



**COHANCE LIFESCIENCES LIMITED**  
(Formerly, Suven Pharmaceuticals Limited)

CIN: L24299MH2018PLC422236

**Registered Office:** # 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India; Tel: 91 22 61539999

**Corporate Office:** # 202, A-Wing, Galaxy Towers, Plot No.1, Hyderabad Knowledge City, TSIIC, Raidurg, Hyderabad - 500081 Telangana, India; Tel: 91 40 2354 9414/ 3311

**Email:** [investorservices@cohance.com](mailto:investorservices@cohance.com); **website:** [wwwcohance.com](http://wwwcohance.com)

**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs, Government of India)

<b>Commencement of e-voting on</b>	<b>Conclusion of e-voting on</b>
December 24, 2025 at 9:00 a.m. (IST)	January 22, 2026 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given that the resolution set out below is proposed for approval by the members of Cohance Lifesciences Limited (Formerly, Suven Pharmaceuticals Limited) (the “**Company**”) by means of a Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions of the Act and the Rules read with other relevant circulars, including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time). The resolution appended below is proposed for the approval of the appointment of Mr. Himanshu Agarwal (DIN: 06672915), as the Whole-time Director of the Company.

The resolution is proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot process (the “**Postal Ballot**”) only by way of voting through electronic means (remote e-voting). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof forms part of this Postal Ballot Notice (the “**Notice**” or the “**Postal Ballot Notice**”).

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent (RTA)**”) as the agency to provide e-voting facility (remote e-voting) to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI Listing Regulations and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, *inter alia*, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, December 19, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail addresses are registered with the Company/ Depositories/ RTA. The manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The detailed instructions for e-voting are given in the Notes under the section ‘Procedure for e-voting’.

The Board of Directors has appointed Mr. DVM Gopal (Membership No.F6280 and COP No.6798), Partner, M/s. DVM & Associates LLP, Company Secretaries, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit Scrutinizer’s report, after completion of scrutiny, to the Executive Chairman of the Company or to any person authorized by him. The results of e-voting will be announced on or before January 23, 2026 and will be displayed on the Company’s website at [wwwcohance.com](http://wwwcohance.com) and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

## RESOLUTION THROUGH POSTAL BALLOT

### **1. To approve the appointment of Mr. Himanshu Agarwal (DIN: 06672915), as a Whole-time Director of the Company**

To consider and, if thought fit, to give assent/ dissent to the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, and other applicable provisions of the Companies Act, 2013 (the “**Act**

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), approval of the members of the Company, be and is hereby accorded to appoint Mr. Himanshu Agarwal (DIN: 06672915), as a Whole-time Director of the Company, with effect from October 29, 2025 to October 28, 2030 for a period of 5 (five) years, designated as a Whole-time Director and Chief Financial Officer, on the terms and conditions as set out in the Explanatory Statement annexed to the Postal Ballot Notice, 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 and vary the terms and conditions of the said appointment including remuneration, as it may deem fit, subject to compliance of the applicable laws;

**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.”

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**Registered Office:** # 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India

**Corporate Office:** # 202, A-Wing, Galaxy Towers, Plot No.1, Hyderabad Knowledge City, TSIIC, Raidurg, Hyderabad - 500081 Telangana, India

**Email:** [investorservices@cohance.com](mailto:investorservices@cohance.com);

**Website:** [www.cohance.com](http://www.cohance.com)

**Place:** Hyderabad

**Date:** December 19, 2025

By order of the Board of Directors  
**For Cohance Lifesciences Limited**  
(Formerly, Suven Pharmaceuticals Limited)

Sd/-

**Kundan Kumar Jha**  
*Company Secretary, Compliance Officer  
and Head-Legal  
Membership No. A17612*

### **NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as on December 19, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent (“**RTA**”)/ Depository Participants. Physical

copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company's website at [www.coahance.com](http://www.coahance.com), website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent (RTA)") at <https://evoting.kfintech.com>.
4. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories/ RTA shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. on Thursday, January 22, 2026.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [investorservices@coahance.com](mailto:investorservices@coahance.com).

## 9. Procedure for e-voting:

### (i) E-voting facility:

- a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting facility will be available during the following voting period:

<b>EVEN</b>	<b>Commencement of e-voting</b>	<b>Conclusion of e-voting</b>
<b>9362</b>	<b>Wednesday, December 24, 2025 at 9:00 a.m. (IST)</b>	<b>Thursday, January 22, 2026 at 5:00 p.m. (IST)</b>

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.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, and (iii) shareholders holding shares of the Company in physical mode, is explained in the instructions given herein below.

