

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th ANNUAL GENERAL MEETING of the Members of SUVEN LIFE SCIENCES LIMITED will be held on Wednesday, the 14th day of August, 2019 at 3:00 p.m. at the KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry [FTAPCCI], 11-6-841, Red Hills, Hyderabad – 500004, Telangana to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2019, Statement of Profit & Loss for the year ended 31st March, 2019, Statement of Cash Flows for the year ended 31st March 2019 and together with the Reports of the Board of Directors and the Auditor's Report thereon.

2. To confirm the Interim Dividend paid on equity shares for the financial year 2018-2019 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 05th February, 2019 on 127282478 equity shares of Rs.1.00/- 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, 2019."

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

## SPECIAL BUSINESS

### ITEM No. 4: Re-appointment of Shri. Venkateswarlu Jasti as Chief Executive Officer

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 Section(s) 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modifications or reenactment thereof), and subject to such other approvals and consents, if required, under law approval of the members be and is hereby accorded to the re-appointment of Shri Venkateswarlu Jasti as CEO of the Company for a further period of 5 years commencing from 01st November 2019 to 31st October 2024 liable to retire by rotation on the following terms and conditions".

### Salary:

Basic Salary of ₹ 30,17,037/- (Rupees Thirty lakh Seventeen thousand and Thirty Seven 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 NRC.

### Commission:

Not more than 1% on net profits of the company calculated as per section 198 of the Companies Act, 2013.

### Perquisites and Allowances:

In addition to salary and commission as above said, the following perquisites will be paid and/or provided. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.

- a) Reimbursement of medical expenses actually incurred for self and his family members including dependent parents of appointee.
- b) Leave travel concession for self and family including dependent parents of appointee to and from any place in India once in a year in accordance with the rules of the Company.
- c) Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid
- d) Personal accident insurance for a premium amount, which shall not exceed ₹ 10,000 per annum.
- e) Company's contribution to Provident Fund as per the rules of the Company
- f) Company's contribution to Pension/Superannuation fund as per rules of the Company.
- g) Gratuity payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service as per rules of the Company.
- h) Use of Company's car with driver for business purposes.
- i) Use of telephone and other communication facilities at residence for business purposes.
- j) Any other perquisite that may be allowed as per the guidelines issued by the Central Government from time to time.
- k) Encashment of earned leaves 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 Shri Venkateswarlu 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 CEO 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 of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, necessary and delegate to any Director(s) or any other Officer(s) of the Company for obtaining permissions and approvals, if any, in this connection."

#### **ITEM No. 5: Re-appointment of Smt. Sudharani Jasti as a Whole-time 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 Section(s) 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modifications or reenactment thereof), and subject to such other approvals and consents, if required, under law approval of the members be and is hereby accorded to the re-appointment of Smt. Sudharani Jasti as a Whole-time Director of the Company for a further period of 5 years commencing from 01st November 2019 to 31st October 2024 liable to retire by rotation on the following terms and conditions"

#### **Salary:**

Basic salary of ₹15,08,517 (Rupees Fifteen Lakh Eight thousand Five hundred and Seventeen 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 NRC.

#### **Commission:**

Not more than 0.50% on net profits of the company calculated as per section 198 of the Companies Act, 2013.

#### **Perquisites and Allowances:**

In addition to salary and commission as above said, the following perquisites will be paid and/or provided. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act 1961 and rules made there under. In the absence of any such rule, perquisites shall be evaluated at actual cost.

- a) Reimbursement of medical expenses actually incurred for self and her family members including dependent parents of appointee.
- b) Leave travel concession for self and family including dependent parents of appointee to and from any place in India once in a year in accordance with the rules of the Company.
- c) Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid.
- d) Personal accident insurance for a premium amount, which shall not exceed ₹10,000 per annum.

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

f) Company's contribution to Pension/Superannuation fund as per rules of the Company.

g) Gratuity payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service as per rules of the Company.

h) Use of Company's car with driver for business purposes.

i) Use of telephone and other communication facilities at residence for business purposes.

j) Any other perquisite that may be allowed as per the guidelines issued by the Central Government from time to time.

k) Encashment of earned leave 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 of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit, necessary and delegate to any Director(s) or any other Officer(s) of the Company for obtaining permissions and approvals, if any, in this connection."

