



Suven Life Sciences Limited

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

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **SUVEN LIFE SCIENCES LIMITED** (“the Company”) will be held on **Thursday, June 05, 2025 at 11:30 a.m. (IST)** through video conference (“VC”) / other audio-visual means (“OAVM”) to transact the following businesses:

ITEM NO. 1: 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 13, 61, 64, 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 ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 1/- (Rupees One only) each to ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹ 1/- (Rupees One only) each by creation of additional 20,00,00,000 (Twenty Crore) 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 as new Clause V:

“V. The Authorized Share Capital of the Company is ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty 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 2: Issue of up to 6,40,02,999 (Six Crore Forty Lakh Two Thousand Nine Hundred and Ninety-Nine) warrants each convertible into, or exchangeable for, one equity shares of the Company within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants") to the Promoter Group entity of the Company and certain identified non-promoter persons / entities:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (the "**Listing Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, (the "**SAST Regulations**"), Foreign Exchange Management Act, 1999 (**FEMA**), as amended from time to time and as in force, and any other law for the time being in force, and the provisions contained in the Memorandum and Articles of the Association of the Company, and subject to the approvals, permissions and sanctions from any statutory/ regulatory authority including the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to authorise the Board to create, offer, issue and allot, in one or more tranches, up to **6,40,02,999 (Six Crore Forty Lakh Two Thousand Nine Hundred and Ninety Nine)** fully Convertible Warrants ("**Warrants**"), on preferential basis, at a price of ₹ 134/- (Rupees One Hundred and Thirty-Four only) each payable in cash ("**Warrant Issue Price**"), aggregating up to ₹ **857,64,01,866/- (Rupees Eight Hundred Fifty-Seven Crore Sixty-Four Lakh One Thousand Eight Hundred and Sixty-Six Only)** determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of face value of ₹ 1/- (Rupees One Only) each ("**the Equity Shares**") for cash, to the below-mentioned persons belonging to the Promoter Group entity of the Company and certain non-promoter persons/ entities ("**Proposed Allottees**"), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of the Proposed Allottees	Maximum No. of Warrants to be allotted
	Promoter Group entity	
1.	JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITED (In its capacity as sole trustee of Jasti Family Trust)	3,17,68,764
	Non-Promoter persons/entities	
2.	QUANT MUTUAL FUND	47,01,490
3.	TEJAS TRIVEDI	37,31,343
4.	ABAKKUS DIVERSIFIED ALPHA FUND	29,85,000
5.	3P INDIA EQUITY FUND 1	33,58,209
6.	3P INDIA EQUITY FUND 1M	11,19,403
7.	KETAN CHHOTALAL SHETH	20,00,000
8.	ITI HOLDINGS AND INVESTMENT PRIVATE LIMITED	18,65,670
9.	ARUN NAHAR	15,00,000
10.	JAGDISH N MASTER	15,00,000
11.	COBRA INDIA (MAURITIUS) LIMITED	15,00,000
12.	NILESH KISHORE SHAH	12,00,000
13.	NIMESH ARVIND DOSHI	11,94,100
14.	ORACULAR ADVISORY PRIVATE LIMITED	11,25,000
15.	ATMAN INVESTMENTS PRIVATE LIMITED	10,00,000
16.	TRISHAKTI POWER HOLDINGS PRIVATE LIMITED	10,00,000
17.	TIKRI PARTNERS LLP	7,46,260
18.	CAMPBELL ADVERTISING PRIVATE LIMITED	4,47,760
19.	NIMISH CHANDULAL SHAH	3,60,000
20.	SHARAD NANDLAL SHAH	3,00,000
21.	NEHA IYENGAR	3,00,000
22.	SHANTIKUMAR G SHAH	1,50,000
23.	CHARU M PARIKH	1,50,000
	Total	640,02,999

“RESOLVED FURTHER THAT the Company hereby note and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 6th May, 2025, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 133.90 (Rupees one hundred and thirty three and paise ninety only).”

“RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- i). Each Warrant held by the proposed allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 1/- (Rupees One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the “Warrant Exercise Period”) of such warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

- ii). The proposed allottees shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder in one or more tranches or at the time of exercising the conversion of the Warrants;
- iii). The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders;
- iv). The Warrants, being allotted to the proposed allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations.
- v). The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- vi). The Warrants and Equity Shares arising on conversion of such Warrants shall be issued and allotted by the Company only in dematerialized form.
- vii). In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- viii). The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- ix). Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
- x). The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.
- xi). The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the respective provisions of the Companies Act, 2013, regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof."

“RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrant Holder within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority/ stock exchanges, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions, together with an application form be issued to the Promoter Group allottee and Non-Promoter allottees inviting them to subscribe to the Convertible Warrants.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the Warrant Holder(s).”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 3: To Re-appoint 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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals and consent, if required under the law, approval of the Members be and is hereby accorded to the re-appointment of Smt. Sudharani Jasti (DIN: 00277998) as Whole-time Director (WTD) of the Company for a further period of five (5) years commencing from November 01, 2025 to October 31, 2030, liable to retire by rotation, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and modify the terms and conditions of the said appointment as it may deem fit.”

“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 the Company or otherwise to the end and intent that they shall be deemed to have given their approval hereto expressly by the authority of this resolution.”

Place: Hyderabad
Date: 13th May, 2025

by order of the Board of Directors

Registered Office
8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500034
CIN: L24110TG1989PLC009713

Sd/-
Shrenik Soni
Company Secretary
Membership No. F12400

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 Extraordinary General Meeting ("EGM") through video conference ("VC")/ other audio-visual means ("OAVM"), without the physical presence of Members at a common venue.
2. This EGM 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 8th April 2020; General Circular No.17/2020 dated 13th April 2020; General Circular No. 20/2020 5th May 2020; General Circular No. 02/2021 dated 13th January, 2021; General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and all the other applicable circulars issued in this regard 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.**
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company
4. A statement pursuant to Section 102 of the Companies Act, 2013 ("**Explanatory Statement**") read with Listing Regulations, 2015, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, setting out material facts relating to the special business(es) to be transacted at the EGM is annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the aforesaid MCA and SEBI 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 EGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed to this Notice and the deemed venue for the EGM shall be the Registered Office of the Company. However, the Body Corporates are entitled to appoint authorized

representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

6. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
7. 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.
8. 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 25th 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. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on website of the Company at www.suven.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFinTech at <https://evoting.kfintech.com>. The physical copies of the Notice shall be sent to those members who request for the same.

The Notice is sent to those Members who hold shares as on the cut-off date i.e. Friday, May 29, 2025. In case a person has become a Member of the Company after the aforementioned cut-off date but on or before the cut-off date for e-voting, he / she may cast vote using remote e-voting or e-voting during the EGM in accordance with the 'Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM' section which forms part of the Notice and may contact the Company at investorservices@suven.com in case of any queries.

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 EGM. Members seeking to inspect such documents can send an email to investorservices@suven.com.

10. PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM

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

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 EGM 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 EGM 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 EGM. 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 EGM and will be kept open throughout the proceedings of the EGM.
 - f) Members will be allowed to participate in the EGM 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 EGM 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 **Sunday, 1st June, 2025 to Tuesday, 3rd June, 2025**.

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 EGM.

- 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 **Tuesday, 3rd June, 2025**.
- i) Members who need assistance before or during the EGM, may contact **KFinTech** at 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 EGM.
- iii. Institutional Members are encouraged to attend and vote at the EGM 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 EGM 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 with a copy marked to murthy.psrch@kfintech.com and investorservices@suven.com.

11. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE EGM

- 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 EGM 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 EGM 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 EGM.
- iii. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM 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 e-voting	9:00 a.m. (IST) on Sunday, 1st June, 2025
End of e-voting	5:00 p.m. (IST) on Wednesday, 4th June, 2025

During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Thursday, 29th May, 2025, 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. 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, 29th May, 2025**.
- vi. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of meeting, i.e. **05th June, 2025**.
- vii. Smt. D. Renuka, Practicing Company Secretary (Membership No. A11963), has been appointed as the Scrutinizer to scrutinize the voting during the EGM (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 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
1. User already registered for IDeAS facility: ** i) URL: https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. iii) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. 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	1. Existing user who have opted for Easi/Easiest ** i) URL: https://web.cdslindia.com/myeasi/home/login Or URL: www.cdslindia.com Click on New System Myeasi ii) Login with user id and password iii) The user will see the e-voting menu. The menu will have links of ESP i.e. Kfin Tech e-voting portal.

