

Date: August 8, 2025

To,
The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
NSE Symbol: **COHANCE**

Sub: Submission of Report of Audit Committee and Report of Independent Directors pursuant to Clause D of Part – I of the SEBI Master Circular on Scheme of Arrangement dated June 20, 2023

Ref: Scheme of Amalgamation of Cohance Lifesciences Limited (“Transferor Company”) with and into Suven Pharmaceuticals Limited (now name changed to Cohance Lifesciences Limited) (“Company”) under Sections 230 to 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder (“Scheme of Amalgamation”).

Dear Sir/ Madam,

This is with reference to, and in furtherance of our disclosure dated May 9, 2025 in connection with the allotment of shares pursuant to the Scheme of Amalgamation, as approved and sanctioned by the Hon’ble National Company Law Tribunal, Mumbai bench (“NCLT”) vide its order dated March 27, 2025.

We submit and enclosed herewith are the Reports of the Audit Committee and the Independent Directors, each dated August 7, 2025, pursuant to the requirement under Clause D of Part – I of the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on Scheme of Arrangement dated June 20, 2023, certifying that the proceeds from the sale of consolidated fractional entitlement have been distributed to the eligible shareholders of the Transferor Company and such shareholders have been compensated for their fractional entitlements in accordance with the terms of the Scheme of Amalgamation. We are pleased to confirm that the Company received these funds and successfully disbursed them to the eligible shareholders, concluding the entire process on August 4, 2025.

The same is being uploaded on the Company’s website: <https://www.suvenpharm.com/share-holders-info/>.

This is for your information and record please.

Thanking you.

Yours faithfully,
For **Cohance Lifesciences Limited**
(Formerly, Suven Pharmaceuticals Limited)

Kundan Kumar Jha
Company Secretary, Compliance Officer & Head-Legal

Encl as above.

Cohance Lifesciences Limited
(Formerly, Suven Pharmaceuticals Limited)

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

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 6153 9999

CIN: L24299MH2018PLC422236 | Website: www.suvenpharm.com | Company Email: info@suvenpharm.com



Report of the Audit Committee of Board of Directors of Cohance Lifesciences Limited (Formerly, Suven Pharmaceuticals Limited) certifying distribution of proceeds to eligible shareholders of fractional shares arising on account of the Scheme of Amalgamation for the merger of (erstwhile) Cohance Lifesciences Limited with and into Suven Pharmaceuticals Limited (now name changed to Cohance Lifesciences Limited)

Audit Committee members:

1. Mr. Vinod Rao, Independent Director – Chairman of the Audit Committee
2. Mr. KG Ananthakrishnan, Independent Director – Member of the Audit Committee
3. Mr. UB Pravin Rao, Independent Director – Member of the Audit Committee
4. Mr. Pankaj Patwari, Non-Executive Director – Member of the Audit Committee

A. Background

1. The Scheme of Amalgamation for the merger of Cohance Lifesciences Limited (“Transferor Company”) with and into Suven Pharmaceuticals Limited (now name changed to Cohance Lifesciences Limited) (“Transferee Company”) (hereinafter referred to as the “Scheme”) sanctioned pursuant to the Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/ or regulations made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on Scheme of Arrangement dated June 20, 2023 (hereinafter “SEBI Master Circular”), became effective from May 1, 2025, as per the terms and conditions therein, and the ‘Record Date’ for determining the shareholders of the Transferor Company to whom equity shares of the Transferee Company allotted pursuant to the Scheme was May 8, 2025.
2. Pursuant to the Scheme, the name of the Transferee Company has been changed to Cohance Lifesciences Limited with effect from May 7, 2025, upon issuance of new Certificate of Incorporation by the Ministry of Corporate Affairs, Government of India on May 7, 2025.
3. As per the share exchange ratio under the Scheme, for every 295 equity shares of face value INR 10/- each held in Transferor Company, the eligible shareholders of Transferor Company as on the Record Date (as defined in the Scheme) were entitled to 11 equity shares of face value of INR 1/- each in the Transferee Company. Accordingly, the Transferee Company has allotted 12,80,02,184 equity shares of face value of INR 1/- each to eligible shareholders of the Transferor Company as per the share exchange ratio in accordance with the terms of the Scheme, on May 9, 2025. The fully paid-up equity shares allotted to the eligible shareholders of the Transferor Company rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Transferee Company.

While determining the allotment pursuant to the Scheme, certain shareholders became entitled to fractional entitlements.

4. As per Clause 5.6 of Section III of the Scheme, if any member of the Transferor Company becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares (as defined in the Scheme) by the Transferee Company, the Board of the Transferee Company shall consolidate all such fractional entitlements and shall round up the aggregate of such fractions to the next whole number and issue consolidated New Equity Shares to a trustee nominated by the Transferee Company (the “Trustee”), who shall hold such New Equity Shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices and on such time or times within ninety (90) days from the date of allotment, as the

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Trustee may in its sole discretion decide and on such sale, pay to the Transferee Company, the net sale proceeds (after deduction of applicable taxes and costs incurred) thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Company in proportion to their respective fractional entitlements.

5. Accordingly, a total of 18 equity shares of face value of Re. 1/- each arose out of consolidation of fractional entitlements, as per the terms of the Scheme, which was credited to a separate fractional share demat account ("Merger Consolidated Fractional Shares").
6. Para 1 of Clause D of Part – I of the SEBI Master Circular requires that a report of the Audit Committee certifying that the eligible shareholders have been compensated, is submitted within 7 days of compensating the shareholders.

