



CSD/BSE&NSE/PB/2023-24
February 02, 2024

To
BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001

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

Scrip Code: 530239

Scrip Symbol: SUVEN

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

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Further to our letter dated January 30, 2024 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the **Postal Ballot Notice, seeking approval of Members of the Company by way of remote e-voting process, for appointment of Dr. Vajja Sambasiva Rao (DIN: 09233939) as an Independent Director of the Company** for a term of three years with effect from January 30, 2024 upto January 20, 2027.

The Notice is being sent only through electronic mode to those Members, whose names appear on the Register of Members/ Register of Beneficial Owners as on **Friday, January 26, 2024 (“cut-off date”)**, received from Depositories and whose email IDs are registered with the Company/ Registrar & Transfer Agent / Depository Participants/ Depositories. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged services of Kfin Technologies Limited, Registrar & Transfer Agent as the agency to provide e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Monday, February 05, 2024
End of e-voting:	5:00 p.m. (IST) on Tuesday, March 05, 2024

Suven Life Sciences Limited

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



The Postal Ballot Notice is also available on the Company's website at www.suven.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Suven Life Sciences Limited**

Shrenik Soni
Company Secretary & Compliance Officer
M. No.: F12400

Encl.: As above

Copy to:

KFin Technologies Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad 500 032

National Securities Depository Limited
Trade World, A Wing, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai City, Maharashtra – 400013

Central Depository Services (India) Limited
Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound,
N.M. Joshi Marg, Lower Parel (E), Mumbai City, Maharashtra - 400013

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SUVEN LIFE SCIENCES LIMITED

CIN: L24110TG1989PLC009713

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

Tel: 91 40 2354 1142/ 3311/ 3315 Fax: 91 40 2354 1152

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
February 05, 2024, at 9:00 a.m. (IST)	March 05, 2024, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that the resolution set out below is proposed for approval of the Members of Suven Life Sciences Limited (**"the Company"**) by means of a Postal Ballot, only by remote electronic voting process (**"e-voting"**) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the **Companies Act, 2013** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time).

The Board of Directors of the Company recommends approval of the Members for the below Resolution. The Explanatory Statement pursuant to Section 102 (1) of the Act pertaining to the said Resolution setting out material facts relating to resolution and additional information as required under the SEBI (LODR) Regulations 2015, is annexed hereto.

In compliance with the aforesaid MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <http://www.suven.com/postalballot.aspx>.

The Board of Directors of the Company, appointed Smt. D. Renuka, Practicing Company Secretary (Membership No. A11963), as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014,



for conducting the postal ballot process through e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on **March 05, 2024**. The remote e-voting facility will be disabled by KFinTech immediately thereafter. The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman & CEO of the Company or any person authorized by him. The results will be declared on or before **March 07, 2024**, and will also be displayed on the Company's website www.suven.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT DR. VAJJA SAMBASIVA RAO (DIN: 09233939) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time, and the Articles of Association of the Company, and based on the recommendations of

the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Dr. Vajja Sambasiva Rao (DIN: 09233939), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 30th January, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of three years i.e., from 30th January, 2024 to 20th January, 2027 (both days inclusive)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as 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."

by order of the Board of Directors

Sd/-

Shrenik Soni

Company Secretary and Compliance Officer
Membership No. F12400

Place: Hyderabad

Date: January 30, 2024

Registered Office

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



NOTES:

1. The Explanatory statement and reasons for the proposed resolution pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, January 26, 2024 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.suven.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting **Form ISR-1** (available on the website of the Company at www.suven.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Monday, February 05, 2024 and ends at 5:00 p.m. (IST) Tuesday, March 05, 2024.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, March 05, 2024.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investorservices@suven.com.
11. PROCEDURE FOR E-VOTING:
 - (i) E-VOTING FACILITY:
 - a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolution by electronic means.



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

Commencement of e-voting:	9:00 a.m. (IST) on Monday, February 05, 2024
End of e-voting:	5:00 p.m. (IST) on Tuesday, March 05, 2024

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 KFinTech upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given herein below.

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. 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.

- b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Procedure to login through websites of Depositories	
National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>1. User already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i). URL: https://eservices.nSDL.com</p> <p>ii). Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>iii). On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>iv). Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest of CDSL may follow the following procedure:</p> <p>i). URL: https://web.cdslindia.com/myeasitoken/home/login Or home/ login Or URL:www.cdslindia.com</p> <p>i). Click on New System Myeasi</p> <p>ii). Login with user id and password</p> <p>iii). Option will be made available to reach e-Voting page without any further authentication.</p> <p>iv). Click on e-Voting service provider name to cast your vote.</p>



Procedure to login through websites of Depositories	
National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i). To register click on link : https://eservices.nsdl.com</p> <p>ii). Select "Register Online for IDeAS") or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii). Proceed with completing the required fields</p> <p>iv). Post registration is completed, follow the process as stated in point no.1 above</p>	<p>2. User not registered for Easi/Easiest</p> <p>i). Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>ii). Proceed with completing the required fields.</p> <p>iii). Post registration is completed, follow the process as stated in point no.1 above</p>
<p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>i). URL:https://www.evoting.nsdl.com/</p> <p>ii). Click on the icon "Login" which is available under 'Shareholder/ Member' section.</p> <p>iii). Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv). Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>v). Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>i). URL: www.cdslindia.com</p> <p>ii). Provide demat Account Number and PAN No.</p> <p>iii). System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv). After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p> <p>v). Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/ CDSL (as may be applicable). Click on the e-Voting link available against Suven Life Sciences Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.



Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at Toll free: 1800-22-5533

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(I) In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. 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 (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Suven Life Sciences Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "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 on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item in the Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.



(m) Institutional / Corporate Members (that is, 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 authorized representative(s), to the Scrutiniser at e-mail id: prenukaacs@gmail.com with a copy marked to investorservices@suven.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(II) The members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Physical shareholders are hereby notified that based on SEBI Master Circular number: SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70, dated May 17th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN CODE for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

Mrs. C. Shobha Ananda, Dy. Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32
Gachibowli, Financial District
Nanakramguda,
Hyderabad 500 032,
Phone No.: +91 40 6716 2222
Toll-free No.: 1800-309-4001
E-mail: evoting@kfintech.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 1

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its meeting held on January 30, 2024, had appointed Dr. Vajja Sambasiva Rao (DIN: 09233939) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a term of three years i.e. from 30th January, 2024 to 20th January, 2027 (both days inclusive), subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Dr. Vajja Sambasiva Rao (DIN: 09233939) shall hold office up to the date of the next General Meeting of the Company and is eligible to be appointed as a Director. In terms of Section 160 (1) of the Act, the Company has received in writing a notice from a Member, proposing his candidature for the office of Director. As per Sections 149 and 152 of the Act and the Rules framed thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next General meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Dr. Vajja Sambasiva Rao stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations, including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director's Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Dr. Vajja Sambasiva Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Dr. Vajja Sambasiva Rao as an Independent Director for a term of three years i.e. from 30th January, 2024 to 20th January, 2027 (both days inclusive).

Dr. Vajja Sambasiva Rao is independent of the management and possesses appropriate skills, experience and

knowledge, inter alia, in the field of chemistry, governance and knowledge in project & financial management. Brief profile of Dr. Vajja Sambasiva Rao as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

In the opinion of the Board, Dr. Vajja Sambasiva Rao is a person of integrity, possesses relevant expertise/experience and fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise/experience and vast knowledge, it will be in the interest of the Company to appoint Dr. Vajja Sambasiva Rao as an Independent Director, not liable to retire by rotation. Dr. Vajja Sambasiva Rao shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings. Copy of the draft letter of appointment of Dr. Vajja Sambasiva Rao as an Independent Director setting out the terms and conditions is available for inspection by the Members through electronic mode.

Except Dr. Vajja Sambasiva Rao, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

The Board recommends the Special Resolution, as set out in Item No. 1 of the Notice, for approval by the Members of the Company.

by order of the Board of Directors

Sd/-

Shrenik Soni

Company Secretary and Compliance Officer
Membership No. F12400

Place: Hyderabad

Date: January 30, 2024

Registered Office

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



ANNEXURE TO NOTICE OF POSTAL BALLOT

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

Resolution No.	1
Name of the Director	Dr. Vajja Sambasiva Rao
Director Identification Number (DIN)	09233939
Age	72 years
Date of Appointment at current designation/ Date of first appointment on the Board	January 30, 2024
Profile (Brief resume)/ Qualifications & Experience (including expertise in specific functional area)	<p>Dr. Vajja Sambasiva Rao is a Master of Science and Ph. D Chemistry from BITS Pilani and he is an alumnus of BITS, Pilani and the University of Bielefeld, Germany.</p> <p>Dr. Vajja Sambasiva Rao is also an academician, he retired as Vice Chancellor of SRM University-AP on 9th September 2022 and moving onward continues as an Adviser to President and Pro-Chancellor SRM University AP. He previously served as the President of NIIT University and Acting Vice-Chancellor and Director at BITS, Pilani. He played a crucial role in the establishment of BITS Pilani, Hyderabad campus in terms of strategy and conception. As a Director he comes with vast experience in chemistry, governance and knowledge in project & financial management</p> <p>He has been the recipient of "Demonstrated Excellence in Building an Institution" award from the Chancellor, BITS in 2014. He was honoured in BITSAA Global Meet in 2014 for his contribution to "Making Learning a Wonderful Experience". In 2013, he received "Eminent Educationist Award" by Indo Global Educational Council for his achievements in education and honoured for contribution to excellence in education by Telugu Association of North America (TANA), USA.</p>
Terms and conditions of appointment / re-appointment	Appointed as Independent Director for a term of 3 years i.e. with effect from January 30, 2024 to January 20, 2027, not liable to retire by rotation
Remuneration proposed to be paid	He shall be paid sitting fee for attending meetings of the Board or committees thereof or for any other meetings as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.



Names of listed entities in which the person also holds the directorship	Nil
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil
Directorships of other Listed Entities from which he resigned in the past three years	Resigned from Suven Pharmaceuticals Limited w.e.f. September 29, 2023
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 2023-24 upto 30th January, 2024	Not applicable