<p>remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>i) To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</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>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>i) URL: https://www.evoting.nsdl.com/</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 request to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>v) Click on company name or e-Voting service provider name and you will be redirected to Kfin Tech voting page for casting your vote during the remote e-Voting period.</p>	<p>iv) Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</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>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>i) URL: www.cdslindia.com</p> <p>ii) Provide demat Account Number and PAN No.</p> <p>iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv) After successful authentication, user will be provided links for the respective ESP i.e. KFin Tech e-Voting portal.</p>
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<p>Individual Shareholder login through their Demat accounts / Website of Depository Participant</p>	<p>i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>iii) Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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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 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 or contact at 022- 23058738 or 22-23058542/43.

➤ **For Non Individual Shareholders holding shares in demat mode 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.

B. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37, dated May 07, 2024, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

Mrs. C. Shobha Anand, Dy. Vice President

KFin Technologies Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,

Hyderabad 500 032; Phone No.: +91 40 6716 2222

Toll-free No.: 1800-309-4001 E-mail: evoting@kfintech.com

12. Information and instructions for e-voting facility at EGM (Insta Poll)

- Facility to cast vote through e-voting system at EGM (Insta Poll) will be made available on the video conference screen and will be activated once the e-voting is announced at the Meeting.
- Those members, who will be present in the EGM 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 EGM (Insta Poll).

- iii. The procedure for e-voting during the EGM (Insta Poll) is same as the instructions mentioned above for remote e-voting since the EGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the EGM during the EGM. E-voting during the EGM (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 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 EGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the EGM and for participation through VC/ OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
2.	Link for posting EGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Speaker registration'. Period of registration: Sunday, 1st June, 2025 to Tuesday, 3rd June, 2025 https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Post Your Queries'. The window will close on Tuesday, 3rd June, 2025
3.	Link for remote e-voting	https://evoting.kfintech.com
4.	Username and password for VC	Members may attend the EGM through VC by accessing the link https://emeetings.kfintech.com 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 Limited at 1800-3454-001 or write to them at evoting@kfintech.com
6.	Cut-off date for e-voting	Thursday, 29th May, 2025
7.	Time period for remote e-voting	Commences on Sunday, 1st June, 2025 (9.00 a.m. IST) and ends on Wednesday, 4th June, 2025 (5.00 p.m. IST)
8.	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 : www.kfintech.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000/- (Thirty Crores) of ₹ 1/- (Rupees One only) each. The Board of Directors in its Meeting held on May 13, 2025 has proposed to increase the Authorized Share Capital to ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) equity shares of ₹ 1/- (Rupees One only) each, in order to facilitate any further capital issuances 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 13 and 61 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) requires the approval of the Members in the General Meeting.

The Board of Directors recommends the Ordinary Resolution at item no. 1 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. 1 of this Notice.

ITEM NO. 2

To meet the funding requirements for ongoing Research & Development programs, Clinical Development of molecules in research pipeline, capex requirements for new R&D Centre, and general corporate purposes, the Board of Directors of the Company, at its Meeting held on 13th May, 2025, had considered and approved (subject to the approval of the shareholders of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of up to 640,02,999 (Six Crore Forty Lakh Two Thousand Nine Hundred Ninety Nine) Convertible Warrants to the Promoter Group Entity of the Company and Non-Promoter persons/entities ("Warrant Holder(s)" / "Proposed Allottee(s)") on preferential basis, in one or more tranches, at a price of ₹ 134/- per warrant aggregating up to ₹ 857,64,01,866/- (Rupees Eight Hundred Fifty Seven Crores Sixty Four Lakhs One Thousand Eight Hundred Sixty Six only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each Warrant convertible into 1 (One) Equity Share of face value of ₹ 1/- (Rupees One Only) each ("the Equity Shares") for cash, in accordance with the provisions of the SEBI ICDR Regulations.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) as amended, approval of Members of the Company by way of Special Resolution is required to issue warrants convertible into equity shares (“Warrants”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

Necessary information and disclosures as required in respect of the proposed issue of Warrants in terms of SEBI ICDR Regulations and applicable provisions and rules made under the Companies Act, 2013 are as under:

1. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company (“Board”) at their meeting held on 13th May, 2025, approved raising of funds aggregating up to ₹ 857,64,01,866/- (Rupees Eight Hundred Fifty-Seven Crore Sixty-Four Lakh One Thousand Eight Hundred and Sixty-Six only) by way of issuance of up to 6,40,02,999 (Six Crore Forty Lakh Two Thousand Nine Hundred Ninety-Nine) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 1/- each (“Warrant”) at an Issue price of ₹ 134/- each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws to following class of persons/ entities belonging to promoter group entity and to certain non-promoter persons/ entities:

Sr. No.	Name of the Proposed Allottees	Category	Maximum No. of Warrants to be allotted
1	JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITED (In its capacity as sole trustee of Jasti Family Trust)	Promoter Body Corporate	3,17,68,764
2	QUANT MUTUAL FUND	Mutual Fund	47,01,490
3	TEJAS TRIVEDI	Individual	37,31,343
4	3P INDIA EQUITY FUND 1	AIF	33,58,209
5	ABAKKUS DIVERSIFIED ALPHA FUND	AIF	29,85,000
6	KETAN CHHOTALAL SHETH	Individual	20,00,000
7	ITI HOLDINGS AND INVESTMENT PRIVATE LIMITED	Company	18,65,670
8	ARUN NAHAR	Individual	15,00,000
9	JAGDISH N MASTER	Individual	15,00,000
10	COBRA INDIA (MAURITIUS) LIMITED	Body Corporate	15,00,000
11	NILESH KISHORE SHAH	Individual	12,00,000
12	NIMESH ARVIND DOSHI	Individual	11,94,100
13	ORACULAR ADVISORY PRIVATE LIMITED	Company	11,25,000
14	3P INDIA EQUITY FUND 1M	AIF	11,19,403
15	ATMAN INVESTMENTS PRIVATE LIMITED	Company	10,00,000

16	TRISHAKTI POWER HOLDINGS PRIVATE LIMITED	Company	10,00,000
17	TIKRI PARTNERS LLP	Body Corporate	7,46,260
18	CAMPBELL ADVERTISING PRIVATE LIMITED	Company	4,47,760
19	NIMISH CHANDULAL SHAH	Individual	3,60,000
20	SHARAD NANDLAL SHAH	Individual	3,00,000
21	NEHA IYENGAR	Individual	3,00,000
22	SHANTIKUMAR G SHAH	Individual	1,50,000
23	CHARU M PARIKH	Individual	1,50,000
	Total		640,02,999

2. Objects of the Issue:

The company intends utilize the issue proceeds towards funding the following objects:

Object No.	Object description	Estimated amount (In ₹ lakhs) (up to)	Indicative Timelines
1(a)	Expenses towards the conduct of clinical development of molecules in research pipeline through Suven Neurosciences, Inc. an overseas wholly owned subsidiary of the Company. #	40000.00	36 months effective from June 2025
1(b)	Expenses towards Drug Discovery Research & Development (R&D) #	13000.00	36 months effective from June 2025
1(c)	Expenses towards new R&D center with all requisite infrastructure and equipments (CAPEX) #	20000.00	36 months effective from June 2025
2	Expenses towards General corporate purposes (GCP) *	12764.00	36 months effective from June 2025
	Total Proceeds	85764.00	

The estimated funding requirements for clinical development of molecules in research pipeline are based on management's past experience and proposals/quotations received from multinational CROs for the existing projects and/or based on similar kind of studies undertaken in the past by our Company and/ or its Wholly Owned Subsidiary. The funding requirements mentioned above for R&D and CAPEX are based on management estimates. The above funding requirements are inter-changeable amongst objects 1(a), 1(b) and 1(c.)

* The amount allocated to be utilized for general corporate purposes shall not exceed 15% of the issue proceeds. Any surplus in GCP will be utilized for Object 1(a), Object 1(b) and Object 1(c).

3. Monitoring of utilization of funds:

As required under the ICDR Regulations and other applicable laws, the Company has appointed Crisil Ratings Limited, a credit rating agency registered with SEBI, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

4. Interim Use of Issue Proceeds:

Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in money market instruments including money market mutual funds/liquid funds, deposits in scheduled commercial banks or any other investment as permitted under applicable law.

