



CIN: L24110TG1989PLC009713

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Road No. 5 | Avenue 7 | Banjara Hills | Hyderabad - 500 034 | Telangana | India

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Suven Life Sciences Limited will be held on Tuesday, the 21st Day of October 2014 at 10.30 a.m. at KLN Prasad Auditorium, Federation House, The Federation of Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad – 500 004 to transact the following special businesses:

ITEM NO. 1: To Adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation contained in the existing Article of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2: Re-appointment of Shri. Venkateswarlu Jasti as Chairman & CEO

To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to Section(s) 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such other approvals and consents, if required, approval of the Company be and is hereby accorded to the re-appointment of Shri Venkateswarlu Jasti as Chairman and CEO of the Company for a period of 5 years commencing from 01st November 2014 to 31st October 2019 liable to retire by rotation on the following terms and conditions

Salary

₹ 15,00,000 (Rupees Fifteen Lakhs 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.

Commission

Not more than 1% on net profits of the company calculated as per section 198 of the Companies Act, 2013.

Perquisites

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 his family members including dependant parents of appointee.
- b) Leave travel concession for self and family including dependant 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 the Board of Directors be and is hereby authorized to vary, alter or modify the remuneration as may be agreed by the Board and Shri Venkateswarlu Jasti."

"RESOLVED FURTHER THAT Notwithstanding anything herein above stated, In the event of company having no profits or its profits are inadequate in any financial year during the tenure of the appointment, then the remuneration of the Chairman and CEO shall be governed by the Section II of Part II of the Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

ITEM NO. 3: Re-appointment of Smt Sudha Rani Jasti as a Whole-time Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to Section(s) 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such other approvals and consents, if required, approval of the Company be and is hereby accorded to the re-appointment of Smt Sudha Rani Jasti as a Whole-time Director of the Company for a period of 5 years commencing from 01st November 2014 to 31st October 2019 liable to retire by rotation on the following terms and conditions

Salary

₹ 7,50,000 (Rupees Seven Lakhs Fifty Thousand 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.

Commission

Not more than 0.5% on net profits of the company calculated as per section 198 of the Companies Act, 2013.

Perquisites

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 there under. 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 dependant parents of appointee.
- b) Leave travel concession for self and family including dependant 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 the Board of Directors be and is hereby authorized to vary, alter or modify the remuneration as may be agreed by the Board and Smt. Sudha Rani Jasti."

"RESOLVED FURTHER THAT Notwithstanding anything herein above stated, In the event of company having no profits or its profits are inadequate in any financial year during the tenure of the appointment, then the remuneration of the Whole-time Director shall be governed by the Section II of Part II of the Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

ITEM NO. 4: Re-appointment of Ms Kalyani Jasti as President (Us Operations)

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

"RESOLVED THAT in supersession of the previous resolutions passed by the members in the Annual General Meetings held on 27th July 2010 and on 13th August 2013 appointing Ms Kalyani Jasti as President (US Operations) and pursuant to Section 188 of the Companies Act, 2013 approval of the Company be and is hereby accorded to re-appoint Ms Kalyani Jasti, as President (US Operations) for a period of 5 years commencing from 1st November 2014 on a remuneration as detailed below:

Salary 180,000 USD p.a.

Performance Bonus 20% of salary."

"RESOLVED FURTHER THAT Ms Kalyani Jasti shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business and any other allowances, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisite as the Board may decide from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to sanction at their discretion annual increment not exceeding 15% of the then present salary to Ms Kalyani Jasti and the Board be and is hereby further empowered to withhold the annual increment as it may consider in the best interest of the Company from time to time."

"RESOLVED FURTHER THAT Ms Kalyani Jasti shall be in the exclusive employment of the company and will not hold a place of profit in any other company during her employment in the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as are necessary and as it may deem fit and delegate to any director(s) or any other officer(s) for obtaining necessary permissions and approvals if required to give effect to the aforesaid resolution."

