



Suven Life Sciences Limited

Registered Office: 8-2-334 | SDE Serene Chambers | 6th Floor
Road No.5 | Avenue 7 | Banjara Hills | Hyderabad – 500 034 | Telangana | India
Tel: 91 40 2354 1142/ 3311/ 3315 **Fax:** 91 40 2354 1152 **CIN:** L24110TG1989PLC009713
Email: investorservices@suven.com **website:** www.suven.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **SUVEN LIFE SCIENCES LIMITED** (“the Company”) will be held on Saturday, March 20, 2021 at 11:30 a.m. (IST) through video conference (“VC”) / other audio-visual means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

Item No.1: To consider and approve issue of Convertible Warrants on preferential basis to the Promoter / Promoter Group of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended from time to time, (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time (the “**Listing Regulations**”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time (the “**SAST Regulations**”), or any other law for the time being in force, and the provisions contained in the Memorandum of Association and the Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee of Directors duly constituted

or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 1,81,00,000 (One Crore Eighty One Lakh) Fully Convertible Warrants (“Warrant”) on preferential basis, at such price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of face value of Rs.1/- (Rupees One Only) each (“the Equity Shares”) for cash, to the below-mentioned person belonging to the Promoter / Promoter Group (“Proposed Allottee”), on such terms and conditions as the Board may, in its absolute discretion think fit and in such form and manner in accordance with applicable laws and without requiring any further approval or consent from the members:

Name of the Proposed Allottee	No. of Warrants
JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITED (In its capacity as sole trustee of Jasti Family Trust)	1,81,00,000
Total	1,81,00,000

“**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants is Thursday, the 18th February, 2021 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting.”

“**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- i). Each Warrant held by the Proposed Allottee shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs.1/- (Rupees One Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the “Warrant Exercise Period”), in one or more tranches.

- ii). The Proposed Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the conversion of the Warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares in accordance with the applicable laws, rules and regulations.
- iii). The Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations.
- iv). The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- v). The Warrants and Equity Shares arising on conversion of such Warrants shall be issued and allotted by the Company only in dematerialized form.
- vi). In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vii). The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- viii). The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.”

“**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrant Holder within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as maybe required to be issued and allotted upon exercise of the option by the Warrant Holder(s).”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

by order of the Board of Directors

Sd/-
Shrenik Soni
 Company Secretary
 Membership No. A53989

Registered Office
 # 8-2-334, SDE Serene Chambers
 6th Floor, Road No.5, Avenue 7
 Banjara Hills, Hyderabad – 500034
 CIN: L24110TG1989PLC009713

Place: Hyderabad
 Date: 20th February, 2021

NOTES FOR MEMBERS' ATTENTION:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), have allowed companies to conduct Extraordinary General Meetings ("EGM") through video conference ("VC")/ other audio-visual means ("OAVM"), without the physical presence of Members.

This EGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated 8th April 2020; General Circular No. 17/2020 dated 13th April 2020; General Circular No. 20/2020 5th May 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by SEBI ("MCA and SEBI Circulars").

2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. A member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA and SEBI 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The relevant Explanatory Statement pursuant to

section 102 of the Act, in respect of the special business, set out at Item No. 1 of the Notice, is annexed.

6. KFin Technologies Private Limited, ("KFinTech"), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the EGM through VC / OAVM and e-voting during the EGM (Insta Poll).
7. **Dispatch of Notice through electronic mode**
 - i. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email ID are registered with the KFinTech/ Depositories. Members may note that the Notice of the EGM will be available on the Company's website www.suven.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 KFinTech at <https://evoting.kfintech.com>
 - ii. Members who have still not registered their email ID are requested to update the same at the earliest:
 - a) Members holding shares in physical mode and who have not registered / updated their email ID with the Company are requested to register / update their email ID with KFinTech by sending requests at einward.ris@kfintech.com, with details of folio number and attaching a self-attested copy of PAN card or by logging on to [https://ris.kfintech.com/clientservices/mobile reg/mobileemailreg.aspx](https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx)
 - b) Members holding shares in dematerialised mode are requested to register / update their email ID with their respective Depository Participant.
8. **Procedure for Inspection of Documents**

Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Thursday, 18th March, 2021 through email on investorservices@suven.com the same will be replied by the Company suitably.
9. **Procedure for joining the EGM through VC / OAVM**
 - i. The Company will provide VC / OAVM facility to its Members for participating at the EGM.