5. Amount which the Company intends to raise by way of issue of convertible Warrants:

The company intends to raise the funds up to ₹ 857,64,01,866/- (Rupees Eight Hundred Fifty-Seven Crore Sixty-Four Lakh One Thousand Eight Hundred and Sixty-Six only)

6. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

The preferential issue is being made to the promoter group entity (referred as proposed allottees) as per list given in the Resolution under Item No. 2 of the Notice and they have indicated their intention to subscribe for the same. Except them no other, Directors, Key Managerial Personnel of the Company intended to subscribe to the warrants.

7. Relevant Date:

The Relevant date for the purpose of this issue shall be Tuesday, 06th May, 2025 being the date 30 days prior to the date of Extra-Ordinary General Meeting for passing of Special Resolution by the Members of the Company to approve the proposed preferential issue in accordance with the SEBI ICDR Regulations.

8. Shareholding pattern of the issuer before and after the preferential issue:

Sl. No.	Category	Pre-Issue Holding (*)		Post Issue Holding (see Note below)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters and Promoter Group holding				
1	Indian				
	Individual	15,33,736	0.70	15,33,736	0.54
	Bodies Corporate	15,16,97,500	69.56	18,34,66,264	65.04
	Sub-total	15,32,31,236	70.27	18,50,00,000	65.58
2	Foreign promoters	-	-	-	-
	Sub-total (A)	15,32,31,236	70.27	18,50,00,000	65.58
B	Non-Promoters holding				
1	Institutional investors				
	Mutual Funds	20,851	0.01	47,22,341	1.67
	Alternate Investment Funds	-	0.00	74,62,612	2.65
	Foreign Portfolio Investors (FPI)	6,13,823	0.28	6,13,823	0.28
2	Non-institution				

	Private Bodies Corporate	51,74,015	2.37	1,18,58,705	4.20
	Directors and relatives	3,25,637	0.15	3,25,637	0.12
	NRIs	41,16,010	1.89	41,16,010	1.46
	Indian Public (Individual & HUF)	5,42,80,312	24.89	6,76,65,755	23.99
3	Others	3,11,833	0.14	3,11,833	0.11
	Sub-total (B=1+2+3)	6,48,42,481	29.73	9,70,76,716	34.42
	Grand Total A+B	21,80,73,717	100.00	28,20,76,716	100.00

(*) as on 09th May, 2025

Note: i). Aforesaid shareholding pattern does not include employee stock options issued by the Company whether vested or otherwise.

ii). The above post issue shareholding pattern is presented assuming full conversion of all the Warrants into equivalent number of equity shares of the Company. There shall be no change in Control or the Management of the Company consequent to the issue of Warrants as well as post conversion.

9. Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

The warrants are proposed to be allotted to persons belonging to the promoter group entity and to certain non-promoter persons/ entities of the Company as indicated in the below detailed Table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees is as under:

Name of the Proposed Allottee	Pre-Issue Shareholding*		No. of warrants to be Issued/ allotted	Post-Issue Shareholding #		Ultimate Beneficial Owners of the Proposed Allottees
	No. of Equity Shares	% of share holding		No. of Equity Shares	% of share holding	
JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITED (In its capacity as sole trustee of Jasti Family Trust)	15,16,97,500	69.56	3,17,68,764	18,34,66,264	65.04	Sudharani Jasti
QUANT MUTUAL FUND	Nil	-	47,01,490	47,01,490	1.67	Sandeep Tandon
TEJAS TRIVEDI	49869	0.02	37,31,343	37,81,212	1.34	NA
ABAKKUS DIVERSIFIED ALPHA FUND	Nil	-	29,85,000	29,85,000	1.06	NA
3P India Equity Fund 1	Nil	-	33,58,209	33,58,209	1.19	1. Prashant Kumar Rajendra Jain 2. Ashwani Kumar 3. Sharad Mohnot
KETAN CHHOTALAL SHETH	2197962	1.01	20,00,000	41,97,962	1.49	NA
ITI HOLDINGS AND INVESTMENT PRIVATE LIMITED	Nil	-	18,65,670	18,65,670	0.66	Vidhi Dharmesh Doshi
ARUN NAHAR	Nil	-	15,00,000	15,00,000	0.53	NA
JAGDISH N MASTER	Nil	-	15,00,000	15,00,000	0.53	NA
COBRA INDIA (MAURITIUS) LIMITED	Nil	-	15,00,000	15,00,000	0.53	Jean-Marc Lesieur
NILESH KISHORE SHAH	Nil	-	12,00,000	12,00,000	0.43	NA
NIMESH ARVIND DOSHI	46920	0.02	11,94,100	12,41,020	0.44	NA

