



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:** investorservices@suvan.com **website:** www.suvan.com

POSTAL BALLOT NOTICE

To
The Member(s),
Suvan Life Sciences Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable laws and regulations to transact the following Special Businesses by the Members of Suvan Life Sciences Limited (“the Company”) by passing the Resolutions appended below, through Postal Ballot which includes e-voting (voting by electronic means). The Explanatory Statement under Section 102(1) of the Act, setting out the material facts and reasons for the proposed Resolutions is also appended herewith and is being sent along with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Smt. CS D. Renuka, Practicing Company Secretaries, Hyderabad (COP No. 3460) as Scrutinizer for conducting the voting process through Postal Ballot/ e-voting in accordance with the law and in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, March 20, 2019, the last date for receipt of the completed Postal Ballot Forms, failing which, it will be strictly considered that no reply has been received

from the Member. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed business reply envelope.

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members to cast vote by way of e-voting instead of sending physical Postal Ballot Form. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide e-voting facilities to the Members of the Company. The e-voting facility is available at the link <https://evoting.karvy.com/> till 5:00 p.m. (IST) on Wednesday, March 20, 2019. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Notice. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode will only be considered valid.

The Scrutinizer will submit her Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot Forms and e-voting data provided by Karvy in a fair and transparent manner. The result of the Postal Ballot will be declared on Friday, March 22, 2019 by 5.00 p.m. (IST) at the Registered Office of the Company located at 8-2-334, SDE Serene Chambers, 6th Floor, Road No. 5, Avenue 7, Banjara Hills, Hyderabad, Telangana – 500034 and communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and posted on the Company’s website <http://www.suvan.com/> and on the Notice Board of the Company at its Registered Office after the declaration of the results.

Proposed Resolutions:

ITEM NO. 1 – To re-appoint Dr. M. R. Naidu as an Independent Director for second term

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, Dr. M. R. Naidu (DIN: 00143836), Non-Executive Director of the Company, aged 85 years, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years commencing from April 1, 2019 till March 31, 2024 on the Board of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2 – To re-appoint Mr. M. Gopalakrishna as an Independent Director for second term

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. M. Gopalakrishna (DIN: 00088454), Non-Executive Director of the Company, aged 80 years, be

and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for second term of 5 (five) consecutive years commencing from April 1, 2019 till March 31, 2024 on the Board of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3 To re-appoint Mr. D. G. Prasad as an Independent Director for second term

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) Mr. D.G. Prasad (DIN: 00160408) be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of 5 consecutive years from April 1, 2019 till March 31, 2024.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4 – Appointment of Ms. J.A.S. Padmaja as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and 161 read with schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-

enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and further to the approvals and recommendations of the Nomination and Remuneration Committee, Mrs. J.A.S. Padmaja (DIN: 07484630), who was appointed as an Additional Independent Director with effect from November 14, 2018 for a period of 5 (five) years, be and is hereby appointed as an Independent Director of the Company up to November 13, 2023, and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 5th February, 2019,
Place: Hyderabad

By Order of the Board of Directors
For Suvem Life Sciences Limited

Registered Office:

