

Notice of Annual General Meeting

NOTICE is hereby given that the 31st ANNUAL GENERAL MEETING of the Members of SUVEN LIFE SCIENCES LIMITED will be held on Thursday, the 17th September, 2020, at 11:30 A.M., IST through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditor's thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditor's thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2: To appoint Prof Seyed E Hasnain, (DIN: 02205199) as a Director liable to retire by rotation:

To appoint a director in place of Prof Seyed E Hasnain, (DIN: 02205199) who retires by rotation, and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and

other applicable provisions of the Companies Act, 2013, Prof Seyed E Hasnain (DIN: 02205199) who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

ITEM No. 3: Approval of Related Party Transactions

To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rules made thereunder, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the Company's policy on Related Party Transactions and subject to such other approvals, consents as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Audit Committee, which the Board has constituted to exercise its powers) to enter into contract(s)/ arrangement(s)/ transaction(s) with Seven Pharmaceuticals Limited (SPL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for rendering of Analytical, Toxicology Services and sourcing of manufactured materials (as detailed in the Explanatory Statement annexed to the Notice) on a continuous basis notwithstanding that such contract(s)/ arrangement(s)/ transaction(s) during



a Financial Year may exceed 10% of the Turnover (standalone or consolidated) of the Company in any Financial Year or such other threshold limits as may be specified under the Act or the Listing Regulations.”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto from time to time, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized severally to delegate all or any of the powers herein conferred, to Chief Financial Officer or Company Secretary of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)”.

ITEM No. 4: Re-appointment of Smt. Sudharani Jasti (DIN: 00277998) as a Whole-time Director

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

“RESOLVED THAT in partial modification of the resolution passed by the Members at the Annual General Meeting held on 14th August, 2019 re-appointing Smt. Sudha Rani Jasti (DIN: 00277998) as

“Wholetime Director of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rules made thereunder, applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to such other consents or approvals if required, the Members of the Company do hereby approves the re-appointment of Smt. Sudha Rani Jasti (DIN: 00277998) as Wholetime Director of the Company for a period of three years liable to retire by rotation commencing from 1st November, 2019 till 31st October, 2022 on terms and conditions including remuneration upto limits as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197, Schedule V of the Act and Regulation 17 of Listing Regulation:

Salary:

Basic salary of ₹15,08,517 (Rupees Fifteen Lakh Eight Thousand Five hundred and Seventeen only) per month with an annual increment not exceeding 15% of salary effective from the month of November every year as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee of the Board.

Commission:

Not more than 0.50% on net profits of the company calculated as per Section 198 of the Act.

Perquisites and Allowances:

In addition to salary and commission as above said, the following perquisites will be paid and/or

provided. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.

- a) Reimbursement of medical expenses actually incurred for self and her family members including dependent parents of appointee.
- b) Leave travel concession for self and family including dependent parents of appointee to and from any place in India once in a year in accordance with the rules of the Company.
- c) Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid.
- d) Personal accident insurance for a premium amount, which shall not exceed ₹10,000 per annum.
- e) Company's contribution to Provident Fund as per the rules of the Company.
- f) Company's contribution to Pension/ Superannuation fund as per rules of the Company.
- g) Gratuity payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service as per rules of the Company.
- h) Use of Company's car with driver for business purposes.
- i) Use of telephone and other communication facilities at residence for business purposes.
- j) Any other perquisite that may be allowed as per the guidelines issued by the Central Government from time to time.
- k) Encashment of earned leave as per the rules of the Company.

"RESOLVED FURTHER THAT except as the revisions expressly stated in this resolution, all other terms

and conditions of her appointment shall remain unaltered."

"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 without being required to seek any further consent or approval of the members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 5

Approval of Suven Life Employee Stock Option Scheme 2020 (SLSL ESOP 2020) under SEBI (Share Based Employee Benefits) Regulations, 2014

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

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



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

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

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, change in capital structure, sale of division and others, if any, additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the

options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional Equity Shares issued."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the SLSL ESOP 2020 shall automatically stand reduced, as the case may be, in the same proportion as the present face value of ₹1/- per Equity Share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees."