ITEM NO. 5: Offer/Further Issue of Securities

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

"RESOLVED THAT, pursuant to provisions of Section 42 and 62 (1)(c) and all other applicable provisions and rules, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations/guidelines issued by the Government of India ("GOI"), the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and/or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) as amended, the Foreign Exchange management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended upto date and subject to such approvals, consents, permissions and sanctions of the Government of India (GOI), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable,

which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which expressions shall be deemed to include any committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of Rs. 1/- (Rupees One Only) each (the "**Equity Shares**"), Global Depository Receipts (GDRs), American Depository Receipts ("**ADRs**") Foreign Currency Convertible Bonds (FCCBs) and/or other financial instruments convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, through public and/or private offerings and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors (collectively called the "**Investors**") whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding USD 100 million (US Dollar Hundred million) or its equivalent of any other Foreign/Indian currencies inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

Provided that the issue price for the private placement including Preferential Issue and QIP shall be at or above the issue price (Floor Price) calculated in terms of provisions of chapters VII and VIII respectively of the ICDR Regulations. The relevant date

(Relevant Date) for the purpose of arrival of the Floor Price of Preferential Issue and QIP shall be in accordance with chapter VII and VIII of the ICDR Regulations respectively.”

“RESOLVED FURTHER that in the event the Equity Shares are issued in the course of QIP under Chapter VIII of the ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the ICDR Regulations. The Board may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under the ICDR Regulations.”

“RESOLVED FURTHER that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.”

“RESOLVED FURTHER that in pursuance of this resolution and subject to the approval of the shareholders, the securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

- (a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution; and the issue
- (b) Shall rank *pari passu* in all respects with the existing Equity Shares of the Company in all respects.
- (c) The number and/or price of the securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER that subject to the approval of the shareholders, the Board be and is hereby authorized to finalize and approve the offering circular/placement document for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person,

be required from time to time, and to arrange for the submission of the offering circular/placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.”

“RESOLVED FURTHER that subject to the approval of the shareholders, in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue for Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

“RESOLVED FURTHER that subject to the approval of the shareholders and the applicable laws, for the purpose of giving effect to the issuance of securities, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the securities, including, without limitation to the following:

- (a) decide the date for the opening of the issue of securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents;
- (b) finalisation of the allotment of the securities on the basis of the subscriptions received;
- (c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) approval of the preliminary and final offering circulars/placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/Underwriters/Advisors, in accordance with all applicable rules, regulations and guidelines;
- (e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/

conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/arrangements/MoUs/documents with any such agencies, in connection with the proposed offering of the securities;

- (f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (g) finalisation of the basis of allotment in the event of over-subscription;
- (h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
- (j) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (k) deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;
- (l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue; and
- (m) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such

manner and to such persons(s) as the Committee, may deem fit and proper in its absolute discretion to be most beneficial to the Company."

"RESOLVED FURTHER that subject to the approval of the shareholders, the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

"RESOLVED FURTHER that without prejudice to the generality of the above, and subject to the approval of the shareholders, the aforesaid issue of securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

Provided that the issue of all Equity Shares referred to above shall rank pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER that subject to the approval of the shareholders of the Company, the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India)."

"RESOLVED FURTHER that subject to the approval of the shareholders of the Company, for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or securities or instruments representing the same, as described above, the Board be authorised to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with

power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member 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, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company."

"RESOLVED FURTHER THAT subject to the approval of the shareholders, the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any committee of Directors, any other one or more Director(s) of the Company to give effect to the aforesaid resolution and thereby such committee of Directors or one or more such Directors as

authorised are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard."

by order of the Board of Directors

Place: Hyderabad

Date: 22nd September 2014

K Hanumantha Rao
Company Secretary

Registered Office

SDE Serene Chambers,

6th Floor, Road No.5,

Avenue 7, Banjara Hills,

Hyderabad – 500 034

CIN: L24110TG1989PLC009713

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF and Proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A person shall not act as a Proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 (ten) percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 (ten) percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses is annexed hereto.
3. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the Registrars and Transfer Agents Karvy Computershare Pvt. Ltd., Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 and in case of Members holding shares in electronic form are requested to notify any change in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.
4. The Members are requested to bring their copies of notice of the meeting, and handover the attendance slips at the entrance hall of the meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/power of attorney authorizing their representative to attend and vote on their behalf at the Extra-ordinary General Meeting.
6. Relevant documents referred to in Notice are open for inspection by the members at the Registered Office of the company on all working days, during business hours up to the date of the meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
8. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' the facility to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy").
9. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com> during the e-voting period commences from 14th October, 2014 (9 a.m. IST) to 16th October, 2014 (6 p.m. IST).
10. E-voting shall not be allowed beyond 6 p.m. on 16th October, 2014. During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on 19th September, 2014 may cast their vote electronically.

11. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company/their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the

login ID and password for e-voting along with process, manner and instructions by e-mail.

12. The Company has appointed, **Smt P Renuka, Practicing Company Secretary**, as a Scrutinizer(s) to scrutinize the e-voting process for Extra-ordinary General Meeting in a fair and transparent manner.

EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013)

ITEM NO 1:

When the Company was incorporated in 1989 the existing Articles of Association ("AoA") were based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013.

The Companies Act, 2013 is now largely in force with the notification of most of the Sections of the Act by the Ministry of Corporate Affairs (MCA) effective from 1st April 2014. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient modify/replace/alter the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders

ITEM NO 2 & 3

Shri Venkateswarlu Jasti and Smt Sudha Rani Jasti are the founders as well as first directors of your Company.

As the members are aware that under the leadership of Shri Venkateswarlu Jasti, your Company has achieved excellent performance over the past years, particularly in 2013-14. Under his expert stewardship, your Company is expected to scale greater heights in the years to come.

Aligning with the provisions of the Companies Act, 2013, with regard to the appointment of woman director, the Board of your company has re-appointed Smt Sudha Rani Jasti as Whole-

time Director, another Key Managerial Personnel under the said Act, to take care of all administrative functions of the Company.

As per the provisions of Section 196 of the Companies Act, 2013 no re-appointment of managerial personnel shall be made earlier than one year before the expiry of their present term. The present term of the managerial personnel expires on 31st August 2015. Keeping this in view and based on the recommendations of the Nomination and Remuneration Committee, the Board, in its meeting held on 22nd September 2014, has re-appointed Shri Venkateswarlu Jasti as Chairman & CEO and Smt Sudha Rani Jasti as Whole-time Director of the Company for a period of 5 years commencing from 1st November 2014.

The Nomination and Remuneration Committee at its meeting held on 22nd September 2014 has considered the industry standards and onerous responsibilities being shouldered by the said key managerial personnel and recommended enhanced remuneration to the Board as set-out in the resolutions at item No(s) 2 & 3 of the Notice of this EGM.

Except Shri Venkateswarlu Jasti and Smt Sudha Rani Jasti None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution(s) set out at Item No(s). 2 & 3 of the Notice.

The Board recommends the Ordinary Resolution(s) set out at Item No(s). 2 and 3 of the Notice for approval by the shareholders

ITEM NO 4.

Ms Kalyani Jasti has joined the Company in the year 2011 as President (US Operations) with the approval of the shareholders in the Annual General Meeting held on 27th July, 2010 and also with the approval of the Central Government under the provisions of the previous Companies Act, 1956. Since then she has successfully been managing the overseas operations of the company and under her dynamic leadership, your company has achieved excellent performance as is evident from the export turnover and profits recorded in the financial statements for the fiscal ended 31st March 2014.

Leveraging on Ms Kalyani Jasti's proven managerial skills, your Company is expected to emerge as a stronger player in the global markets.

The Central Government in its approval to the appointment of Ms Kalyani Jasti as President (US Operations) stated her remuneration only in rupee terms, whereas the remuneration approved by the Board and members was in dollar terms, since the position is based in USA. In compliance with approval of Central Government your company could not make full payment of her salary as approved by the members in Annual General Meeting held on 27th July 2010 and on 13th August 2013 due to rupee depreciation. Under the new law, approval of such remuneration rests with the Board and members. Thus the Board has sought superseding of the previous resolutions and placed this fresh proposal for approval of members in general meeting with a view to retain the talent within the organization.

Based on the performance of Ms Kalyani Jasti as President (US Operations), the Nomination and Remuneration Committee in its meeting held on 22nd September 2014 has recommended re-appointment of Ms Kalyani Jasti to the Board for a period of 5 years commencing from 1st November 2014 with remuneration as set out in the resolution. The remuneration proposed is in line with the standards prevalent in the US and commensurate with the responsibilities being shouldered by her.

Except Shri Venkateswarlu Jasti, Smt Sudha Rani Jasti and Ms Kalyani Jasti, None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No(s). 4 of the Notice.

The Board recommends the Special Resolution set out at Item No(s). 4 of the Notice for approval by the shareholders

ITEM NO 5.