ORACULAR ADVISORY PRIVATE LIMITED	Nil	-	11,25,000	11,25,000	0.40	Anujkumar Anantrai Sheth
3P India Equity Fund 1M	Nil	-	11,19,403	11,19,403	0.40	1. Prashant Kumar Rajendra Jain 2. Ashwani Kumar 3. Sharad Mohnot
ATMAN INVESTMENTS PRIVATE LIMITED	Nil	-	10,00,000	10,00,000	0.35	Rajiv Madhukant Doshi Hemali Rajiv Doshi
TRISHAKTI POWER HOLDINGS PRIVATE LIMITED	Nil	-	10,00,000	10,00,000	0.35	Paresh Rajnikant Doshi
TIKRI PARTNERS LLP	Nil	-	7,46,260	7,46,260	0.26	Seema Jain
CAMPBELL ADVERTISING PRIVATE LIMITED	Nil	-	4,47,760	4,47,760	0.16	Ashish Begwani
NIMISH CHANDULAL SHAH	Nil	-	3,60,000	3,60,000	0.13	NA
SHARAD NANDLAL SHAH	Nil	-	3,00,000	3,00,000	0.11	NA
NEHA IYENGAR	Nil	-	3,00,000	3,00,000	0.11	NA
SHANTIKUMAR G SHAH	Nil	-	1,50,000	1,50,000	0.05	NA
CHARU M PARIKH	Nil	-	1,50,000	1,50,000	0.05	NA

* as on 09th May, 2025

assuming full conversion of warrants into equity shares

11. Change in Control or Management, if any that would occur in the Company consequent to the Preferential Issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue of the Warrants and the equity Shares allotted pursuant to exercise of such Warrants, Accordingly, there shall be no change in the status of category of the allottees post preferential issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

12. Pricing and Basis or justification for the price (including the premium, if any) that has been arrived:

The issue price will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations, 2018. The Equity Shares of the Company are listed on both the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered to arrive at the price in accordance with SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the issue price at which the warrants shall be allotted shall be not less than higher of the following, i.e. ₹ 133.90/- being higher of the following

- i). the volume weighted average prices of the equity shares quoted on NSE during the 90 trading days preceding the Relevant Date; i.e. ₹ 128.06/- per warrant convertible into Equity shares;
- or
- ii). the volume weighted average prices of the equity shares quoted on NSE during the 10 trading days preceding the Relevant Date; ₹ 133.90/- per warrant convertible into Equity shares;

In view of the above, the Board has approved a Warrant Issue Price of ₹ 134.00/- (Rupees One Hundred Thirty-Four only) per Warrant.

Further, the issue price has been determined based on consideration of Pricing Certificate received from M/s. KARVY & Co., Chartered Accountants, FRN: 001757S, for the purpose of undertaking pricing of the equity shares of the Company for issuance of Warrants through preferential allotment. The pricing certificate is displayed on the website of the company at https://www.suven.com/pdf/PricingCertificate_Pref_Issue_2025.pdf

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

Further, there is no requirement to obtain a valuation report from a registered valuer as (a). the shares of the Company are frequently traded, and (b). the Preferential Issue would not result in any change of control of the Company and /or allotment of more than 5% of the post issue fully diluted equity share capital of the Company to one allottee/ or allottees acting in concert.

13. Certificate from Practicing Company Secretary:

As per Regulation 163(2) of the ICDR Regulations, a certificate from M/s. DVM & Associates LLP, the Practicing Company Secretary confirming that the proposed issue of convertible warrants is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 is obtained and available at the website of the Company viz.

https://www.suven.com/pdf/SLSL_PCS_Certificate_Preferential_Issue_163.pdf

14. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

The Company has not made any allotment of equity shares or securities convertible into equity shares of the Company on a preferential basis during the current financial FY 2025-26.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: Not applicable**16. Lock-in Period:**

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

17. Undertakings:

- 17.1 In terms of the ICDR Regulations, the Company hereby undertakes that the Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations.
- 17.2 None of the Company, its Directors or Promoter have been declared as wilful defaulter by any bank or financial institutions or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- 17.3 As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- 17.4 If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same. Further, if the amount payable on re-computation of the price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by allottees.