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

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate SLSL ESOP 2020 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek

any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of SLSL ESOP 2020 and do all other things incidental and ancillary thereof.”

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

ITEM NO. 6

Approval of grant of stock options to the employees of subsidiary company (ies) under Suven Life Employee Stock Option Scheme 2020 (SLSL ESOP 2020):

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits

Regulations, 2014 (“SEBI (SBEB) Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to extend the benefits of Suven Life Employee Stock Option Scheme – 2020 (“Scheme”) including the grant of Employee Stock Options (“Options”) and issuance of Equity Shares thereunder, to such Employee(s) who are in permanent employment whether working in India or out of India, of the Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”), on such terms and conditions including price as may be fixed or determined by the Board of Directors in accordance with the Scheme.”

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

“RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies,



Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions

and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

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

Place: Hyderabad
Date: 11th August, 2020

Registered Office

#8-2-334, SDE Serene Chambers
6th Floor, Road No.5, Avenue 7
Banjara Hills, Hyderabad – 500 034
CIN: L24110TG1989PLC009713

by order of the Board of Directors
Shrenik Soni
Company Secretary
Membership No. A53989

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'. The deemed venue for the AGM shall be the Registered Office of the Company.
2. An explanatory statement pursuant to provisions Section 102(1) of the Companies Act, 2013 in respect of special businesses set out in the notice, is annexed hereto.

The relevant details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.
3. Since the AGM will be held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto.
4. **e-AGM:** Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.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 Company's RTA, KFin Technologies Private Limited (KFin Tech) at <https://evoting.karvy.com>
8. In terms of Section 152 of the Companies Act, 2013, Prof Seyed E Hasnain, (DIN: 02205199)



Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief profile of Director, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given at the end of the notes.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 11. Pursuant to provisions of the Companies Act, 2013 as amended the ordinary business pertaining to ratification of auditor's appointment from the conclusion of this AGM till the conclusion of next AGM is not placed before the AGM. The remuneration of the auditors during their tenure of office will continue to be fixed by the Board of Directors of your company on mutually agreed terms. The disclosure relating to auditors remuneration for the year 2019-20 is given in the notes to the accounts.
 12. Members holding shares in physical form are requested to notify any changes, pertaining to their name, postal address, email address/ telephone/mobile numbers or bank mandates and PAN details immediately to the Registrars and Transfer Agents M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 and in case of Members holding shares in electronic form are requested to notify any changes in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
 13. The Company has notified that the Register of Members of the Company and share transfer books will remain closed from **15th September, 2020 to 17th September, 2020 (both days inclusive)** for the purpose of annual general meeting.
 14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, 10th September, 2020 through email on investorservices@suvn.com. The same will be replied by the Company suitably.
 15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices@suvn.com.

16. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
17. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to send correspondence concerning shares related matter to Company's Registrars M/s. KFin Technologies Private Limited, Hyderabad.
18. **To support the "Green Initiative", Members who have not registered their e-mail addresses so far are requested to register same with their DPs in case the shares are held by them in electronic form and with Kfin Tech in case the shares are held by them in physical form for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.**
19. Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:
- a) The Company has transferred the unpaid dividends declared up to financial years 2011-12, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 14th August, 2019 (date of last Annual General Meeting) on the website of the Company (www.suven.com), and also on the website of the Ministry of Corporate Affairs.
 - b) It may be noted that unclaimed dividend for the financial year 2012-13 declared on 13th August, 2013, will be transferred to the IEPF authority within the due date of transfer in accordance with the IEPF rules.
 - c) Please note in accordance with the procedure prescribed under the provisions of the IEPF Rules issued by the Ministry of Corporate Affairs, the shares of the shareholders whose dividend remains unpaid or unclaimed by them for a period of seven consecutive years or more would also be transferred to the IEPF Demat account of IEPF Authority. Members/ claimants whose shares, unclaimed dividend etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/



Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / KFin Technologies Private Limited, Hyderabad.