This special resolution enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds (FCCBs), Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a Qualified Institutions Placement (QIP) in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding USD 100 million or its equivalent of any other Foreign/Indian currencies.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to meet capital expenditure and long term working capital requirements of the Company and exploring acquisition opportunities and general corporate purposes.

The special resolution also seeks to empower the Board to issue eligible securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the eligible securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

by order of the Board of Directors

Place: Hyderabad

Date: 22nd September 2014

K Hanumantha Rao
Company Secretary

Registered Office

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

Additional information on directors recommended for re-appointment as required under Clause 49 of the Listing Agreement

Shri Venkateswarlu Jasti aged 65 years is a Post Graduate in Pharmacy from Andhra University, Visakhapatnam, and also a Post Graduate in Pharmacy from St. John University, New York, specializing in Industrial Pharmacy. Having registered himself as a Registered Pharmacist, he owned and successfully managed 6 pharmacies in the state of New Jersey and New York in USA. He was the president elect of Essex County Pharmaceutical Society of NJ which no other Indian occupied till now.

He returned from USA to India in 1988-89 and promoted this company in 1989. Since then, he has been successfully managing the company providing the right direction and leadership in developing technologies, upgrading the facilities, development of export markets etc.

Shri Jasti has been the Past President of Indian Pharmaceutical Association, and Chairman of Local Organizing Committee for the 52nd Indian Pharmaceutical Congress held at Hyderabad and was President of Bulk Drug Manufacturers Association of India (BDMA) till September, 2004.

He was the past Chairman for Pharmexcil (Pharmaceutical Export Promotion Council) an exclusive statutory body for the promotion of exports of all pharma and biotech products which was set up by Govt. of India.

Shri Jasti is the Chief architect for the formation of A.P. Chief Minister's task force for Pharma during 2001 and responsible for the creation of Pharma City at Vizag by Govt. of Andhra Pradesh and Pharmexcil (Pharmaceutical Export Promotion Council) head quartered at Hyderabad by Govt. of India.

Chairman & CEO has an overall responsibility of the company in terms of its strategic growth and business development.

Shri Venkateswarlu Jasti had been on the Board since inception of the company. He does not hold any other directorships/Committee positions. He holds 2,30,00,000 shares of Re 1/- each in the company.

Smt. Sudha Rani Jasti, aged 60 years is a Graduate in Science from Andhra University; she returned from USA to India in 1988-89 and promoted this company in 1989. Since then, she has been successfully managing the company as Whole-time Director providing the right direction and leadership in all administrative matters.

Whole-time Director has an overall responsibility of the company in terms of its administrative matters. She has streamlined the administrative operations of the company.

Smt Sudha Rani Jasti had been on the Board since inception of the company. She is member of Stakeholders Relationship Committee. She does not hold any other directorships. She holds 2,10,00,000 shares of Re 1/- each in the company.

CORREGENDUM

With regard to explanatory statement for Item No 5 to the Notice of EGM the following shall also be considered.

The company shall also use the funds proposed to be raised for the purposes of Research and Development activities for Clinical Trials activities and modernization and up gradation of its expansions plans, in addition to purposes mentioned in the explanatory statement for Item No 5 of the Notice of EGM.



SUVEN LIFE SCIENCES LIMITED

CIN: L24110TG1989PLC009713

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 Fax: 91 40 2354 1152 Email: investorservices@suven.com website: www.suven.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID		Reg. Folio No.	
Client ID		No. of Shares	

NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER

--

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Tuesday the 21st day of October, 2014 at 10.30 a.m. at KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce & Industry [FAPCCI], 11-6-841, Red Hills, Hyderabad -500 004.

Signature of Shareholder/Proxy





SUVEN LIFE SCIENCES LIMITED

CIN: L24110TG1989PLC009713

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 Fax: 91 40 2354 1152 Email: investorservices@suvan.com website: www.suvan.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the member(s)			
Registered Address			
Email Id			
Folio No./Client ID		DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
3	Name			
	Address			
	E-mail Id	Signature		

Contd..