- a) Members will be able to attend the EGM through VC / OAVM or view the live webcast of the EGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'EVENT' for the Company's EGM.

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 EGM EVENT of **Suven Life Sciences 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 may join the EGM through Laptops, Smart phones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
- d) Facility to join the Meeting will be opened thirty minutes before the scheduled time of the EGM and will be kept open throughout the proceedings of the EGM.
- e) Members will be allowed to participate in the EGM through VC / OAVM on first come, first served basis. Large Members

(i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.

- f) Members who would like to express their views or ask questions during the EGM may register themselves as speakers 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 Tuesday, 16th March, 2021 (9.00 a.m. IST) to Wednesday, 17th March, 2021 (5.00 p.m. IST). Only those members who are registered as Speakers 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 EGM.
- g) Alternatively, members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window will be closed on Wednesday, 17th March 2021 (5.00 p.m. IST).
- h) Members who need assistance before or during the EGM, may contact KFinTech at evoting@kfintech.com or call on toll free number 1800-345-4001.
- ii. 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 EGM.
 - iii. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The scanned image of the above mentioned documents should be in the name format "Corporate Name_EVENT

NO.” The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email ID address to scrutinizer.prenukaacs@gmail.com with a copy marked to naveen.muthyala@kfintech.com and investorservices@suven.com.

10. Instructions for remote e-voting and e-voting at the EGM

- i. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on the resolution proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services arranged by KFinTech. The Members may cast their votes remotely, using an electronic voting system (“remote e-voting”) on the dates mentioned herein below.
- ii. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the EGM.
- iii. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC/OAVM, but shall not be entitled to cast their vote again. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or e-voting at the Meeting. 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”.
- iv. The remote e-voting period commences on **Wednesday, 17th March 2021 (9.00 a.m. IST) and ends on Friday, 19th March, 2021 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Saturday, 13th March, 2021, i.e., Cut-Off Date, may cast their vote by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. The remote e-voting module will be disabled by KFinTech**

for voting thereafter. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently.

- v. Smt. D. Renuka, Practicing Company Secretary (Membership No. A11963), has been appointed as the Scrutinizer to scrutinize the voting during the EGM (Insta Poll) and remote e-voting process in a fair and transparent manner. The process and manner for remote e-voting is as under:

A. In case a Member receives an email from KFinTech (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./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.
- 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 should 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, email 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 “EVENT”, i.e., Suven Life Sciences Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under “FOR/AGAINST” or, alternatively, you may partially enter any number in “FOR” and partially in “AGAINST”,

but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN”. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the 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 login any number of times till you have voted on the resolution.

B. In case, a Member whose email ID are not registered with the Company/Depository Participant), then such Member is requested to register/update their email ID with the Depository Participant (in case of shares held in dematerialised form) or inform KFinTech at the email ID evoting@kfintech.com (in case of shares held in physical form):

- i. Upon registration, Member will receive an email from KFinTech which includes details of e-Voting Event Number (EVEN), User ID and Password.
- ii. Please follow all steps from Note. No. A(i) to (xi) above to cast the vote by electronic means.

C. Other instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Cut-Off Date, i.e., Saturday, 13th March, 2021.
- ii. 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 remote e-voting as well as e-voting (Insta Poll) at the EGM.

iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the EGM and holding shares as of the Cut-Off Date, i.e., Saturday, 13th March 2021, may obtain User ID and Password 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 +91 9212993399.