21. Information and Instructions for joining the AGM through VC / OAVM and e-voting are as follows:

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- I. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- (i). Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
- (ii). Enter the login credentials (i.e., User ID and password for e-voting).
- (iii). After logging in, click on "Video Conference" option

- (iv). Then click on camera icon appearing against AGM event of Suven 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 who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during 12th September, 2020 to 14th September, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- d) Upto 1000 Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

- e) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of AGM and shall be kept open throughout the proceedings of the AGM.

- f) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800-425-

8998 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

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

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

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

- III. The Company has engaged the services of KFin Tech as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

- IV. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 a.m. IST on Sunday, 13th September, 2020

End of remote e-voting: 5:00 p.m. IST on Wednesday, 16th September, 2020

- V. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin Tech upon expiry of the aforesaid period. During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the **cut-off date being 10th September, 2020** only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- VI. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

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

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote



- e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., 10th September, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.
 - iv. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFinTech in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call on KFinTech's toll-free numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
 - d. Member may send an e-mail request to evoting@kfintech.com If the member is already registered with KFinTech's e-voting platform, then he can use his existing password for logging in.
 - v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Procedure and instructions relating to e-voting:

- (A.) In case a Member receives an e-mail from KFinTech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e. User ID and password) which are mentioned in the e-mail received from KFinTech in the following format:

EVEN (E-Voting Event Number)	
User ID	
Password	

The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact KFinTech at toll-free number 1800-425-8998/ 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting event for Suen Life Sciences Limited. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either 'FOR'/'AGAINST' or alternatively, you may partially enter any

number under 'FOR'/'AGAINST', but the total number under 'FOR'/'AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- vii) Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/demat accounts.
- viii) Voting has to be done for each item of this AGM Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as 'ABSTAINED'.
- ix) You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- x) A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote.
- xi) Corporate/ Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: prenukaacs@gmail.com with a copy marked to singh.us@kfintech.com. It is also requested to upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."



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

the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting at the AGM through Insta Poll and a person who is not a Member as on the cut-off date should treat this AGM Notice for information purpose only.

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

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

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

Ms. C Shobha Ananda, Dy. General Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad 500 032

Phone No.: +91 40 6716 1700 /1565

Toll-free No.: 1800-345-4001/ 1800-425-8998

E-mail: evoting@kfintech.com

- IX. Any person who acquires shares of the company and becomes a member of the

company after the sending of the AGM Notice and holds shares as on the cut-off date, i.e. 10th September, 2020, may obtain the login Id and password by sending a request at evoting@karvy.com. However, if you are already registered with "KFinTech" for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on <http://evoting.karvy.com>.

- X. The Board of Directors of the Company has appointed, Smt. D. Renuka, a Practicing Company Secretary (Membership No. A11963), as Scrutinizer to scrutinize the remote e-voting and Insta Poll process for AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
- XI. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast at the Meeting (Insta Poll), thereafter unblock the votes cast through remote e-voting and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting.
- XII. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.suven.com and on the website of Karvy <http://evoting.karvy.com> immediately. The results shall simultaneously communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- XIII. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of meeting, **i.e. 17th September, 2020.**

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 and under Secretarial Standards on General Meetings (SS-2)****ITEM NO. 3**

Your Company is engaged in the Research & Development activities and developed expertise, capabilities over a period of time and built necessary capacities to render various analytical, toxicology services to third parties. Suven Pharmaceuticals Limited (SPL) is desirous of availing certain Analytical, toxicology Services from the Company for its business requirements in Contract Development and Manufacturing Operations (CDMO) and hence approached your Company. Your company may approach SPL for sourcing of manufactured materials required for carrying out clinical trials with respect to compounds in various stages of clinical development.

Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material Related Party Transactions will require prior approval of members through ordinary resolution. A transaction with a Related Party

is considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company. The transactions as described below are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company. Hence these transactions would require the prior approval of the members by way of ordinary resolution.

Further in term of the provisions of Section 188 of the Companies Act, 2013 read with rules framed thereunder, in case certain transactions with related parties exceeds threshold limits prescribed in rules framed under the said section, requires approval of members through ordinary resolution.

