

NOTICE OF ANNUAL GENERAL MEETING



NOTICE is hereby given that the Second Annual General Meeting of the Members of **SUVEN PHARMACEUTICALS LIMITED** will be held on Monday, the 14th day of September, 2020 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1 – To Adoption of financial statements

To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2020, Statement of Profit & Loss for the year ended 31st March, 2020, Statement of Cash flows for the year ended 31st March 2020 and together with the Reports of the Board of Directors and the Auditor's Report thereon.

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 2 – To confirm the Interim Dividend of Rs. 5.00 per equity share of face value of Rs 1.00 each already paid as final dividend for the financial year 2019-2020

"RESOLVED THAT the Interim Dividend of Rs. 2.50 per share and onetime special dividend of Rs. 2.50 per share totaling to Rs 5/- per equity share declared by the Board of Directors of the Company at their meeting held on 13th February, 2020 on 127282478 equity shares of Rs.1.00/- each absorbing a sum of Rs. 63,64,12,390/- (Rupees sixty-three crores sixty-four lakhs twelve thousand three hundred and ninety only) be and is hereby approved as the final dividend for the financial year ended March 31, 2020."

ITEM NO. 3 – To Appoint Mr. J. V. Ramudu as a director liable to retire by rotation

To appoint a director in place of Mr. J. V. Ramudu, (DIN: 03055480) who retires by rotation, and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. J. V. Ramudu (DIN: 03055480), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO. 4 – Increase of Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Article 57 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,10,00,000 (Rupees Twenty Crores Ten Lakhs) divided into 20,10,00,000 (Twenty Crores Ten Lakhs) Equity Shares of Rs. 1/- each to Rs. 40,00,00,000 (Rupees Forty Crores) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs. 1/- each by creation of additional 19,90,00,000 (Nineteen Crore Ninety Lacs) Equity Shares of Rs. 1/- each ranking pari passu in all respects with the existing equity shares of the Company and consequently, the existing Clause 5th of the Memorandum of Association of the Company, be and is hereby replaced with the following new 5th Clause:

5th. The Authorized Share Capital of the Company is INR 40,00,00,000 (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of INR 1/- (Rupee One only) each with the right to increase or reduce the share capital in accordance with the provisions of the Companies Act 2013. The company shall have powers, at any time and from time to time to increase or reduce capital. Any of the said shares and new shares may at any time and from time to time be divided in to shares of several classes in such manner as the articles of the company may prescribe and the shares of each class may confer such preferred or other special rights and privileges and impose such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as may be prescribed in or under the articles of association."

"RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

ITEM NO. 5 – Issue of Bonus Shares

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with Article 151 of the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the "SEBI") and Reserve Bank of India (the "RBI") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and

the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Securities Premium Account of the Company as at March 31, 2020, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of ₹1 (Rupee One only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of (1:1) one new equity share for every one existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date to be fixed by the Board in this regard."

"RESOLVED FURTHER THAT the new equity shares of ₹ 1 (Rupees One only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares."

"RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time."

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 6 - Approval of Suven Pharma Employee Stock Option Scheme 2020 (SPLESOP 2020) under SEBI (Share Based Employee Benefits) Regulations, 2014

To consider and, if thought fit, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI SBEB Regulations”**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), subject to such approvals, permissions, sanctions and such conditions and modifications as may be prescribed or imposed by the above authorities while

granting such approval, permissions and sanctions and subject to such other approvals, consent, permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the ‘Compensation Committee’ under the SBEB Regulations) to introduce, offer and implement the proposed Suven Pharma Employees Stock Options Scheme 2020 (**“SPLESOP 2020”**), to grant, vest and allot, from time to time, and in one or more tranches, 10,00,000 options exercisable into 10,00,000 Equity Shares of face value of Rs. 1/- each to the present and future employees, whether working in India or out of India, of the Company selected on the basis of criteria prescribed by the Board in accordance with the SBEB Regulations, hereinafter referred to as **“the Eligible Employees”** under SPLESOP 2020, on such terms and conditions including price, as may be determined by the Board in accordance with the provisions of SPLESOP 2020 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Equity Shares issued upon exercise of the Options and issued under **“SPLESOP 2020”** shall rank pari passu in all respects with the existing Equity Shares of the Company including the entitlement of dividend.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, change in capital structure, sale of division and others, if any, additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional Equity Shares issued.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the SPLESOP 2020 shall automatically stand reduced, as the case may be, in the same proportion