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

Sd/-
K. Hanumantha Rao
Company Secretary
Membership No. A11599

NOTES

1. An explanatory Statement stating the material facts and reasons for the proposed Resolutions, pursuant to Section 102(1) of the Act is annexed herewith.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as at the close of business hours on Friday, February 8, 2019 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent to, Members in electronic form to the e-mail IDs registered with their Depository Participants (in case of electronic shareholding)/the Company or its Registrar and Transfer Agents (R&TA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope ('BRE').
3. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
4. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed and signed in the attached self – addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. (IST) on Wednesday, March 20, 2019. Physical Postal Ballots received after March 20, 2019 will not be considered by the Scrutinizer. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. In compliance with Section 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014 made hereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of KARVY for the same. The e-voting facility is available at the link <https://evoting.karvy.com>. The instructions for electronic voting form part of this Notice.
7. The shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice-versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting by Physical Postal Ballot will be treated as invalid.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 8th February, 2019. The voting period begins on Monday, 18th February, 2019 at 9.00 a.m. (IST) and ends on Wednesday, 20th March, 2019 at 5.00 p.m. (IST). The voting shall not be allowed beyond the said date and time.
 9. The Company has appointed CS D. Renuka, Practicing Company Secretaries, Hyderabad (COP No. 3460, as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
 10. The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before Friday, March 22, 2019 by 5.00 p.m. (IST) at the Registered Office of the Company and shall also be displayed on the Company's website (**www.suven.com**), notice board at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed, Karvy and Registrar and Share Transfer Agent.
 11. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, March 20, 2019.
 12. All the documents referred to in this Postal Ballot Notice and Statement under Section 102 (1) of the Act will be available for inspection by the Members at the Registered Office of the Company during business hours of the Company on any working day till Wednesday, March 20, 2019.
 13. In case of any query/grievance with respect to voting, please visit the 'Help and FAQs' section available on Karvy's website: <https://evoting.karvy.com> or send an e-mail to evoting@karvy.com or call Karvy on toll free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.). Members may contact Ms. C. Shobha Anand Contact No. 040-6716 2222, at Karvy Fintech Private Limited [Unit: Suven Life Sciences Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 for further clarifications.
 14. Members holding shares in physical form are requested to immediately notify change in their address or bank mandates, to Karvy at their above mentioned address, quoting their Folio Number(s).
 15. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/name, etc. to their Depository Participants ('DPs') only and not to the Company or Karvy. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
 16. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic mode are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN details to Karvy.
 17. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) 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.
 18. The relevant details of Mr. M. R. Naidu, Mr. M. Gopalakrishna, Mr. D.G. Prasad and Mrs. J.A.S. Padmaja are appended in **Annexure**.
 19. Members who have not registered/updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
- 20. INSTRUCTIONS FOR VOTING:**
- In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules'), the Company is pleased to provide e-voting facility to all its Members, to enable them to

cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to all its Members

During the voting period, Members can login to Karvy's e-voting platform any number of times till they have voted on the resolutions. Once the vote(s) on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote(s) again.

I) 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 Seven 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 Postal Ballot 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 with a copy marked to 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."

Postal Ballot Form. They may also send scanned certified true copy (PDF Format) of the same to the Scrutinizer at e-mail id: **prenukaacs@gmail.com** with a copy marked to **evoting@karvy.com**.

B. In case a Member receives physical copy of the Postal Ballot 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 Postal Ballot Form 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**.

II) Procedure and instructions relating to voting through physical Postal Ballot Form:

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with Assent ('FOR') or Dissent ('AGAINST'), in the enclosed postage pre-paid self-addressed Business Reply Envelope, so as to reach the Scrutinizer, not later than 5:00 p.m. (IST) on Wednesday, March 20, 2019 to be eligible for being considered for the purpose of voting, failing which, it will be strictly treated as if no reply has been received from the Member.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only, which will also be available on Company's website. No other form or photocopy of the original signed form is permitted.
- iii. Corporate/Institutional Members (*i.e.* other than Individuals, HUFs, NRIs, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The brief profile(s) of directors seeking appointment/re-appointment through the postal ballot is appended to the notice of Postal Ballot.

Item No. 1:

Dr. M. R. Naidu (DIN: 00143836) was appointed as an Independent Director of the Company not liable to retire by rotation pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019.

Pursuant to the requirements under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (as amended from time-to-time including any statutory modifications or re-enactment thereof), with effect from April 1, 2019, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. As Dr. M. R. Naidu (DIN: 00143836) attained the age of 85 years, the Company is required to comply with the above said Regulation of LODR as well as the applicable provisions of the Section 149 of the Companies Act, 2013 for his re-appointment for the second term of 5 years commencing from 1st April, 2019 as an Independent Director not liable to retire by rotation.

Dr. M. R. Naidu is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Dr. M. R. Naidu that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Dr. M. R. Naidu fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015.

On the basis of the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5th February, 2019 considered his re-appointment for second term. The brief justification for his re-appointment is given below:

Dr. M. R. Naidu is highly qualified and having rich experience in various capacities, provided invaluable guidance and contributions to the Board and Committees thereof where he is a member and hence decided to re-appoint him for second term of 5 years w.e.f. 1st April 2019.

The Board of Directors recommends the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members of the Company.

Except Dr. M. R. Naidu (DIN: 00143836) and his 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. 1 of the Postal Ballot Notice.

Item No. 2:

Mr. M. Gopalakrishna (DIN: 00088454) was appointed as an Independent Director of the Company not liable to retire by rotation pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019.

Pursuant to the requirements under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (as amended from time-to-time including any statutory modifications or re-enactment thereof), with effect from April 1, 2019, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. As Mr. M. Gopalakrishna (DIN: 00088454) attained the age of 80 years, the Company is required to comply with the above said Regulation of LODR as well as the applicable provisions of the Section 149 of the Companies Act, 2013 for his re-appointment for the second term of 5 years commencing from 1st April, 2019 as an Independent Director not liable to retire by rotation.