On the basis of recommendations of the Audit Committee, the Board of Directors in its meeting held on 5th June, 2020 considered the proposals of said related party transactions and agreed upon it, subject to approval of the Members of the Company.

Particulars of the said transactions etc. are as follows:

Sr. No.	Particulars	Information
1.	Name of the Related Party	Suven Pharmaceuticals Limited (SPL)
2.	Name of the Director & KMP who is related	Shri Venkateswarlu Jasti
3.	Nature of relationship	Common KMP & Promoter
4.	Nature, Duration of the Contract and Particulars of Contract or Arrangement	The proposed contracts/ arrangements/ transactions relate to sale /purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy. It is for rendering the Analytical, toxicology services to SPL and sourcing of manufactured materials from SPL for meeting the business requirements of SPL and your Company on continuous basis on such terms & conditions as may be mutually agreed upon between Company and related party in best interest of the Company.

Sr. No.	Particulars	Information
5.	Material terms, monetary value and particulars of the contract or arrangement;	Each service will be priced based on the kind of analytical, toxicology services and/or sourcing of manufactured materials requested by the respective contracting party. Aggregate value of the proposed transaction(s) may be upto ₹25 Crore in each Financial Year.

Pursuant to Regulation 23(4) of Listing Regulations, no related parties shall vote to approve the material related party transaction that is being proposed for the consideration of the Members.

The Board of Directors of the Company recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel or their relatives are interested in the resolution, except Shri Venkateswarlu Jasti, Chairman & CEO of the Company and his relatives. Further the Promoters of the Company are also Promoters of SPL and has shareholding similar to that of the Company.

ITEM NO. 4

The Members may recall that in the previous Annual General Meeting of the Company held on 14th August, 2019, Smt. Sudharani Jasti (DIN: 00277998) was re-appointed as Whole-time Director of the Company for a period of 5 (five) years commencing from 1st November, 2019. On the basis of recommendations of the Nomination and Remuneration committee the Board of Directors in its meeting held on 5th June, 2020 decided to revise the terms of appointment of Smt. Sudha Rani Jasti, Whole Time Director of the Company, in the manner provided in the resolution. Smt. Sudha Rani Jasti being Whole Time Director of the Company is also a Key Managerial personnel and Related Party to the Company.

In terms of the Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Regulation 17 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company may pay remuneration upto a limit as approved by the Members of the company by passing a special resolution.

It may be further noted that, with respect to the remuneration proposed to be paid to a managerial personnel in terms of Schedule V of the Act when the Company has no profits or profits are inadequate in any financial year during the current tenure, the remuneration of managerial personnel shall be approved for a period not more than 3 years with necessary disclosures as specified therein, hence the Board has also decided to partially modify the current tenure of Smt. Sudha Rani Jasti, whole time director from 5 years to 3 years as set out in the resolution. Except the modification as proposed all other terms and conditions of her appointment shall remain the same.

The details of Smt. Sudharani Jasti as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, under the law are provided as an Annexure to this Notice.



The information as required under Section II of Part II of the Schedule V of the Companies Act, 2013 is furnished hereunder:

I. General Information

- a) Nature of industry: Pharmaceuticals
- b) Date of Commencement of commercial production: 09/03/1989
- c) Financial performance based on given indicators:

(₹ in lakhs)

Particulars	2019-20	2018-19	2017-18
Total Income	2,845.10	31,291.47	64,852.91
Less: R & D Expenses	2,594.44	5,936.86	5,846.66
Less: Other Expenses	2,373.37	17,760.00	35,979.68
Profit/(Loss) before Interest, Depreciation & Tax	(2,122.71)	7,594.61	25,618.67
Less: Depreciation and amortization	416.87	1,078.97	2,130.99
Less: Finance cost	54.03	190.26	461.11
Net Profit/(Loss) before taxation	(2,593.61)	6,325.38	23,026.57
Tax Expenses	(1,218.29)	2,406.01	7,183.35
Profit/(Loss) for the year	(1,375.32)	3,919.37	15,842.73
Dividend (%)	Nil	Nil	150%
Dividend payout	Nil	Nil	1,909.30
Share Capital	1,272.82	1,272.82	1,272.82
Other Equity	37,494.53	38,899.39	85,397.16
Net Worth	38,767.35	40,172.21	86,669.98
Gross Block (Tangible & intangible assets)	7,320.73	7,297.81	37,568.02
Net Block (Tangible & intangible assets)	2,079.01	2,235.02	30,772.56
Borrowings (Non-Current)	108.49	177.54	222.49

- d) Foreign investments or collaborators, if any.