as the present face value of Rs. 1/- per Equity Share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under SPLESOP 2020 on the stock exchanges where the equity shares of the company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to SPLESOP 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate SPLESOP 2020 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of SPLESOP 2020 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorizing or directing to appoint Merchant Bankers, Solicitors, Brokers and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of SPLESOP 2020 as also to make applications to the appropriate authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or

doubts whatsoever that may arise and take all such steps and decisions in this regard.”

ITEM NO. 7 Approval of grant of stock options to the employees of subsidiary company (ies) under Suven Pharma Employee Stock Option Scheme 2020

To consider and, if thought fit, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI (SBEB) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to extend the benefits of Suven Pharmaceuticals Limited Employee Stock Option Scheme – 2020 (**“Scheme”**) including the grant of Employee Stock Options (**“Options”**) and issuance of Equity Shares thereunder, to such Employee(s) who are in permanent employment whether working in India or out of India, of the Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the new Equity Shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and

things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

Hyderabad, August 17, 2020

by order of the Board of Directors

Registered Office

8-2-334, SDE Serene Chambers
3rd Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500034
CIN: L24299TG2018PLC128171

K. Hanumantha Rao
Company Secretary
Membership No. A11599

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. The relevant details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.
4. Since the AGM will be held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.suvenpharm.com, websites 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 Company's RTA, KFin Technologies Private Limited (KFin Tech) at <https://evoting.karvy.com>
7. In terms of Section 152 of the Companies Act, 2013, Shri J. V. Ramudu, (DIN: 03055480), Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief profile of Director, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given at the end of the notes.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
9. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
10. At the first AGM held on November 30, 2019 the Members approved appointment of KARVY & Co, Chartered Accountants (Firm Registration No. 001757S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the sixth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the second AGM. The remuneration of the auditors during their tenure of office will continue to be fixed by the Board of Directors of your company on mutually agreed terms. The disclosure relating to auditors remuneration for the year 2019-20 is given in the notes to the accounts.

11. Members holding shares in physical form are requested to notify any changes, pertaining to their name, postal address, email address/telephone/mobile numbers or bank mandates and PAN details immediately to the Registrars and Transfer Agents M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 and in case of Members holding shares in electronic form are requested to notify any changes in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 07, 2020 through email on investorservices@suvnpharm.com. The same will be replied by the Company suitably.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices@suvnpharm.com
14. 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.
15. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to send correspondence concerning shares related matter to Company's Registrars M/s. KFin Technologies Private Limited, Hyderabad.
16. **To support the "Green Initiative", Members who have not registered their e-mail addresses so far are requested to register same with their DPs in case the shares are held by them in electronic form and with Kfin Tech in case the shares are held by them in physical form for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.**
17. **Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:**
Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / KFin Technologies Private Limited, Hyderabad.
19. Information and Instructions for joining the AGM through VC / OAVM and e-voting are as follows:
PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:
(i). The Company will provide VC / OAVM facility to its Members for participating at the AGM.
a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://>

emeetings.kfintech.com by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- (i). Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - (ii). Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii). After logging in, click on "Video Conference" option
 - (iv). Then click on camera icon appearing against AGM event of Suven Pharmaceuticals 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 who would like to express their views or ask questions during the AGM may register themselves 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 during **Tuesday, September 08, 2020 to Thursday, September 10, 2020**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- d) Upto 1000 Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- e) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- f) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800-425-8998 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- (ii). Pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility to exercise their right to vote on the resolutions proposed to be passed in the Second Annual General Meeting (AGM) by electronic means ("e-voting") and the business may be transacted through e-voting facility. The members may cast their votes remotely, using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting")

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

- (iii). The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
- (iv). The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 a.m. on Thursday, September 10, 2020

End of remote e-voting: 5:00 p.m. on Sunday, September 13, 2020

- (v). The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period. During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date being Monday, September 07, 2020 only shall be entitled to avail the facility of remote e-voting / Insta Poll.