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-ordinary General Meeting of the company, to be held on Tuesday, the 21st day of October, 2014 at KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce & Industry [FAPCCI], 11-6-841, Red Hills, Hyderabad - 500 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To Adopt new Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013		
2. Re-appointment of Shri Venkateswarlu Jasti as Chairman & CEO		
3. Re-Appointment of Smt Sudha Rani Jasti as a Whole-time Director		
4. Re-Appointment of Ms Kalyani Jasti as President (US Operations)		
5. Offer/Further Issue of Securities		

Signed this _____ day of _____ 2014.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix a
1 Rupee
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**SUVEN LIFE SCIENCES LIMITED**

CIN: L24110TG1989PLC009713

Regd. Office: 8-2-334 I SDE Serene Chambers I 6th Floor I

Road No.5 I Avenue 7 I Banjara Hills I Hyderabad – 500 034 I Telangana I India

Tel: 91 40 2354 1142/3311 Fax: 91 40 2354 1152 Email: investorservices@suven.com website: www.suven.com

Serial No. : 1

Name and Registered Address of the Sole/First named Member : SREEKUMAR K S
327, FD AMB,
C/O APO.
LUCKNOW U P
PIN : 1

Name(s) of the Joint Member(s), if any :

Registered Folio No. / DP & Client ID No. : 13200 / 1201320000314493

Number of Equity Shares held : 10

Subject: Process and manner for availing E-voting facility

The Company has engaged the services of M/s. Karvy Computershare Private Limited to provide e-voting facilities. The e-voting facility is available at the link <http://evoting.karvy.com>.

The e-voting particulars are set out below:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN
1482	1201320000314493	Existing Password

Instructions and other information relating to e-voting are as under:**1. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:**

- Launch internet browser by typing the URL: <https://evoting.karvy.com>
- Enter the login credentials (i.e. User ID and password mentioned above). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach password change Menu wherein you are required to mandatorily change your password. **The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$).** 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the E-Voting Event Number for Suven 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 “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 overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- 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.
- You may then cast your vote by selecting an appropriate option and click on “Submit”. 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.** During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: prenukaacs@gmail.com with a copy marked to evoting@karvy.com and investorservices@suven.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
from (9 a.m. IST) Tuesday 14th October, 2014	up to (6 p.m. IST) Thursday 16th October, 2014

- In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com> or contact Karvy on Toll Free No. 1-800-34-54-001 for any further clarifications.

2. In case a Member receives physical copy of the Extra-ordinary General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].
 - i). User ID and initial password as provided above.
 - ii). Please follow all steps from Sr. No. (i) to (xiii) as mentioned in (1) above, to cast your vote.
3. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Friday, September 19, 2014.
6. The Board of Directors has appointed Smt P Renuka, Practicing Company Secretary, Hyderabad as a Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
8. The Results on resolutions shall be declared at or after the Extra-ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra-ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.suven.com) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to BSE Limited and National Stock Exchange of India Limited.

BALLOT FORM (In lieu of e-voting)

Serial No. : 1

I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolution(s) to be passed for the business stated in the Notice of Extra-ordinary General Meeting of the Company to be held on 21st October, 2014 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Resolution(s)	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
SPECIAL BUSINESS				
1.	To Adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013			
2.	Re-appointment of Shri. Venkateswarlu Jasti as Chairman & CEO			
3.	Re-Appointment of Smt Sudha Rani Jasti as a Whole-time Director			
4.	Re-Appointment of Ms Kalyani Jasti as President (US Operations)			
5.	Offer /Further Issue of Securities			

Place:

Date :

Signature of the Shareholder

Please write your email ID here to serve you better _____

NOTE: Kindly read the instructions printed below before filling the form. Valid Ballot Forms received by the Scrutinizer by 6:00 p.m. on October 16, 2014 shall only be considered.

Instructions and other Information relating to Ballot Paper Voting

- i. Those members who are unable to cast their vote through e-voting mechanism, may fill up the Ballot Form printed above and submit the same in a sealed envelope to The Scrutinizer, C/o. Karvy Computershare Pvt. Ltd., Unit: Suven Life Sciences Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, so as to reach latest by 6.00 p.m. on October 16, 2014. Ballot Form received thereafter will strictly be treated as if not received.
- ii. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
- iii. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- iv. In the event member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- v. The right of voting by Ballot Form shall not be exercised by a proxy.
- vi. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
- vii. There will be only one Ballot Form for every Folio / DP ID Client ID irrespective of the number of joint members.
- viii. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his / her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
- ix. Where the Ballot Form has been signed by an authorised representative of the body corporate / Trust / Society, etc. a certified copy of the relevant authorisation / Board resolution to vote should accompany the Ballot Form.