Company has Wholly Owned Subsidiary named Suvan Neurosciences Inc. in USA and investment made therein till 31st March 2020 is USD 35.54 Million. There are no foreign collaborations.

II. Information about the appointee

a) Background details

Smt. Sudha Rani Jasti is a Graduate in Science from Andhra University.

She returned from USA to India in 1988-89 and promoted your Company in 1989. Since then, she been successfully managing the company as Whole-time Director providing the right direction and leadership in all governance matters.

b) Past remuneration

(₹ in lakhs)

Particulars	2019-20	2018-19	2017-18
Salary	84.00	145.43	126.46
Commission	0.00	119.18	82.87
Contribution to Provident Fund	0.00	17.45	15.18
Perquisites	0.00	9.51	8.27
Total	84.00	291.57	232.77

- c) Recognition or awards - Nil

d) Job profile and her suitability

Briefly Whole-time Director has an overall responsibility of the Company in all governance matters. Smt. Sudha Rani Jasti, had been on the Board since inception of the Company.

- e) Remuneration proposed: As provided in the resolution above

- f) Comparative remuneration profile with

respect to industry, size of the company, profile of position

Smt. Sudha Rani Jasti, had been on the Board since inception of the company, she contributed to propel its growth. She has streamlined the administrative operations of the company. Her skill set and experience place her in a corresponding major pharma industry in India. The remuneration proposed is reasonably in line with remuneration in similar sized companies in the same industry.

- g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.

Smt. Sudha Rani Jasti is the promoter Director in the Company, she is spouse of Mr. Venkateswarlu Jasti, CEO & Chairman of the Company.

III. Other information

a) Reasons of loss or inadequate profits

During the Financial Year 2019-20, your Company has undergone restructuring of its two business undertakings through the Scheme of Arrangement (Demerger) in which the CRAMS business undertaking was segregated and transferred to Suven Pharmaceuticals Limited as a going concern under due process of law and got the said Scheme approved by Hon'ble NCLT, Hyderabad Bench vide its order dated 06th January, 2020 and the Company retained Drug Discovery undertaking in terms of Scheme. Post demerger your Company stay focused on Discovery R&D and incurred expenditure to work further on the pipeline of 14 molecules which are in different

stages of clinical development programs. As a result, your Company has posted losses for the financial year 2019-2020.

b) Steps taken or proposed to be taken for improvement

Your Company is working towards the breakthrough in various molecules in the pipeline (14 molecules) which are at the different phases of clinical developments.

c) Expected increase in productivity and profits in measurable terms.

The Company is engaged in the development of New Chemical Entity for unmet medical needs of the global market where the success or failure is based on the outcome of the clinical development programs as such it would be difficult to forecast the productivity and profits in measurable terms.

IV. Disclosures

The remuneration paid to the Whole Time Director is as stated above at point II (b). The details of all elements of remuneration paid to the Whole Time Director are also presented in the Report on Corporate Governance which is attached to the Annual Report.

The tenure of office of Whole Time Director has been reduced from a period of 5 years to 3 years to suit the requirements of Schedule V of the Act and payment of remuneration upto the limits as envisaged in the resolution above, such variation of terms of appointment would require approval of the members of the Company in the general meeting by way of Special Resolution. Hence, the Board of Directors of the Company



with the recommendation of the Nomination and Remuneration Committee of the Board, recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel or their relatives are interested in the resolution, except Shri Venkateswarlu Jasti, Chairman & CEO and Smt. Sudha Rani Jasti, Wholetime Director of the Company and their relatives.

ITEM NO. 5 and 6

In order to reward and motivate employees as also to attract the talent as well as to retain the key managerial employees of the Company as well as employees of Wholly Owned Subsidiary Suven Neurosciences Inc., in USA, the Board of Directors at its meeting held on 11th August, 2020 have approved and proposed for the approval of the shareholders for issue of Stock Options as per which employees, who comply with certain eligibility criteria would be given / granted stock options to subscribe a specified number of equity shares of the Company offered to them at a price to be determined.

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

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

The Salient features of the ESOP Scheme are as under:

(A) Brief Description of the Scheme

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

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

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

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

The following are not eligible to participate in the scheme:

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

(C) Requirements of vesting and period of vesting

- (i) There shall be a minimum period of one year between the grant of options and vesting of options.

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

(D) Exercise price or price formula

The exercise price for the conversion of 1 option into 1 equity share shall be as decided by the Board in terms of the "SLSL ESOP 2020".

(E) Exercise Period and the Process of Exercise

- (i) Exercise period will commence from the vesting date as stipulated in each Employee Option Agreement, within which employee should exercise his right to apply for Shares against the Employee Stock Option vested in him in pursuance of the SLSL ESOP 2020.
- (ii) The Board will decide on the expiry period of options for employees leaving the Company after grant of options in their favour.
- (iii) The Options will be exercisable by the employees by a written application to the designated officer of the Company to exercise the Options, in such manner and on execution of such documents as may be prescribed by the Board under the Scheme.
- (iv) The Options will lapse if not exercised within the specified exercise period. Such lapsed options may be re issued by the Board in such manner as it deems fit in the best interest of the employees.

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

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

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

- (i) The maximum number of options to be granted to each employee shall be as per the Scheme and will depend upon the rank/designation of the employee as on the date of grant of options. However, no employee shall be entitled to more than such number of options more than 1% of the issued capital of the Company at the time of grant of options.
- (ii) The aggregate number of options to be granted under this scheme shall not exceed 10,00,000 Equity shares
- (iii) The Board shall decide on the number of options to be granted to each employee within this limit.

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

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option

ANNEXURE TO NOTICE OF AGM

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

ITEM NO. 2

Brief profile of Professor Dr. Seyed Ehtesham Hasnain [PhD, DSc (h.c.), DMedSc (h.c.), FNA, FTWAS, FAAM, ML] seeking Re-Appointment at the Annual General Meeting

Prof. Seyed E. Hasnain, Padma Shri (Civilian Award), is a recipient of Germany's Highest Civilian Award-The Order of Merit (Das Verdienstkreuz, 1.Klasse) from the President of Germany, equivalent of India's Bharat Ratna, the only Indian so far and one of the very few persons globally. He is internationally known for his work on DNA fingerprinting and on tuberculosis. With about 275 publications in peer-reviewed journals (>8600 citations, H-index 52) of high impact (Nature, PNAS USA, Lancet etc) and over a dozen international patents, Prof. Hasnain is a globally acclaimed scientist, an institution builder, policy maker, and an administrator. He was invited by IIT Delhi as a Professor where he served until superannuation (2011-2019) after which he shifted his laboratory to Jamia Hamdard. He taught at Delhi University, worked at the National Institute of Immunology, New Delhi and served as first Director of Centre for DNA Fingerprinting and Diagnostics (CDFD), Govt of India. He made CDFD a gold standard for DNA based crime investigations in that part of the globe. As the Vice-Chancellor of University of Hyderabad (2005-2011) he brought this University to the #1 position displacing JNU and Delhi University. He joined Jamia Hamdard as Vice Chancellor and in less than three years the University has been pole-vaulting into higher orbits of excellence and recently recommended as "Institution of Eminence" and placed at the 5th Rank amongst the Privately Funded Institutions of the country by Govt of India.