B. Treatment of fractional equity shares

The Merger Consolidated Fractional Shares have been sold in the secondary market on July 31, 2025 and the net sale proceeds from the sale of such Merger Consolidated Fractional Shares aggregating to Rs. 17,662.48 have been distributed amongst the eligible shareholders in proportion of their fractional entitlements on August 4, 2025. The details are as hereunder:

Total number of eligible shareholders holding fractional entitlements	Number of fractional shares	Net sale proceeds distributed to eligible shareholders
34	18	17,662.48

Out of 34 eligible shareholders, payment to 33 shareholders were made through NEFT and Demand Draft was issued for 1 eligible shareholder, which was dispatched on August 4, 2025.

C. Certification of Audit Committee

Basis the records and confirmation provided to the members of the Audit Committee, the Audit Committee hereby certify that the Transferee Company has compensated the eligible shareholders with respect to their fractional entitlements, and the distribution of the net sale proceeds of the fractional entitlements to the eligible shareholders in proportion of their fractional entitlements have been completed on August 4, 2025 in terms of the Scheme.

**For and on behalf of the Audit Committee
of the Board of Directors of Cohance Lifesciences Limited
(Formerly, Suven Pharmaceuticals Limited)**



Vinod Rao
Chairman of Audit Committee
DIN: 01788921
Date: 07-08-2025

Report of the Independent Directors of Cohance Lifesciences Limited (Formerly, Suven Pharmaceuticals Limited) certifying distribution of proceeds to eligible shareholders of fractional shares arising on account of the Scheme of Amalgamation for the merger of (erstwhile) Cohance Lifesciences Limited with and into Suven Pharmaceuticals Limited (now name changed to Cohance Lifesciences Limited)

Independent Directors of the Company:

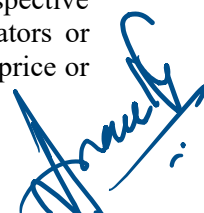
1. Mr. KG Ananthakrishnan
2. Mr. Vinod Rao
3. Ms. Matangi Gowrishankar
4. Mr. UB Pravin Rao
5. Mr. Jaishankar Krishnan

A. Background

1. The Scheme of Amalgamation for the merger of Cohance Lifesciences Limited (“Transferor Company”) with and into Suven Pharmaceuticals Limited (now name changed to Cohance Lifesciences Limited) (“Transferee Company”) (hereinafter referred to as the “Scheme”) sanctioned pursuant to the Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules and/ or regulations made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on Scheme of Arrangement dated June 20, 2023 (hereinafter “SEBI Master Circular”) became effective from May 1, 2025, as per the terms and conditions therein, and the ‘Record Date’ for determining the shareholders of the Transferor Company to whom equity shares of the Transferee Company allotted pursuant to the Scheme was May 8, 2025.
2. Pursuant to the Scheme, the name of the Transferee Company has been changed to Cohance Lifesciences Limited with effect from May 7, 2025, upon issuance of new certificate of incorporation by the Ministry of Corporate Affairs, Government of India on May 7, 2025.
3. As per the share exchange ratio under the Scheme, for every 295 equity shares of face value INR 10/- each held in Transferor Company, the eligible shareholders of Transferor Company as on the Record Date (as defined in the Scheme) were entitled to 11 equity shares of face value of INR 1/- each in the Transferee Company. Accordingly, the Transferee Company has allotted 12,80,02,184 equity shares of face value of INR 1/- each to eligible shareholders of the Transferor Company as per the share exchange ratio in accordance with the terms of the Scheme, on May 9, 2025. The fully paid-up equity shares allotted to the eligible shareholders of the Transferor Company rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Transferee Company.

While determining the allotment pursuant to the Scheme, certain shareholders became entitled to fractional entitlements.

4. As per Clause 5.6 of Section III of the Scheme, if any member of the Transferor Company becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares (as defined in the Scheme) by the Transferee Company, the Board of the Transferee Company shall consolidate all such fractional entitlements and shall round up the aggregate of such fractions to the next whole number and issue consolidated New Equity Shares to a trustee nominated by the Transferee Company (the “Trustee”), who shall hold such New Equity Shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or



prices and on such time or times within ninety (90) days from the date of allotment, as the Trustee may in its sole discretion decide and on such sale, pay to the Transferee Company, the net sale proceeds (after deduction of applicable taxes and costs incurred) thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Company in proportion to their respective fractional entitlements.

5. Accordingly, a total of 18 equity shares of face value of Re. 1/- each arose out of consolidation of fractional entitlements, as per the terms of the Scheme, which was credited to a separate fractional share demat account ("Merger Consolidated Fractional Shares").
6. Para 1 of Clause D of Part – I of the SEBI Master Circular requires that a report of Independent Directors of the Company certifying that the eligible shareholders have been compensated, is submitted within 7 days of compensating the shareholders.

B. Treatment of fractional equity shares

The Merger Consolidated Fractional Shares have been sold in the secondary market on July 31, 2025 and the net sale proceeds from the sale of such Merger Consolidated Fractional Shares aggregating to Rs. 17,662.48 have been distributed amongst the eligible shareholders in proportion of their fractional entitlements on August 4, 2025. The details are as hereunder:

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34	18	17,662.48

Out of 34 eligible shareholders, payment to 33 shareholders were made through NEFT and Demand Draft was issued for 1 eligible shareholder, which was dispatched on August 4, 2025.

C. Certification of Independent Directors

Basis the records and confirmation provided to the Independent Directors of the Company, the Independent Directors of the Company hereby certify that the Transferee Company has compensated the eligible shareholders with respect to their fractional entitlements, and the distribution of the net sale proceeds of the fractional entitlements to the eligible shareholders in proportion of their fractional entitlements have been completed on August 4, 2025 in terms of the Scheme.

**For and on behalf of all the Independent Directors of
Cohance Lifesciences Limited**
(Formerly, Sunbi Pharmaceuticals Limited)


KG Ananthakrishnan
Independent Director
DIN: 00019325
Date: 07-08-2025