Example for NSDL :

MYEPWD<SPACE>IN12345612345678

Example for CDSL :

MYEPWD<SPACE>1402345612345678

Example for Physical :

MYEPWD<SPACE>XXX1234567890

- b) If email address of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click ‘Forgot Password’ and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- c) Members may call KFinTech toll-free number 1-800-3454-001.
- d) Members may send an e-mail request to evoting@kfintech.com. If the Member is already registered with the KFinTech’s e-voting platform, then such member can use his/her existing User ID and Password for casting the vote through remote e-voting.
- e) In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com> For any grievances related to e-voting, please contact Mr. NaveenMuthyala, Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 at evoting@kfintech.com, Toll Free No: 1800-3454-001.

iv. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of meeting, i.e. 20th March, 2021

11. Information and instructions for e-voting facility at EGM (Insta Poll)

- i. Facility to cast vote through e-voting system at EGM (Insta Poll) will be made available on the video conference screen and will be activated once the e-voting is announced at the Meeting.
- ii. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the EGM (Insta Poll).
- iii. The procedure for e-voting during the EGM (Insta Poll) is same as the instructions mentioned above for remote e-voting since the EGM is being held through VC/OAVM.

The e-voting window shall be activated upon instructions of the Chairman of the EGM during the EGM. E-voting during the EGM (Insta Poll) is integrated with the VC/OAVM platform and no separate login is required for the same.

- iv. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.suven.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

For ease of participation by Members, provided below are key details regarding the EGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the EGM and for participation through VC/ OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
2.	Link for posting EGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Speaker registration'. Period of registration: Tuesday, 16th March 2021 (9.00 a.m. IST) to Wednesday, 17th March, 2021 (5.00 p.m. IST) https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Post Your Queries'. The window will close on Wednesday, 17th March 2021 (5.00 p.m. IST)
3.	Link for remote e-voting	https://evoting.kfintech.com
4.	Username and password for VC	Members may attend the EGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5.	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at evoting@kfintech.com
6.	Cut-off date for e-voting	Saturday, 13th March, 2021
7.	Time period for remote e-voting	Commences on Wednesday, 17th March 2021 (9.00 a.m. IST) and ends on Friday, 19 th March 2021 (5.00 p.m. IST)
8.	Link for Members to update email ID (for physical shareholders)	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx or sent email on einward.ris@kfintech.com
9.	Registrar and Transfer Agent - Contact details	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Toll free No: 1-800-5724-001 Website : www.kfintech.com
10.	Suven Life Sciences Limited- contact details	Registered Office: 8-2-334, SDE Serene Chambers, 6th Floor, Road No.5, Avenue 7, Banjara Hills, Hyderabad – 500 034, Telangana. Email: investorservices@suven.com

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

Item No. 1

To meet the funding requirements of the company for undertaking Research & Development activities, general corporate purposes and working capital requirements, the Board of Directors of the Company, at its Meeting held on Saturday, 20th February, 2021 accorded its in principle approval for issue of 1,81,00,000 (One crore eighty one lakhs) Convertible Warrants to the Promoter/ Promoter Group of the Company (“Warrant Holder”) on preferential basis, in one or more tranches, at such price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each Warrant convertible into 1 (One) Equity Share of face value of Rs. 1/- (Rupees One Only) each (“the Equity Shares”) for cash, in accordance with the provisions of the SEBI ICDR Regulations.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 (“the Act”) and SEBI ICDR Regulations the preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution.

Necessary information and disclosures as required in respect of the proposed issue of Warrants in terms of

SEBI ICDR Regulations and applicable provisions and rules made under the Companies Act, 2013 are as under:

- (a). **Objects of the Preferential Issue:** The proceeds of the preferential issue shall be utilized to meet the funding requirements of the company for undertaking Research & Development activities, general corporate purposes and working capital requirements.
- (b). **Maximum number of specified securities to be issued:** 1,81,00,000 (One crore eighty one lakhs) Convertible Warrants each convertible into One (1) Equity Share of face value of Rs. 1/. The terms and conditions of the Preferential Allotment Warrants are as stated in the Resolution.
- (c). **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** The preferential issue is being made to the “Promoter/ Promoter Group” of the Company (referred as proposed allottee) as listed in the Resolution under Item No. 1 of the Notice and they have indicated their intention to subscribe for the same. Except the proposed allottee no other promoters, Directors, Key Managerial Personnel of the Company intended to subscribe to the warrants.