- (vi). The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

Information and instructions relating to e-voting are as under:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote 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 again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). 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".
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, September 07, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.
- iv. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may call on KFinTech's toll-free numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
- (d) Member may send an e-mail request to evoting@kfintech.com If the member is already registered with KFinTech's e-voting platform, then he can use his existing password for logging in.

- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Procedure and instructions relating to e-voting:

A. In case a Member receives an e-mail from KFinTech [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 KFinTech 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 KFinTech 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 1800-425-8998/ 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- iii). After entering these details appropriately, click on "LOGIN".
- iv). You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v). You need to login again with the new credentials.
- vi). On successful login, the system will prompt you to select the E-Voting event for Suven Pharmaceuticals Limited.
- vii). On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either 'FOR'/'AGAINST' or alternatively, you may partially enter any number under 'FOR'/'AGAINST', but the total number under 'FOR'/'AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii). Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/demat accounts.
- ix). Voting has to be done for each item of this AGM Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as 'ABSTAINED'.
- x). You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- xi). A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote.
- xii). Corporate/ Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in 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 singh.us@kfinetech.com. It is also requested to upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

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

- (a) Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced, may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/email_registration/ for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail addresses with heir Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.
- (d) Follow the instructions at (A). (i) to (xii) to cast your vote.
- (vii). **The voting rights of Members / beneficial owners (in case of electronic shareholding) shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off**

date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting at the AGM through Insta Poll and a person who is not a Member as on the cut-off date should treat this AGM Notice for information purpose only.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

- (viii). In case of any query pertaining to e-voting, members may please visit to the "Help and FAQ's" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given under below:

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

Ms. C Shobha Ananda, Dy. General Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad 500 032
Phone No.: +91 40 6716 1700 /1565
Toll-free No.: 1800-425-8998 / 1800-345-4001
E-mail: evoting@kfintech.com

- (ix). Any person who acquires shares of the company and becomes a member of the company after the sending of the AGM Notice and holds shares as on the cut-off date, i.e. September 07, 2020, may obtain the login Id and password by sending a request at evoting@karvy.com. However, if you are already registered with "KFinTech" for remote e-voting then you can use your existing user ID and password for casting your

vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on <http://evoting.karvy.com>.

- (x). The Board of Directors of the Company has appointed, Smt. D. Renuka, a Practicing Company Secretary (Membership No. A11963), as Scrutinizer to scrutinize the remote e-voting and Insta Poll process for AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
- (xi). The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the Meeting (Insta Poll), thereafter unblock the votes cast through remote e-voting and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting.
- (xii). The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.suvenpharm.com and on the website of Karvy <http://evoting.karvy.com> immediately. The results shall simultaneously communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- (xiii). 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. September 14, 2020.

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

ITEM NO. 4

The current Authorized Share Capital of your Company is ₹ 20,10,00,000 (Rupees Twenty Crores Ten Lakhs only) divided into 20,10,00,000 (Twenty Crores Ten Lakhs) equity shares of ₹ 1 (Rupees One only) each. The Board of Directors in its meeting held on August 17, 2020 has proposed to increase the Authorized Share Capital to ₹ 40,00,00,000 (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores) equity shares of ₹ 1 (Rupee One only) each for the purpose of meeting all future fund raising requirements, if any, of the Company.

Pursuant to the provisions of Sections 61 and 63 and other applicable provisions, if any, of the Act the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association require approval of the Members.