18. Other Disclosures:

- 18.1. All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- 18.2. The Company is eligible to make the Preferential Allotment to its promoter group entity under Chapter V of the SEBI ICDR Regulations.
- 18.3. The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 90 trading days preceding the Relevant Date.
- 18.4. No assets of the Company are getting charged as securities.

Excepting Shri Venkateswarlu Jasti, Chairman & MD and Smt. Sudharani Jasti, Whole-time Director of the Company and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

The Board of Directors of the Company recommends the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members of the Company.

ITEM NO. 3

Smt. Sudharani Jasti (DIN: 00277998) is a Whole-time Director (WTD) and Key Managerial Personnel (KMP) in your Company. She was re-appointed as Whole-time Director of the Company pursuant to Section 196, 197, 198 and 203, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Members of the Company at the 33rd Annual General Meeting held on August 04, 2022 for the period of three (3) years commencing from November 01, 2022 up to October 31, 2025. She had been on the Board since inception of the Company and successfully managing affairs of the company as Whole-time Director providing the strategic direction and leadership in governance & administration functions of the Company.

Considering the progress in the discovery research and efficiency in administration of the Company by Whole-time Director, the Board of Directors at its meeting held on May 13, 2025, on the basis of recommendation of Nomination & Remuneration Committee and Audit Committee in the respective meetings held on 13th May 2025, approved the re-appointment of Smt. Sudharani Jasti as Whole-time Director of the Company for a further period of five (5) years commencing from November 01, 2025.

Smt. Sudharani Jasti has opted not to draw any remuneration from the company on voluntary basis, accordingly the NRC Committee and the Board have recommended that no remuneration or profit-based commission be paid to her.

The terms and conditions of appointment of Smt. Sudharani Jasti are i) the appointment as Whole-time Director is for a period of five (5) years with effect from November 01, 2025, without any remuneration. ii) The roles and responsibilities of the Whole-time Director are to oversee the company's administration functions of the Company.

The details of Smt. Sudharani Jasti as required under the provisions of Regulations 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), 2015 and other applicable provisions of Companies Act, 2013 including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in annexure to this Notice.

Since the age of Smt. Sudharani Jasti is above 70 years, the approval of shareholders to continue to hold office as Whole-time Director sought, to be accorded in terms of section 196 (3) of the Companies Act 2013 by passing the resolution as a Special Resolution.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment of the Whole-time Director as specified above are now being placed before the Members for their approval.

The Board of Directors recommends the special resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

Except Smt. Sudharani Jasti, Shri Venkateswarlu Jasti and their relatives, none of the other Directors and KMPs of the Company and their respective relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of this Notice.

Place: Hyderabad
Date: 13th May, 2025

by order of the Board of Directors

Registered Office
8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500034
CIN: L24110TG1989PLC009713

Sd/-
Shrenik Soni
Company Secretary
Membership No. F12400

ANNEXURE TO NOTICE OF EGM

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

ITEM NO. 3

Name of the Director	Smt. Sudharani Jasti
Director Identification Number (DIN)	00277998
Age	70 years
Date of Appointment at current designation/ Date of first appointment on the Board	09/03/1989
Profile (Brief resume)/ Qualifications & Experience (including expertise in specific functional area)	Smt. Sudharani Jasti is a Graduate in Science from Andhra University. Smt. Sudharani Jasti had been on the Board since inception of the Company and successfully managing & overseeing the company's affairs as Whole-time Director providing the right direction and leadership in all governance matters.
Terms and conditions of appointment / re-appointment	As specified in resolution at Item No. 3 and Explanatory Statement of this notice.
Remuneration proposed to be paid	Smt. Sudharani Jasti opted not to draw any remuneration.
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
Directorships of other Listed Entities from which he resigned in the past three years	Nil
Shareholding in the Company	15,28,535 equity shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	<p>Smt. Sudharani Jasti is the promoter & Director in the Company, she is spouse of Mr. Venkateswarlu Jasti, Chairman & MD of the Company.</p> <p>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. 3 of the Notice.</p>
The number of Meetings of the Board attended/ held during the FY 2024-25 i.e. upto 31st March, 2025	4/5