### (ii) Information and instructions relating to e-voting:

- a. 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.

**b. Information and instructions for e-voting by individual shareholders holding shares of the Company in demat mode:**

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

<b>Procedure to login through websites of Depositories</b>	
<b>National Securities Depository Limited (“NSDL”)</b>	<b>Central Depository Services (India) Limited (“CDSL”)</b>
<p><b>1. User already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i) URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>iii) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</li> <li>iv) Click on company name or e-voting service provider and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ul>	<p><b>1. Existing user who have opted for Easi / Easiest of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i) URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> Or <a href="https://www.cdslindia.com">home/ login</a> Or URL: <a href="https://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi</li> <li>iii) Login with user id and password</li> <li>iv) Option will be made available to reach e-voting page without any further authentication.</li> <li>v) Click on e-voting service provider name to cast your vote.</li> </ul>
<p><b>2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select “Register Online for IDeAS”) or click on <a href="https://eservices.nsdl.com/SecureWeb/IdesDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdesDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields</li> <li>iv) Post registration is completed, follow the process as stated in point no.1 above</li> </ul>	<p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Post registration is completed, follow the process as stated in point no.1 above</li> </ul>
<p><b>3. First time users can visit the e-voting website directly and follow the process below:</b></p> <ul style="list-style-type: none"> <li>i) URL:<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>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.</li> <li>iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>v) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul>	<p><b>3. First time users can visit the e-voting website directly and follow the process below:</b></p> <ul style="list-style-type: none"> <li>i) URL: <a href="https://www.evoting.nsdl.com/">www.evoting.nsdl.com</a></li> <li>ii) Provide demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> <li>v) Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul>

## **Procedure to login through their demat accounts / Website of Depository Participant**

Individual shareholders holding shares of the Company in Demat mode can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/ websites of Depository Participants registered with NSDL/CDSL. An option for “e-voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-voting” and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against Cohance Lifesciences Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/ Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories/ Depository Participants.

<b>Contact details in case of any technical issue on NSDL Website</b>	<b>Contact details in case of any technical issue on CDSL Website</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: +91 22 4886 7000/ +91 22 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free: 1800-22-5533

## **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

### **(I) In case a Member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company/ Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password provided in the e-mail). The E-voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-voting Event Number (“EVEN”) for Cohance Lifesciences Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “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 on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- (i) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (j) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (k) Once you confirm, you will not be allowed to modify your vote.
- (l) Institutional/ Corporate members (that is, 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 authorized representative(s), to the Scrutiniser at e-mail id: [dvm@dvmgopalandassociates.in](mailto:dvm@dvmgopalandassociates.in), with a copy marked to [investorservices@cohance.com](mailto:investorservices@cohance.com). Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

**(II) The members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP. Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for registration of email ID:**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91, dated June 23, 2025, all holders of physical securities in listed companies shall register the postal address with PIN CODE 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 at the link: <https://ris.kfintech.com/clientservices/isc/isrforms.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

<b>Name</b>	Kfin Technologies Limited, Unit – Cohance Lifesciences Limited
<b>Address</b>	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- 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 Ananda, 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](mailto:evoting@kfintech.com)

**Explanatory Statement pursuant to Section 102, any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”), the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) and Secretarial Standard on General Meetings (hereinafter referred to as “SS-2”)**

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**1. To approve the appointment of Mr. Himanshu Agarwal (DIN: 06672915), as a Whole-time Director of the Company**

In terms of Section 161(1) of the Companies Act, 2013 (the “Act”), the Board of Directors (“Board”), on the recommendation of the Nomination and Remuneration Committee (the “NRC”), at their meeting held on October 28, 2025, appointed Mr. Himanshu Agarwal (DIN: 06672915) as an Additional Director of the Company, designated as a Whole-time Director and Chief Financial Officer of the Company for a period of 5 (five) years, with effect from October 29, 2025 to October 28, 2030, subject to approval of the members of the Company by way of Ordinary Resolution.

Mr. Himanshu Agarwal is associated with the Company since January 2024 and serving as Chief Financial Officer of the Company. Based on the desired attributes identified for the position of the Whole-time Director of the Company and basis those attributes as well as considering Mr. Himanshu’s skill, background and experience, the NRC found him well qualified for the role of the Whole-time Director of the Company. Post evaluation of Mr. Himanshu’s profile, the NRC recommended the candidature of Mr. Himanshu Agarwal for the position of the Whole-time Director of the Company designated as Whole-time Director and Chief Financial Officer of the Company. The Board was cognizant of skill, background and experience of Mr. Himanshu, which fits into the criteria of the Company’s skill matrix, and would be beneficial for the Company. Further, in the opinion of the Board, Mr. Himanshu fulfils the conditions prescribed under the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for appointment as a Whole-time Director of the Company.