#### **ITEM NO. 6: Re-appointment of Ms. Kalyani Jasti as President (Us Operations)**

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, consent and approval of the Company be and is hereby accorded to re-appoint Ms. Kalyani Jasti, as President (US Operations) commencing from 1st November 2019 on the following terms and conditions:

Basic Salary USD 28,859 p.m.

Performance Bonus 20% of salary."

"RESOLVED FURTHER THAT Ms. Kalyani Jasti shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business and any other allowances, benefits, improvement of professional qualifications and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisite as the Board may decide from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to sanction at their discretion annual increment not exceeding 15% of the then present salary to Ms. Kalyani Jasti and the Board be and is hereby further empowered to withhold the annual increment as it may consider in the best interest of the Company from time to time."

"RESOLVED FURTHER THAT Ms. Kalyani Jasti shall be in the exclusive employment of the company and will not hold a place of profit in any other company during her employment in the Company."

## NOTES:

1. An explanatory statement pursuant to provisions Section 102(1) of the Companies Act, 2013 in respect of special businesses set out in the notice, is annexed hereto. The relevant details pursuant to Regulation 36 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, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.
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.
3. A route map giving directions to reach the venue of the 30th Annual General Meeting is given at the end of the Notice.
4. Pursuant to provisions of the Companies Act, 2013 as amended 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 2018-19 is given in the notes to the accounts.
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 commends her re-appointment. Brief profile of Director, names of companies in which she 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 Fintech Private Limited, at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 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 12th August, 2019 to 14th August, 2019 (both days inclusive) for the purpose of annual general meeting.
9. Members desiring to have any information on the accounts may send in their 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.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are necessary and as it may deem fit and delegate to any director(s) or any other officer(s) for obtaining necessary permissions and approvals if required to give effect to the aforesaid resolution."

by order of the Board of Directors

K. Hanumantha Rao  
Company Secretary  
Membership No. A11599

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

Place: Hyderabad  
Date: 25<sup>th</sup> May, 2019

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 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.
13. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and 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 dematerialized form. Members are requested to send correspondence concerning sub-division or any other shares related matter to Company's Registrars M/s. Karvy Fintech Private Limited, 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 2010-11, 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, 2018 (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 2011-12 declared on 27th September, 2012, can be claimed by the Members by 26th September, 2019.
  - 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](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.
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 Fintech Private Limited, 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 30th 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, 2019 (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 Fintech 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.

#### **Procedure and instructions relating to e-voting:**

##### **A. In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:**

- i). Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii). Enter the login credentials (i.e. User ID and password) which are mentioned in the e-mail received from Karvy in the following format:

##### **EVEN (E-Voting Event Number) User ID Password**

The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact Karvy at toll-free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- 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 shall 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, e-mail 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 E-Voting event for 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 either 'FOR'/'AGAINST' or alternatively, you may partially enter any number under 'FOR'/'AGAINST'; but the total number under 'FOR'/'AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- viii). Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their

folios/demat accounts.

- ix). Voting has to be done for each item of this AGM 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 vote.
- xii). Corporate/ Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id:[prenukaacs@gmail.com](mailto:prenukaacs@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

##### **B. In case a Member receives physical copy of the AGM Notice by Post/Courier [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s)]:**

- i) User ID and initial password as provided by the Company in a separate letter along with the AGM Notice in the following format:  
**EVEN (E-Voting Event Number) User ID Password**
- ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- iii) If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.karvy.com> or contact Karvy at toll free no.: 1-800-3454-001 or e-mail at [evoting@karvy.com](mailto:evoting@karvy.com).

- (vii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: from 10th August, 2019 (9 a.m. IST)

End of remote e-voting: up to 13th August, 2019 (5 p.m. IST)

- (viii) E-voting shall not be allowed beyond 5 p.m. on 13th August, 2019 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 Wednesday, 07th August, 2019 only shall be entitled to avail the facility of remote e-voting / ballot paper.

