Annexure XA

KARVY & CO
CHARTERED ACCOUNTANTS

To,

The Board of Directors,
Suven Pharmaceuticals Limited,
3rd Floor, SDE Serene Chambers, Road No.5,
Banjara Hills, Hyderabad 500034, Telangana.

We, M/s. KARVY & CO., Chartered accountants the statutory auditors of Suven Pharmaceuticals Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 6 of Section III of the Draft Scheme of Amalgamation between Cohance Lifesciences Limited (Transferor) and Suven Pharmaceuticals Limited (Transferee) and their respective shareholders and creditors in terms of the provisions of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013, the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us,we confirm that the accounting treatment contained in the clause 6 of Section III aforesaid scheme as detailed in Annexure-1 is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notifiedby the Central Government under section 133 of the Companies Act, 2013 read with the rules made thereunder and other Generally Accepted Accounting Principles.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For KARVY & CO.
Chartered Accountants
Firm Registration Number: 001757S

DEDEEPYA KOSARAJU
Partner
Membership No. 225106
UDIN: 24225106BKEPAO7104

KARVY & CO. Chartered Accountants Firm No: 001757S HYDERABAD

Place: Mumbai
Date: 29/02/2024

ANNEXURE-1

Extract from the draft scheme of amalgamation Suven Pharmaceuticals Limited with Cohance Lifesciences Limited

SECTION-III

6.ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

6.1 Upon this entire Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Company, together, in its books of accounts as per the 'Pooling of Interest Method' in accordance with accounting principles as laid down in Appendix C the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in the books of accounts of the Transferee Company such that:

(i) The Transferee Company shall record the assets and liabilities of the Transferor Company at their carrying values as appearing in the financial statements of the Transferor Company. No adjustments are made to reflect fair values, or recognize any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies;

(ii) The identity of the reserves of the Transferor Company shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appear in the financial statements of the Transferor Company, prior to this Scheme being made effective;

(iii) The inter-company balances between the Transferor Company and the Transferee Company, if any, appearing in the books of the Transferee Company shall stand cancelled, and there shall be no further obligation in that behalf;

(iv) The Transferee Company shall credit its share capital account with the aggregate face value of the equity shares issued to shareholders of Transferor Company as of the Record Date;

(v) The surplus / deficit, if any arising after taking the effect of Clauses 1.1(i), Clause 1.1(ii) and Clause 1.1(iv), after adjustment of Clause 1.1(iii), shall be transferred to the capital reserve in the financial statements of the Transferee Company and should be presented separately from other capital reserves with disclosure of its nature and purpose in the notes;

The Capital Reserve generated as above will be offset against any pre-existing capital reserves. This includes negative capital reserves, also known as amalgamation deficit reserves, which may have resulted from past amalgamations or mergers involving common control.

(vi) In case of any difference in accounting policy between each of the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee

Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies;

(vii) Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger of the Transferor Company, as stated above, as if the merger had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the prior period information shall be restated only from that date;

(viii) For accounting purposes, the Scheme will be given effect on the date when all substantial conditions for the transfer of the Transferor Company are completed; and

(ix) Any matter not dealt with in clause hereinabove shall be dealt with in accordance with the requirement of applicable Indian Accounting Standards.

6.2 Accounting Treatment of Transferor Company:

As the Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective, hence there is no accounting treatment prescribed under this Scheme in the books of the Transferor Company.

For Suven Pharmaceuticals Limited

SUVEN PHARMACEUTICALS LIMITED * HYD *

Signature of the Authorized Person of the Company

Annexure XB

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

THE SKYVIEW 10
18th Floor, "NORTH LOBBY"
Survey No. 83/1, Raidurgam
Hyderabad - 500 032, India
Tel : +91 40 6141 6000

To

The Board of Directors
Cohance LifeSciences Limited
215 Atrium, C Wing,8th Floor, 819-821, Andheri Kurla Road, Chakala,
Andheri (East), Mumbai-400093, India

1. We, S.R. Batliboi & Associates LLP, Chartered Accountants, are the statutory auditors of Cohance LifeSciences Limited (the "Company" or "the Transferor Company").

2. In respect of the propose d Scheme of Amalgamation between the Transferor Company and Suven Pharmaceuticals Limited ("the Transferee Company") and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 approved by the Board of Directors in their meeting held on February 29, 2024 (hereinafter referred to as "Proposed Scheme"), we have been requested by the management of the Company to report that the accounting treatment mentioned in the proposed Scheme is in conformity with the applicable accounting standards.

3. The Company is a Transferor Company in the proposed Scheme and upon the Scheme becoming effective, the Company shall stand dissolved without being wound up. Accordingly, a report confirming the accounting treatment in the books of the Transferor Company in respect of its amalgamation with the Transferee Company is not required as referred in clause 6.2 of the Proposed Scheme (Annexure A).

4. We hereby provide our consent for onward filing of this letter with the jurisdictional bench of the National Company Law Tribunal and/or Central Government and /or any other concerned statutory or regulatory authority, if and as required.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Navneet Rai

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

per Navneet Rai Kabra
Partner
Membership No.: 102328

UDIN: 24102328BKEZKO9071
Place of signature: Hyderabad
Date: February 29, 2024

Annexure A
Extract of clause 6.2 given in the Proposed Scheme

6.2 **Accounting Treatment of Transferor Company**:

As the Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective, hence there is no accounting treatment prescribed under this Scheme in the books of the Transferor Company.

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD