

CSD/SE/ASCR/2023-24

May 26, 2023

To
The Manager
Department of Corporate Services
BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001

To
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Scrip Code: 543064

Scrip Symbol: SUVENPHAR

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2023

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With reference to above subject, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mrs. D. Renuka, Practicing Company Secretary, for the financial year ended 31st March, 2023, under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 as amended from time to time.

We request you to take this document on your record.

Thanking you,
Yours faithfully,
For **SUVEN PHARMACEUTICALS LIMITED**

K Hanumantha Rao
Company Secretary

Encl: as above

Suven Pharmaceuticals Limited

Registered Office: # 8-2-334 I SDE Serene Chambers I 3rd Floor I Road No.5
Avenue 7 I Banjara Hills I Hyderabad – 500034 I Telangana I India I CIN:L24299TG2018PLC128171
Tel: 91 40 2354 9414 /1142 /3311 I Fax: 91 40 2354 1152 I Email: info@suvenpharm.com I www.suvenpharm.com

**SECRETARIAL COMPLIANCE REPORT OF SUVEN PHARMACEUTICALS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

To
Suven Pharmaceuticals Limited
Hyderabad

I, D Renuka, Practicing Company Secretary conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Suven Pharmaceuticals Limited [CIN: L24299TG2018PLC128171] (hereinafter referred as the "listed entity"), having its Registered Office at Door No. 8-2-334, 3rd Floor, SDE Serene Chambers, Road No. 5, Avenue 7, Banjara Hills, Hyderabad, 500034. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has appropriate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, D. Renuka have examined:

- (a) all the documents and records made available to us and explanation provided by **Suven Pharmaceuticals Limited** ("the listed entity").
- (b) the filings /submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

OFFICE :

Plot No. 143, Flat No. 301, SV's Kausalya Complex, Rajeev Nagar, Hyderabad - 45.

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- (b) The Securities Contracts (regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a). Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b). Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c). Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d). Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the review period)
- (e). Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f). Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the review period)
- (g). Securities and Exchange Board of India (issue and Listing of Non-Convertible and redeemable preference Share) Regulations, 2013; (Not applicable to the listed entity during the review period)
- (h). Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i). Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	None
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the	Yes	None



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
	Committees at the start of every financial year as prescribed in SEBI Regulations		
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	None
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under	Yes	None
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None



And based on the above examination, I hereby further report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	-	NIL	NIL	NIL	NIL	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary.	Management Response	Remarks
1	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per Regulation 19(1)/ 19(2)	For the quarter ended 31 st March, 2022, the Nomination & Remuneration Committee (NRC) of board of directors of the Company is not duly constituted.	BSE Limited and National Stock Exchange of India Limited	Fine	Non-compliance with the provisions of Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015 for the quarter ended March 2022	Penalty imposed by BSE & NSE (Rs.) 212,400 each including GST @18% on 20/05/2022	1) The constitution of Nomination and Remuneration Committee was not in accordance with SEBI LODR, 2015 for the quarter ended 31 st March, 2022. 2) The changes carried out in the composition of the NRC w.e.f. 1 st April 2022 were complying with the said provisions of Regulation 19(1)/19(2) of SEBI LODR Regulations as amended.	The company has paid the fine to BSE on 23/05/2022 and NSE on 21/05/2022 as on that report date.	Complied with

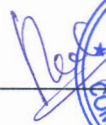



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad

Date: 24/05/2023

Signature:  

Practicing Company Secretary

M. No. A11963

CP NO: 3460

ICSI Peer Review UIN: I2000TL172900

UDIN: A011963E000367263