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

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

ITEM NO. 5

The Board of Directors in its meeting held on August 17, 2020 considered, approved and recommended an issue of bonus shares in the proportion of (1:1) one new equity share of the Company of ₹ 1 each for every one existing equity share of the Company of ₹ 1 each held by the Members on the "Record Date" to be determined by the Board by capitalizing a part of the Securities Premium Account of the Company as at March 31, 2020. The bonus shares upon their issue, and allotment will rank pari passu in all respects with the existing shares including dividend, if any declared.

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

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice except to the extent of their shareholding held by them in the Company.

ITEM NO. 6 and 7

In order to reward and motivate employees as also to attract the talent as well as to retain other key employees of the Company as well as employees of Wholly Owned Subsidiary Suven Pharma, Inc., in USA, the Board of Directors at its meeting held on 17th August, 2020 have approved and proposed for the approval of the shareholders for issue of Stock Options as per which employees, who comply with certain eligibility criteria would be given / granted stock options to subscribe a specified number of equity shares of the Company offered to them at a price to be determined.

The ESOP Plan would be subject to and in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 issued by the Securities and Exchange Board of India (SEBI).

The object of the plan is to enable such employees to participate in the long term growth of the Company and seek convergence of interest of shareholders such that eligible employees consciously work towards value creation for the shareholders.

The Salient features of the ESOP Plan are as under:

(A) Brief Description of the Scheme

- (i) The total number of options to be granted under this scheme is 10,00,000 of ₹1/- each.
- (ii) The Board may with the approval of the shareholders increase the maximum number of options under the SPLESOP 2020 at any time.
- (iii) One option entitles the holder of the options to apply for one equity share of Rs. 1/- each of the company.

(B) Eligibility Criteria for the employees to participate in ESOP

The following are eligible to participate in the ESOP Scheme of the Company:

- (i) A permanent employee of the company who is inside or outside India; or
- (ii) A director of the company, whether a whole time director or not but excluding an independent / Promoter director;
- (iii) an Employee as defined in clause (i) or (ii) of a Subsidiary, in India or outside India, of the Company

The following are not eligible to participate in the scheme:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company;

(C) Requirements of vesting

- (i) There shall be a minimum period of one year between the grant of options and vesting of options.
- (ii) The vesting shall happen in one or more tranches as may be decided by the Board.
- (iii) All the options granted on any date shall vest not later than a maximum period of 6 years from the date of grant of options as may be determined by the Board.
- (iv) The Board may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable laws and in the interest of the option grantee.

(D) Exercise price or price formula

The exercise price for the conversion of 1 option into 1 equity share shall be as decided by the Board in terms of the Scheme.

(E) Exercise Period and the Process of Exercise

- (i) Exercise period will commence from the vesting date as stipulated in each Employee Option Agreement,

within which employee should exercise his right to apply for Shares against the Employee Stock Option vested in him in pursuance of the SPLESOP 2020.

- (ii) The Board will decide on the expiry period of options for employees leaving the Company after grant of options in their favour.
- (iii) The Options will be exercisable by the employees by a written application to the designated officer of the Company to exercise the Options, in such manner and on execution of such documents as may be prescribed by the Board under the Scheme.
- (iv) The Options will lapse if not exercised within the specified exercise period. Such lapsed options may be re issued by the Board in such manner as it deems fit in the best interest of the employees.

(F) Appraisal Process for determining the eligibility of employees to the ESOP Scheme

- (i) The company has a formal established performance appraisal system wherein the performance of the employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals.
- (ii) Employees and Directors would be granted Stock Options based on performance-linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the Board from time to time.
- (iii) The Board may at its discretion extend the benefits of the "SPLESOP 2020" to a new entrant or any existing employee on such other basis as it may deem fit.

(G) Maximum number of options to be issued per employee and in aggregate

- (i) The maximum number of options to be granted to each employee shall be as per scheme and will depend upon the rank/ designation of the employee as on the date of grant of options. However, no employee shall be entitled to more than such number of options equal to or exceeding 1% of the issued capital of the Company at the time of grant of options.