The Company has received, *inter alia*, (i) requisite consent from Mr. Himanshu Agarwal to act as a Whole-time Director, (ii) a declaration to the effect that he is not disqualified in accordance with Section 164 of the Act, and (iii) a declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Himanshu Agarwal as a Director of the Company.

The Board shall continue to be compliant with the prescribed requirements under Regulation 17 of the SEBI Listing Regulations, as 50% of the Board shall continue to be comprised of independent directors following his appointment.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Himanshu Agarwal, as a Director of the Company, designated as a Whole-time Director and Chief Financial Officer of the Company for a term of 5 (five) years effective from October 29, 2025 to October 28, 2030.

The key terms and conditions of appointment of Mr. Himanshu Agarwal as the Whole-time Director of the Company are given below:

- A. **Tenure of appointment:** The appointment as a Whole-time Director is with effect from October 29, 2025 for a period of five years, from October 29, 2025 to October 28, 2030.
- B. **Nature of duties:**
  - Mr. Himanshu Agarwal shall be in full-time employment of the Company and shall be required to devote his whole time, attention, and skill to his role as the Whole-time Director and Chief Financial Officer of the Company, provided that he may also be appointed to any of the subsidiaries and affiliates of the Company, on terms that are acceptable to him.
  - He is expected to faithfully and diligently perform such duties in relation to the business of the Company as may be assigned to him by the Board, from time to time. His powers and authorities will be consistent with his role as the Whole-time Director and Chief Financial Officer of the Company, subject to the

supervision, control, and direction of the Board. The Company reserves the right during the employment to add to, reduce or modify his job duties and responsibilities and to determine the amount of work which will be given to him in accordance with its requirements; provided that without prejudice to the powers of the Board, the Company shall have discussions with him with respect to his duties and responsibilities, consistent with his role as the Whole-time Director and Chief Financial Officer of the Company.

- The Board has also appointed Mr. Himanshu Agarwal as the Occupier of all the factories of the Company, and accordingly, in his additional role as the Occupier of the factories of the Company he will perform the role and responsibilities which need to be performed by an Occupier under the applicable factories laws.
- **Board Collaboration and Accountability:** As the Whole-time Director and Chief Financial Officer, Mr. Himanshu Agarwal is expected to play a pivotal role in supporting and enhancing Board activities, ensuring transparent and productive collaboration among Board members. His responsibilities include providing timely updates on strategic initiatives, finance functions, budget, risks, operations, amongst others, of the Company.
- Mr. Himanshu Agarwal, at all times, expected to comply with applicable laws including without limitation any rules or regulations promulgated by the Securities and Exchange Board of India or any other regulatory authorities. He is expected to report any wrongdoing or proposed wrongdoing in the Company to the Company's senior management immediately on becoming aware of it.

C. **Location:** The base location of Mr. Himanshu Agarwal is Hyderabad, India, as he will help manage the Company's operations in the India at the Corporate Office.

D. **Remuneration:** Mr. Himanshu Agarwal will continue to receive existing remuneration, perquisites or benefits up to March 31, 2026 drawn by him as the Chief Financial Officer of the Company, i.e. before appointment as a Whole-time Director. The remuneration of Mr. Himanshu Agarwal, as a Whole-time Director and Chief Financial Officer of the Company is to be revised on and from April 1, 2026. The details are given below:

#### **For the financial year 2025-26**

- **Fixed compensation:** Fixed compensation of Rs. 3 Crores (Rupees Three Crores only) per annum.
- **Variable compensation:** Variable compensation of Rs. 60 Lakhs (Rupees Sixty Lakhs only) per annum ("Variable Compensation"), which would be payable subject to achievement of targets/ organizational goals as set by the Board, from time to time, taking into account parameters including revenue, cash flow, and prescribed business and compliance targets. Decision of the Board/ Nomination and Remuneration Committee on eligibility to the Variable Compensation shall be final.

#### **From April 1, 2026**

- **Fixed compensation:** Fixed compensation of Rs. 3.56 Crores (Rupees Three Crores Fifty-Six Lakhs only) per annum, with an annual increment as may be decided by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to compliance of the applicable laws, and as per Company's policy.
- **Variable compensation:** Variable compensation of Rs. 71 Lakhs (Rupees Seventy-one Lakhs only) per annum ("Variable Compensation"), which would be payable subject to achievement of targets/ organizational goals as set by the Board, from time to time, taking into account parameters including revenue, cash flow, and prescribed business and compliance targets, and with an annual increment as may be decided by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to compliance of the applicable laws, and as per Company's policy. Decision of the Board on eligibility to the Variable Compensation shall be final.