- (ix) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as

on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through ballot paper and a person who is not a Member as on the cut-off date should treat this AGM Notice for information purpose only.

- (x) 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 Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
- (xi) 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.
- (xii) 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, 2019, 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>.
- (xiii) 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.
- (xiv) 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.
- (xv) 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.
- (xvi) 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>

[evoting.karvy.com](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.

- (xvii) 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, 2019.

#### **Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on general meetings (SS-2)**

##### **ITEM NO. 4**

Mr. Venkat Jasti (DIN: 00278028) is the director on the Board of your Company. Mr. Jasti has been successfully managing the affairs of the company providing the right 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. The Company has achieved excellent performance and made significant inroads in the US markets. Under his expert stewardship, your Company is expected to scale greater heights in the years to come.

Considering the progress made by the Company under his leadership and considering the industry benchmarks for the remuneration, the Board of Directors at its meeting held on 25th May, 2019, on the basis of recommendations of Nomination and Remuneration Committee, approved the re-appointment of Mr. Venkateswarlu Jasti as Chief Executive Officer of the Company for a further period of five years commencing from 1st November, 2019.

The details of Mr. Venkateswarlu Jasti as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 are provided in Annexure to this Notice. In terms of Section 2(54) of the Act Mr Venkateswarlu Jasti occupies the position of a Managing Director by name Chief Executive Officer for the purpose of ease of doing business with overseas customers since your Company is majoring in exports.

The Board of Directors recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

Except Shri Venkateswarlu Jasti and his 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. 4 of this Notice.

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

Smt. Sudharani Jasti (DIN: 00277998) is the Director on the Board of the Company and another Key Managerial Personnel in your Company, providing right direction and leadership in all the governance functions of the Company.

The Board of Directors at its meeting held on 25th May, 2019, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Smt. Sudharani Jasti as Whole-time Director of the Company for a further period of five years commencing from 1st November, 2019

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 Board of Directors recommends the Ordinary Resolution at Item No. 5 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. 5 of this Notice.

#### ITEM NO. 6

Ms. Kalyani Jasti joined the Company in the year 2011 as President (US Operations) as per the then provisions of the previous Companies Act, 1956. She was again reappointed with the approval of the shareholders in the Extra Ordinary General Meeting held on 21st October, 2014 for a term of 5 years effective from 1st November, 2014 since then she has successfully been managing the overseas operations of the company and under her dynamic leadership, your company has achieved excellent export performance during the current tenure. Leveraging on Ms Kalyani Jasti's proven managerial skills; your Company is expected to emerge as a stronger player in the global markets.

On the basis of recommendations of the Nomination and Remuneration Committee held on 25th May, 2019 the Board considered the re-appointment of Ms Kalyani Jasti as President

(US Operations) commencing from 1st November 2019 with remuneration as set out in the resolution to take of overseas operations as President (US Operations) of the Company. The remuneration proposed is in line with the standards prevalent in the US and commensurate with the responsibilities being shouldered by her. Ms. Kalyani Jasti is daughter of Sri Venkateswarlu Jasti and Smt. Sudharani Jasti. Under the new law, approval of appointment and remuneration rests with the Board and members and no restrictions on term of appointment. Thus the Board has sought fresh proposal for approval of members in general meeting in order to retain the talent within the organisation.

The Board of Directors recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Except Shri Venkateswarlu Jasti, Smt. Sudharani Jasti and Ms. Kalyani Jasti, None of the other Directors/ Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