Mr. M. Gopalakrishna is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. M. Gopalakrishna that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. M. Gopalakrishna fulfills the conditions for

appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015 as amended.

On the basis of recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5th February, 2019 considered his re-appointment for second term. The brief justification for his re-appointment is as given below.

Mr. M. Gopalakrishna is a IAS Retd. Officer and having rich experience in various capacities and provided invaluable guidance and contributions to the Board and Committees thereof where he is a Chairman/ Member. Therefore his continuation on the Board would be of immense help to the company hence decided to re-appoint him for second term of 5 years w.e.f. 1st April 2019.

The Board of Directors recommends the Special Resolution at Item No. 2 of the accompanying Postal Ballot Notice for approval of the Members of the Company.

Except Mr. M. Gopalakrishna (DIN: 00088454) and his 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. 2 of the Postal Ballot Notice.

Item No. 3:

Mr. D.G. Prasad (DIN: 00160408) was appointed as an Independent Director of the Company not liable to retire by rotation pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019.

Mr. D.G. Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. D.G. Prasad that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. D.G. Prasad fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015 as amended.

On the basis of recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5th February, 2019 considered his re-appointment for second term. The brief justification for his re-appointment is as given below.

Mr. D.G. Prasad is a Chartered Accountant with expertise in finance comes with rich banking experience gained in various capacities and provided invaluable guidance and contributions to the Board and as Chairman of the Audit Committee and Nomination & Remuneration Committee and as a member of other committees. Therefore his continuation on the Board would be of immense help to the company hence decided to re-appoint him for second term of 5 years w.e.f. 1st April 2019 till 31st March, 2024 not liable to retire by rotation.

The Board of Directors recommends the Special Resolution at Item No. 3 of the accompanying Postal Ballot Notice for approval of the Members of the Company.

Except Mr. D.G. Prasad (DIN: 00160408) and his 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. 3 of the Postal Ballot Notice.

Item No. 4:

The Board, at its meeting held on November 14, 2018, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. J.A.S. Padmaja (DIN: 07484630) as an Additional and Independent Director of the Company with effect from November 14, 2018, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from J.A.S. Padmaja to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules from J.A.S. Padmaja to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, J.A.S. Padmaja fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 and she is independent. Mrs. J.A.S. Padmaja is independent of the management and possesses appropriate skills, experience and knowledge.

The resolution seeks the approval of members for the appointment of J.A.S. Padmaja as an Independent Director of the Company up to November 13, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The Board of Directors recommends the ordinary resolution at Item No. 4 of the accompanying Postal Ballot Notice for approval of the Members of the Company.

Except Mrs. J.A.S. Padmaja (DIN: 07484630) and her 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 Postal Ballot Notice.

All the material documents referred to in the Notice and Explanatory Statement in respect of ITEM NO (s) from 1 to 4 such as the draft appointment letters, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Wednesday, March 20, 2019.

Date: 5th February, 2019,
Place: Hyderabad

By Order of the Board of Directors
For 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 State
CIN: L24110TG1989PLC009713

Sd/-

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Resolution No.	1	2
Name of the Director	Dr. M. R. Naidu	Mr. M. Gopalakrishna
Director Identification Number (DIN)	00143836	00088454
Age	85 years	80 years
Date of Appointment at current designation / Date of first appointment on the Board	07/09/1998	14/11/2012
Profile / Qualifications & Experience	<p>A distinguished scholar, Dr. M.R. Naidu is a Doctorate in Science and Graduate in Mechanical Engineering. Academic accomplishments apart, Dr. Naidu has been active in Professional Bodies like American Society of Mechanical Engineers, Planning Executives Institute and Indian Institute of Engineers.</p> <p>Prior to his career at Suven's, Dr. M.R. Naidu has been the Chairman and Managing Director of Bharat Heavy Plates and Vessels Limited (BHPV) and Hindustan Machine Tools Limited (HMT) and holds a vast experience in Technical and Administrative Sectors. He has graced the position of President in The Andhra Petrochemicals Ltd and the U.B. Group.</p>	<p>Mr. M Gopalakrishna, is a retired IAS officer and holds a Graduate degree in the Sciences and Law. He Joined the Indian Administrative Services (IAS) in 1962, he worked with the Governments of Assam, Andhra Pradesh and Government of India. In 1997 he superannuated services as Chairman of Rural Electrification Corporation in the rank of Secretary to the Govt. of India.</p> <p>During his eventful tenure, he was also Chairman, SCOPE, [the Standing Conference of Public Enterprises under the aegis of the Government of India. He has also been Director on several Industrial Promotion and Development Corporations and Manufacturing companies in the Government of India, Government of A.P. and Government of Assam.</p> <p>With a career spanning nearly over 5 decades, Mr. M. Gopalakrishna adorns the Suven board with his vast administrative, corporate and managerial experience in Public Sector entities in the areas of promotion, development and regulation of industry and power utilities.</p>
Terms and conditions of appointment / re-appointment	As per the resolution at Item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at Item no. 2 of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Sitting fees	Sitting fees

