



**COMPLIANCE CERTIFICATE**

*(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)*

To

**The Board of Directors**

**Suven Life Sciences Limited**

6<sup>th</sup> Floor, SDE Serene Chambers,  
Avenue - 7, Road No. 5, Banjara Hills,  
Hyderabad-500034, Telangana

We, M/s. DVM & Associates LLP, Practicing Company Secretaries have been appointed by Suven Life Sciences Limited ("**Company**"), having CIN: L24110TG1989PLC009713 and having its Registered Office at 6<sup>th</sup> Floor, SDE Serene Chambers, Avenue - 7, Road No. 5, Banjara Hills, Hyderabad-500034, Telangana to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time (hereinafter referred to as "**Regulations**").

In accordance with the Regulations, the Company has proposed issue of 64,002,999 convertible warrants on a preferential basis with an issue price of Rs. 134/- each ("**Proposed Preferential issue**"). The Proposed Preferential Issue was approved at the Meeting of Board of Directors of the Company held on 13<sup>th</sup> May, 2025.

**Managements' Responsibility:**

The compliance with the aforesaid and relevant Regulations and the Companies Act, 2013 ("**Act**") for the preferential issue of convertible warrants and preparation of the Notice convening Extra-Ordinary General Meeting, including its content and authenticity is the responsibility of the management of the Company.

This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete. The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

**Practicing Company Secretary's Responsibility:**

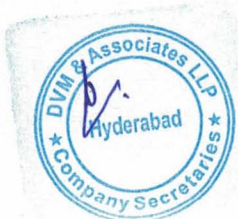
Pursuant to the requirements of Regulation 163(2) of Chapter V of the Regulations, as amended, it is our responsibility to provide limited assurance that the proposed preferential issue of convertible warrants to the proposed allottees, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.





On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- a) Memorandum of Association and Articles of Association of the Company;
- b) The present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- c) Resolutions passed at the meeting of the Board of Directors dated 13<sup>th</sup> May, 2025 approving the Proposed Preferential issue;
- d) List of Proposed Allottees;
- e) The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 06<sup>th</sup> May, 2025;
- f) The statutory registers of the Company and list of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. all equity shares held by the proposed allottees in the Company are in dematerialized form.
- g) Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- h) Details of sale or transfer of the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the Relevant Date;
- i) Permanent Account Numbers of the proposed allottees;
- j) Draft notice of General Meeting, Explanatory Statement:
  - a. to verify the disclosure in Explanatory Statement as required under Act and Regulation 163(1) of the Regulations.
  - b. to verify the tenure of the convertible warrants.
  - c. to verify the lock-in period as required under Regulation 167 of the Regulations.
  - d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- k) Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 134/-, basis the certificate dated 8<sup>th</sup> May, 2025 issued by the Statutory Auditors of the Company.
- l) Verified the relevant statutory records of the Company to confirm that:
  - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories;
  - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- m) conducted relevant management inquiry and obtained representation from the Management in this regard.



**Certification:**

Based on my/our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**Assumptions & Limitation of scope and Review:**

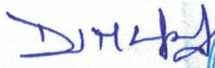
1. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
2. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
3. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

**For M/s. DVM & Associates LLP**

**Company Secretaries**

**L2017KR002100**

**ICSI Peer Review Certificate No. 890/2020**

  
**DVM Gopal**  
**Partner**  
M No: F 6280  
CP No: 6798



UDIN: F006280G000337811

Place: Hyderabad

Date: 14<sup>th</sup> May, 2025