by order of the Board of Directors

K. Hanumantha Rao  
Company Secretary  
Membership No. A11599

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

Place: Hyderabad  
Date: 25<sup>th</sup> May, 2019

## 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**

Resolution No.	4	5
Name of the Director	Mr. Venkateswarlu Jasti	Smt. Sudharani Jasti
Director Identification Number (DIN)	00278028	00277998
Age	70 years	65 years
Date of Appointment at current designation/ Date of first appointment on the Board	09/03/1989	09/03/1989
Profile / Qualifications & Experience	<p>Mr. Venkat Jasti is the Chairman and CEO of the company. He holds a dual PG degree in Pharmacy, from Andhra University, Visakhapatnam, India and St. John University, New York specialized in Industrial Pharmacy</p> <p>He was a registered pharmacist in the state of New York and New Jersey and owned and operated six community pharmacies in New and New Jersey until 1989. Since 1989 he is running the operations of Suven.</p> <p>He is also involved in various industrial associations such as:</p> <ul style="list-style-type: none"> <li>• President of Indian Pharmaceutical Association,</li> <li>• Chairman of Local Organizing Committee for the 52nd Indian Pharmaceutical Congress, Hyderabad,</li> <li>• President of Bulk Drug Manufacturers Association of India (BDMA)</li> <li>• Chairman for Pharmexcil (Pharmaceutical Export Promotion Council)</li> </ul> <p>Also Mr. Venkat Jasti has been instrumental as the chief architect for the formation of the then A.P. Chief Minister's task force for Pharma during 2001 and responsible for the creation of Pharma City at Vizag by the erstwhile Government of Andhra Pradesh and Pharmexcil (Pharmaceutical Export Promotion Council) by the Government of India with HQ at Hyderabad.</p>	<p>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.</p>
Terms and conditions of appointment / re-appointment	As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto	As per the resolution at Item no. 5 of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Re-appointment is continued with current remuneration. The remuneration is subject to revision from time to time (annually and/or otherwise), by the Board at its discretion	Re-appointment is continued with current remuneration. The remuneration is subject to revision from time to time (annually and/or otherwise), by the Board at its discretion



Names of listed entities in which the person also holds the directorship in other Companies	Jasti Property and Equity Holdings Private Limited The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI)	Jasti Property and Equity Holdings Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Suven Life Sciences Limited Corporate Social Responsibility Committee (Member) Nomination & Remuneration Committee (Member)	Suven Life Sciences Limited Corporate Social Responsibility Committee (Member) Stakeholders Relationship Committee (Member)
Shareholding in the Company	1000	1000
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Except Shri. Venkateswarlu Jasti and Smt. Sudharani Jasti and 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. 4 of the Notice	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. 5 of the Notice
The number of Meetings of the Board attended/held during the FY 2018-19 i.e, upto 31st March, 2019	6/6	3/6



## 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@suvan.com website: www.suvan.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 30th Annual General Meeting of the Company to be held on Wednesday, the 14th day of August, 2019 at 3:00 p.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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**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]*

<b>Name of the member(s)</b>			
<b>Registered Address</b>			
<b>Email Id</b>			
<b>Folio No. / Client ID</b>		<b>DP ID</b>	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

<b>1</b>	<b>Name</b>			
	<b>Address</b>			
	<b>E-mail Id</b>		<b>Signature</b>	
	<b>or failing him/her</b>			
<b>2</b>	<b>Name</b>			
	<b>Address</b>			
	<b>E-mail Id</b>		<b>Signature</b>	
	<b>or failing him/her</b>			
<b>3</b>	<b>Name</b>			
	<b>Address</b>			
	<b>E-mail Id</b>		<b>Signature</b>	

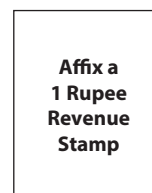
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the company, to be held on Wednesday, the 14th day of August, 2019 at 3:00 p.m. at the KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & 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, 2019, Statement of Profit & Loss for the year ended 31st March, 2019, Statement of Cash Flows for the year ended 31st March 2019 and together with the Report of the Board of Directors and the Auditor’s Report thereon.		
2. To confirm the Interim Dividend paid on equity shares for the year 2018-2019 as final dividend		
3. To appoint a director in place of Smt. Sudharani Jasti, (DIN: 00277998) who retires by rotation, and being eligible, offers herself for re-appointment.		
4. Re-appointment of Shri. Venkateswarlu Jasti as Chief Executive Officer		
5. Re-appointment of Smt. Sudharani Jasti as Whole-time Director		
6. Re-appointment of Ms. Kalyani Jasti as President (US Operations)		

Signed this ..... day of ..... 2019.

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

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



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.