Names of listed entities in which the person also holds the directorship in other Companies	Nil	NSL Renewable Power Private Limited Nuziveedu Seeds Limited Avra Synthesis Private Limited NSL Textiles Limited Olectra Greentech Limited Avra Laboratories Private Limited Prabhat Agri Biotech Limited BGR Energy Systems Limited Pitti Engineering Limited Jocil Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Suven Life Sciences Limited Audit Committee (Member) Nomination & Remuneration Committee (Member) Stakeholders Relationship Committee (Member)	Suven Life Sciences Limited Audit Committee (Member) Nomination & Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman) Stakeholders Relationship Committee (Chairman) BGR Energy Systems Limited Audit Committee (Member) Stakeholders Relationship Committee (Chairman) NSL Textiles Limited Audit Committee (Member) Prabhat Agri Biotech Limited Audit Committee (Member)
Shareholding in the Company	3500	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	He is not related to any other Directors of the Company	He is not related to any other Directors of the Company
The number of Meetings of the Board attended/held during the FY 2018-19 i.e, upto 5 th February, 2019	4/5	4/5

Resolution No.	3	4
Name of the Director	Mr. D. G. Prasad	Mrs. J.A.S. Padmaja
Director Identification Number (DIN)	00160408	07484630
Age	70 years	56 years
Date of Appointment at current designation / Date of first appointment on the Board	19/01/2009	14/11/2018
Profile / Qualifications & Experience	<p>A financial expert, Mr. Prasad has been a career banker for over 33 years and holds hard core expertise in trade finance, international finance, merchant banking, corporate strategies, mergers and acquisitions, loan syndications, forfeiting, international negotiations and co-financing with multilateral agencies. He has been trained in — Treasury Management’ at Credit Suisse, Switzerland;—International Banking and Development’ at the International Development Ireland at Dublin and London and —Advanced Agribusiness Management’ at Cornell University, Ithaca, New York, USA. He has also been a guest faculty at business schools on international finance and international marketing. His career is also is marked by service in Canara Bank and Exim Bank.</p>	<p>Smt. J.A.S. Padmaja aged 56 years is a Psychology graduate from St. Francis College Hyderabad and a post graduate Diploma in Marriage and Family Counseling from Osmania University.</p> <p>She is involved in various social service activities for over 3 decades. She is a practicing counselor for the last twenty years working with mental disorders, adolescent crisis, depression and anxiety disorders and marriage counseling.</p> <p>She was actively involved in founding THE HYDERABAD CHILDRENS TRUST (HCT) which gives meaningful life to the orphaned children by providing shelter and education so that they can secure decent jobs and lead a normal life.</p> <p>She was also associated with APWMR as Vice President - which took up various welfare activities for differently abled children. She is associated with the JVMRD Trust as a chairperson where she is involved in building a high school in a remote village of the most backward area of AP</p> <p>She is also associated with skill development programs for women and educated youth requiring further skills to make them employable from this backward area through this Trust.</p>
Terms and conditions of appointment/ re-appointment	As per the resolution at Item no. 3 of this Notice read with the explanatory statement thereto	As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Sitting fees	Sitting fees

Names of listed entities in which the person also holds the directorship in other Companies	Gokak Textiles Limited Moschip Semiconductor Technology Limited Natco Pharma limited Suven Pharmaceuticals limited	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Suven Life Sciences Ltd Audit Committee (Chairman) Nomination & Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Member) Natco Pharma limited Audit Committee (Member) Gokak Textiles Limited Audit Committee (Chairman)	Nil
Shareholding in the Company	Nil	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	He is not related to any other Directors of the Company	She is not related to any other Directors of the Company
The number of Meetings of the Board attended/held during the FY 2018-19 i.e, upto 5 th February, 2019	5/5	3/5