Prof. Hasnain is recipient of many prestigious awards from India and abroad, such as Humboldt Research

Prize (Alexander-von-Humboldt Foundation, Germany); the very exclusive Robert Koch Fellowship (the ONLY Indian so far) of the Robert Koch Institute, Berlin; and youngest to be elected as a Fellow of TWAS, Trieste. He is elected Fellow of the prestigious American Academy of Microbiology, USA, and the first Indian elected as a Member of the German National Academy of Sciences Leopoldina. He has been conferred with the ICMR's BR Ambedkar Award, the highest award for excellence in biomedical research; besides many other prestigious Indian Awards which include G.D. Birla Award, Shanti Swarup Bhatnagar Prize, FICCI Award, J.C. Bose National Fellow Award, Ranbaxy Research Award, Goyal Award, Bhasin Award etc. He is an elected Fellow of all the major Science Academies of India (FNA/FASc/FNASc), and a recipient of honorary Degrees from Universities in India and abroad. He is the 3rd Indian (Dr APJ Abdul Kalam, 2009, Dr. Amartya Sen, 2010) to receive an Honorary Doctorate (2011) from the Queen's University, UK.

Prof. Hasnain served as a Member (2004-2009, 2009-2014) of Science Advisory Council to the Prime Minister (SAC-PM) of India and Member of Scientific Advisory Committee to the Union Cabinet. He was Chairman of Biotech Advisory Council, Govt of Andhra Pradesh for several years and a Member of Biotech Advisory Council of many other State Govts.

He has been the Chairman of the Academic Committee of PGIMER, Chandigarh, and a Member of the Institute Body and Governing Council of PGIMER, as well as Member of the Research Advisory Committee of AIIMS, New Delhi. He served as a Member of University Grants Commission Governing Councils of Indian Institute of Advanced Studies-Shimla; Indian Institute of Science-Bangalore; Indian Institute of Management-Kozhikode; IISER-



Bhopal and several other institutions, policy-making bodies of the Ministries of S&T, MHRD, Health, and Defence. He continues to be a member of Aga Khan Foundation National Committee, Board of Directors/Audit Committees/Remuneration Committees of a number of Companies.

As a Professor, JH-Institute of Molecular Medicine, Prof Hasnain leads a very large, well-funded and active group of researchers (Ph.D. students, Post-Docs & Trainees) in the areas of Tuberculosis epidemiology, diagnosis, infection biology and drug repurposing.

Name of the Director	Prof Seyed E Hasnain
Director Identification Number (DIN)	02205199
Age	65 years
Date of Appointment at current designation/ Date of first appointment on the Board	30/04/2010
Terms and conditions of appointment / re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Prof Seyed E Hasnain who was re-appointed as a Director at the Annual General Meeting held on 14/08/2017, is liable to retire by rotation.
Remuneration proposed to be paid	Sitting fee
Names of listed entities in which the person also holds the directorship in other Companies	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held	Nil
Shareholding in the Company	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	He is not related to any Directors, Manager and other Key Managerial Personnel of the company.
The number of Meetings of the Board attended/held during the FY 2019-20 i.e. upto 31st March, 2020	4/6

ITEM NO. 4

Name of the Director	Smt. Sudharani Jasti
Director Identification Number (DIN)	00277998
Age	66 years
Date of Appointment at current designation/ Date of first appointment on the Board	09/03/1989
Profile / Qualifications & Experience	Smt. Sudharani Jasti is a Graduate in Science from Andhra University; she returned from USA to India in 1988-89 Smt. Sudharani Jasti had been on the Board since inception of the Company and successfully managing the company as Whole-time Director providing the right direction and leadership in all governance matters.
Terms and conditions of appointment / re-appointment	As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	As provided in the resolution forming part of notice of this meeting.
Names of listed entities in which the person also holds the directorship in other Companies	Nil
Chairmanship/Membership of Committees in other companies in which position of Director is held	Nil
Shareholding in the Company	1,000 shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Smt. Sudha Rani Jasti is the promoter Director in the Company, she is spouse of Mr. Venkateswarlu Jasti, CEO & Chairman of the Company. Except Shri. Venkateswarlu Jasti and Smt. Sudharani Jasti their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 4 of the Notice
The number of Meetings of the Board attended/held during the FY 2019-20 i.e. upto 31st March, 2020	4/6