(ii) The aggregate number of options to be granted under this scheme shall not exceed 10,00,000 Equity shares

(iii) The Board shall decide on the number of options to be granted to each employee within this limit.

(H) Maximum quantum of benefits to be provided per employee under the SPLESOP 2020

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option Exercise price and the Market Price of the shares on the exercise date.

(I) Accounting Methods

The Company shall confirm to the accounting policies specified in the Regulation 15 of SBEB Regulations and/or such other guidelines as may be applicable from time to time.

(J) Method of Valuation of these options

The Company shall use the fair value method for valuation of the options.

(K) Implementation of Scheme and source of acquisition

(i) The Scheme shall be implemented and administered directly by the Company.

(ii) The Scheme contemplates fresh / new issue of shares by the Company.

Clause 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014 requires that any ESOP Scheme for offering stock options to the employees of the Company must be approved by the Members of the Company by way of a Special Resolution in the General Meeting and furthermore, as the Scheme will entail further shares to be offered to persons other than the existing shareholders of the company, consent of the Members is required by way of a Special Resolution pursuant to the provisions of subsection (b) of Section 62 of the Companies Act, 2013 and all other applicable provisions of the law for the time being in force.

Further, as per Regulation 6(3)(c) of SEBI (SBEB) Regulations, approval of the Members of the Company by way of separate Special Resolution is also required for grant of Options to the Employees of Subsidiary Company(ies).

The Board of Directors recommends the Special Resolutions at Item No. 6 and 7 of the accompanying Notice for approval of the Members of the Company

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 6 and 7 of the Notice except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

Hyderabad, August 17, 2020

by order of the Board of Directors

Registered Office

8-2-334, SDE Serene Chambers
3rd Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500034
CIN: L24299TG2018PLC128171

K. Hanumantha Rao
Company Secretary
Membership No. A11599

ANNEXURE TO NOTICE OF AGM

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

Resolution No.	3
Name of the Director	Mr. J. V. Ramudu
Director Identification Number (DIN)	03055480
Age	65 years
Date of Appointment at current designation/ Date of first appointment on the Board	06/11/2019
Qualifications	Post Graduate in Economics, Post Graduate in Law and Post Graduate Certificate in Criminal Justice and Police Management from the University of Leicester, U.K.
Experience (including expertise in specific functional area) / Brief Resume.	Mr. J.V. Ramudu , retired as Director General of Police of Andhra Pradesh in July, 2016. He was the First DGP of newly formed State of Andhra Pradesh. He held various senior positions in the Government. He was Vice-Chairman & Managing Director, A.P. Police Housing Corporation from 2010 to 2012. He was awarded (i) Indian Police Medal in 1997, (ii) Antrik Suraksha Seva Pathak in 2004 and (iii) President Police Medal in 2007. He worked as an IRS officer in Income Tax Department for 2 years before he was selected for IPS. He also had a stint in Orissa PHC to pull it out of red, as Director Specially appointed by Orissa Governor. He is a Philanthropist. He is running a school for around 600 students in his native village Narsimpally in Anantapur District. He developed his village as a Model Village by providing Drinking Water Facilities, Primary Health Care Centre, Roads, Temples, Grameena Bank, Rural Skilled Development etc. He is vigorously working for getting Irrigation Canals to the neighboring villages. He has very rich and varied experience in Community Services.
Terms and conditions of appointment /re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. J. V. Ramudu who was re-appointed as a Director at the Annual General Meeting held on November 30, 2019, is liable to retire by rotation.
Remuneration proposed to be paid	Sitting fees
Names of listed entities in which the person also holds the directorship in other Companies	AVANTI FEEDS LIMITED ENDIYA TRUSTEE PRIVATE LIMITED
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Audit Committee (Member) of Avanti Feeds Limited
Shareholding in the Company	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	He is not related to any other Directors, Manager and other Key Managerial Personnel of the Company
The number of Meetings of the Board attended/held during the FY 2019-20 i.e, upto 31st March, 2020	5 out of 8 meetings