 17 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company may pay remuneration upto a limit as approved by the Members of the company by passing a special resolution.

It may be further noted that, with respect to the remuneration proposed to be paid to a managerial personnel in terms of Schedule V of the Act when the Company has no profits or profits are inadequate in any financial year during the current tenure, the remuneration of managerial personnel shall be approved for a period not more than 3 years with necessary disclosures as specified therein.

The details of Smt. Sudharani Jasti as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in **Annexure to** this notice.

#### **The information as required under Section II of Part II of the Schedule V of the Companies Act, 2013 is furnished hereunder:**

##### **I. General Information**

- Nature of industry: Pharmaceuticals
- Date of Commencement of commercial operations: 09/03/1989





**c) Financial performance based on given indicators:**

(₹ in lakhs)

Particulars	2021-22	2020-21	2019-20
Total Income	1716.14	2123.20	2845.10
Less: R & D Expenses	2453.42	2517.04	2594.44
Less: Other Expenses	2395.25	1885.49	2373.37
Profit/(Loss) before Interest, Depreciation & Tax	(3132.53)	(2279.33)	(2122.71)
Less: Depreciation and amortization	439.32	434.62	416.87
Less: Finance cost	53.01	81.54	54.03
Net Profit/(Loss) before taxation	(3624.86)	(2795.49)	(2593.61)
Tax Expenses	Nil	(532.28)	(1218.29)
<b>Profit/(Loss) for the year</b>	<b>(3624.86)</b>	<b>(2263.21)</b>	<b>(1375.32)</b>
Dividend (%)	Nil	Nil	Nil
Dividend payout	Nil	Nil	Nil
Share Capital	1453.82	1272.82	1272.82
Other Equity	46143.89	35200.63	37494.53
Net Worth	47597.72	36473.46	38767.35
Gross Block (Tangible & intangible assets)	8031.74	6386.94	7320.73
Net Block (Tangible & intangible assets)	3531.23	1788.08	2079.01
Borrowings (Non-Current)	Nil	39.25	108.49

d) Foreign investments or collaborators, if any.

Company has Wholly Owned Subsidiary named Suven Neurosciences Inc. in USA and investment made therein till 31<sup>st</sup> March 2022 is USD 54.24 Million. There are no foreign collaborations.

**II. Information about the appointee**

a) Background details

Smt. Sudharani Jasti is a Graduate in Science from Andhra University.

She returned from USA to India in 1988-89 and promoted your Company in 1989. Since then, she been successfully managing the company as Whole-time Director providing the right direction and leadership in all governance matters.

b) Past remuneration (₹ in lakhs)

Particulars	2021-22	2020-21	2019-20
Salary	181.02	181.00	84.00
Commission	0.00	0.00	0.00
Contribution to Provident Fund	21.72	21.72	0.00
Perquisites	25.14	12.58	0.00
Total	227.88	215.32	84.00

c) Recognition or awards - Nil

d) Job profile and her suitability

Briefly Whole-time Director has an overall responsibility of the Company in all governance matters. Smt. Sudha Rani Jasti, had been on the Board since inception of the Company.

e) Remuneration proposed: As provided in the resolution above

f) Comparative remuneration profile with respect to industry, size of the company, profile of position

Smt. Sudha Rani Jasti, had been on the Board since inception of the company, she contributed to propel its growth. She has streamlined the administrative operations of the company. Her skill set and experience place her in a corresponding major pharma industry in India. The remuneration proposed is reasonably in line with remuneration in similar sized companies in the same industry.

g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.

Smt. Sudha Rani Jasti is the promoter Director in the Company, she is spouse of Mr. Venkateswarlu Jasti, CEO & Chairman of the Company.

development programs as such it would be difficult to forecast the productivity and profits in measurable terms.

### III. Other information

a) Reasons of loss or inadequate profits

Your Company continued to advance its innovation efforts on drug discovery molecules which are in the development stages & various clinical trial phase. During the year your company has spent ₹2453 Lakhs on innovative R&D in CNS therapies. However, none of the molecules of the Company has been reached to the stage of monetization & revenue generation. As a result, your Company has posted losses for the financial year 2021-2022.

b) Steps taken or proposed to be taken for improvement

Your Company is working towards the breakthrough in various molecules in the pipeline (15 molecules) which are at the different phases of clinical developments and yet to reach the monetization stage of molecules.

c) Expected increase in productivity and profits in measurable terms.

The Company is engaged in the development of New Chemical Entity for unmet medical needs of the global market where the success or failure is based on the outcome of the clinical

### IV. Disclosures

The remuneration paid to the Whole Time Director is as stated above at point II (b). The details of all elements of remuneration paid to the Whole Time Director are also presented in the Report on Corporate Governance which is attached to the Annual Report.

The proposed payment of remuneration upto the limits as envisaged in the resolution above is in terms of the Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with Regulation 17 and other applicable provisions of the SEBI Listing Regulations which would require approval of the Members of the Company in the general meeting by way of Special Resolution. Hence, the Board of Directors of the Company with the recommendation of the Nomination and Remuneration Committee & Audit Committee of the Board, recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Except Smt. Sudharani Jasti and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of this Notice.

by order of the Board of Directors

**Shrenik Soni**

Company Secretary  
Membership No. A53989

Place: Hyderabad  
Date: 24<sup>th</sup> June, 2022

#### Registered Office

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



## ANNEXURE TO NOTICE OF AGM

**Additional information on director recommended for appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

### ITEM NO. 2 & 6

Name of the Director	Smt. Sudharani Jasti
Director Identification Number (DIN)	00277998
Age	68 years
Date of Appointment at current designation/ Date of first appointment on the Board	09/03/1989
Profile / Qualifications & Experience	Smt. Sudharani Jasti is a Graduate in Science from Andhra University; she returned from USA to India in 1988-89 Smt. Sudharani Jasti had been on the Board since inception of the Company and successfully managing the company as Whole-time Director providing the right direction and leadership in all governance matters.
Terms and conditions of appointment / re-appointment	As per the resolution at Item no. 6 of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	As provided in the resolution forming part of notice of this meeting.
Names of listed entities in which the person also holds the directorship in other Companies	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held	Nil
Shareholding in the Company	1000 shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Smt. Sudha Rani Jasti is the promoter Director in the Company, she is spouse of Mr. Venkateswarlu Jasti, CEO & Chairman of the Company.  Except Shri. Venkateswarlu Jasti and Smt. Sudharani Jasti their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 6 of the Notice
The number of Meetings of the Board attended/held during the FY 2021-22 i.e. upto 31 <sup>st</sup> March, 2022	5/6