The terms of remuneration including perquisites and benefits to Mr. Himanshu Agarwal is comparable with remuneration with the similar industry of comparable size, role and location. Therefore, remuneration proposed to Mr. Himanshu Agarwal is justified having regard to the role and responsibilities to be performed by him in his position as the Whole-time Director and Chief Financial Officer of the Company.

The Fixed Compensation and the Variable Compensation for any given year shall be prorated based on actual period of employment for the respective year.

All the other benefits that are provided under the applicable laws (to the extent mandatorily applicable for him) and the prevalent policies of the Company, such as, and not limited to, medical benefits, insurance, leave, shall be as per existing policies of the Company.

Mr. Himanshu Agarwal has been granted employee stock options by the Company. The number of stock options granted and unvested are 7,79,092. The stock options granted shall vest not earlier than minimum period of 1 (one) year and not later than maximum period of 10 (ten) years from the date of grant, subject to conditions as set out in the grant letter issued to respective employees. The Nomination and Remuneration Committee may at its discretion, but subject to applicable laws, change the vesting schedule provided that such change is not detrimental in the interest of the employees.

**Profile of Mr. Himanshu Agarwal:**

Mr. Himanshu Agarwal is a finance professional with professional degrees from the Institute of Chartered Accountants of India, Institute of Cost and Management Accountants of India and Institute of Company Secretaries of India.

He has been associated with the Company as Chief Financial Officer from January 2, 2024.

He started his professional career in 1991 and in his over 30 years of work experience has worked across multiple countries, locations and finance profiles and has gathered a wide and diversified view of business and finance.

Before joining Cohance, he has worked with MNC's like ICI India, Huhtamaki oyj, and earlier CFO and Whole-time Director of AkzoNobel India and CFO of Astra Zeneca Pharma Ltd, Bennett, Coleman & Co.

He was awarded the Best CFO by the Institute of Chartered Accountants of India.

Brief details of Mr. Himanshu Agarwal pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are as hereunder:

<b>Name</b>	<b>Mr. Himanshu Agarwal</b>
Director Identification Number (DIN)	06672915
Age	55 years
Nationality	Indian
Qualifications	Chartered Accountant, Cost and Management Accountant and Company Secretary.
Expertise in specific area	The detailed profile including experience are provided above
Date of first appointment	Effective from October 29, 2025
Number of shares held in the Company including shareholding as a beneficial owner	Nil
Directorship in other companies	Sapala Organics Private Limited, Subsidiary of the Company
Membership(s)/ Chairmanship(s) of Board Committees of other companies	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Mr. Himanshu Agarwal is not related to any Director or Key Managerial Personnel of the Company.
Number of Board meetings attended	Nil, as on the date of appointment with effect from October 29, 2025. Prior to his appointment he has attended Board meetings in the capacity of Chief Financial Officer of the Company.

Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Term: Appointed as a Whole-time Director, for a term of 5 (five) years with effect from October 29, 2025 to October 28, 2030, subject to the approval of Members, and designated as Whole-time Director and Chief Financial Officer of the Company. Remuneration last drawn: As mentioned above. Remuneration sought to be paid: As mentioned above.
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In compliance with the provisions of Sections 149, 152, 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 and remuneration of the Whole-time Director as specified above are now being placed before the members for their approval.

Except Mr. Himanshu Agarwal and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Postal Ballot Notice.

The Nomination and Remuneration Committee and the Board recommended the resolution set out herein this Postal Ballot Notice for approval of the members.

**Registered Office:** # 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India

**Corporate Office:** # 202, A-Wing, Galaxy Towers, Plot No.1, Hyderabad Knowledge City, TSIIC, Raidurg, Hyderabad - 500081 Telangana, India

**Email:** [investorservices@cohance.com](mailto:investorservices@cohance.com);

**Website:** [www.cohance.com](http://www.cohance.com)

By order of the Board of Directors  
**For Cohance Lifesciences Limited**  
 (Formerly, Suven Pharmaceuticals Limited)

Sd/-

**Kundan Kumar Jha**  
*Company Secretary, Compliance Officer  
 and Head-Legal  
 Membership No. A17612*

**Place:** Hyderabad

**Date:** December 19, 2025