(d). Shareholding pattern of the issuer before and after the preferential issue:

Sl. No.	Category	Pre-Issue Holding (*)		Post Issue Holding (see Note below)	
		No. of Shares	% (percentage)	No. of Shares	% (percentage)
A	Promoters				
1	Individuals	5,000	0.00	5,000	0.00
2	Bodies Corporate	7,63,65,000	60.00	9,44,65,000	64.98
	Total	7,63,70,000	60.00	9,44,70,000	64.98
B	Non Promoters				
1	Mutual Funds	3,51,134	0.28	3,51,134	0.24
2	FII's / FPI's	7,22,385	0.57	7,22,385	0.50
3	Bodies Corporate	16,58,590	1.30	16,58,590	1.14
4	NRIs	40,77,753	3.20	40,77,753	2.80
5	Public	40,646,536	31.93	40,646,536	27.96
6	Others	34,56,080	2.72	34,56,080	2.38
	Total	5,09,12,478	40.00	5,09,12,478	35.02
	Total A+B	12,72,82,478	100.00	14,53,82,478	100.00

(*) as on 19th February, 2021

Note: The above post issue shareholding pattern assumes issue of 1,81,00,000 Warrants to the Promoter / Promoter Group and conversion of all the Warrants into equivalent number of equity shares of the Company. There shall be no change in Control or the Management of the Company consequent to the issue of Warrants as well as post conversion.

(e). Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

(f). Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately

control the proposed allottee, the percentage of post preferential issue capital that may be held by the mand change in control, if any, in the issuer consequent to the Preferential Issue:

The warrants are proposed to be allotted to person belonging to the Promoter / Promoter Group of the Company as indicated in the below detailed Table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottee is as under:

Name of the Proposed Allottee	Pre-Issue Shareholding*		No. of warrants to be Issued/ allotted	Post-Issue Shareholding #		Ultimate Beneficial Owners of the Proposed Allottees
	No. of Equity Shares	% of share holding		No. of Equity Shares	% of share holding	
JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITED (In its capacity as sole trustee of Jasti Family Trust)	7,63,65,000	60.00	1,81,00,000	9,44,65,000	64.98	Subbarao Jasti

* as on 19th February, 2021

assuming full conversion of warrants

(g). Relevant Date:

The Relevant date for the purpose of this issue shall be Thursday, the 18th February, 2021 being the date 30 days prior to the date of Extra-ordinary General Meeting for passing of Special Resolution by the Members of the Company to approve the proposed preferential issue in accordance with the SEBI ICDR Regulations.

(h). Basis or Justification of Price:

The issue price will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations, 2018. The Equity Shares of the Company are listed on both the Stock Exchanges viz, BSE Limited and National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered to arrive at the price in accordance with SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the issue price at which the warrants shall be allotted shall be not less than higher of the following:

- i). the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
- ii). the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

Considering the aforesaid basis, the price at which the Preferential Issue being made is arrived at Rs. 81.57/-per warrant convertible into equity shares of Rs. 1/-each, in accordance with SEBI (ICDR) Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

(i). Auditor's Certificate:

A copy of the certificate from M/s. Tukaram & Co LLP, the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available at the website of the Company viz. www.suven.com till the date of declaration of voting results.

(j). Lock-in Period:

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

(k). Undertakings:

- i). In terms of the ICDR Regulations, the Company here by undertakes that the Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations.
- ii). None of the Company, its Directors or Promoter have been declared as wilful defaulter by any bank or financial institutions or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii). As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(l). Other Disclosures:

- i). All the Equity Shares held by the Proposed Allottee in the Company are in dematerialized form only.
- ii). The Company is eligible to make the Preferential Allotment to its Promoter/promoter group under Chapter V of the SEBI ICDR Regulations.
- iii). The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.
- iv). During the year till the date of notice of this EGM, the Company has not made any preferential allotment.

Excepting Shri Venkateswarlu Jasti, Chairman & CEO and Smt. Sudharani Jasti, Whole-time Director of the Company and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out to this notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members of the Company.

by order of the Board of Directors

Sd/-
Shrenik Soni
Company Secretary
Membership No. A53989

Registered Office

8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500034
CIN: L24110TG1989PLC009713

Place: Hyderabad

Date: 20th February, 2021