

Date: September 30, 2023

To
The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

To
The General Manager,
Department of Corporate Services
BSE Limited
25th Floor, Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Stock Code: SUVENPHAR

Stock Code: 543064

Dear Sir/Madam,

Sub: Disclosure of encumbrance of shares pursuant to Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

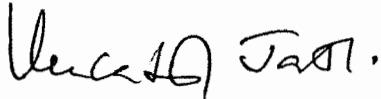
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With reference to above subject, please find enclosed herewith the disclosure on creation of encumbrance on the equity shares held by certain members of the promoter and promoter group in Suven Pharmaceuticals Limited (namely, Jasti Property and Equity Holdings Private Limited (in its capacity as sole Trustee of Jasti Family Trust), and Mr. Venkateswarlu Jasti) in the prescribed format pursuant to Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

We request you to take this document on your record.

Thanking you,
Yours faithfully,

For and on behalf of Jasti Property and Equity Holdings Private Limited (in its capacity as sole Trustee of Jasti Family Trust) and Venkateswarlu Jasti



Venkateswarlu Jasti
Plot No. 396, Road No. 22B
Jubilee Hills, Hyderabad – 500 033
Telangana, India

Copy To:
The Company Secretary,
Suven Pharmaceuticals Limited
SDE Serene Chambers, 3rd Floor
Road No 5, Banjara Hills Hyderabad – 500 034.

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (“TC”)				SUVEN PHARMACEUTICALS LIMITED									
2.	Name(s) of the stock exchange(s) where the shares of the TC are listed				BSE Limited (BSE) National Stock Exchange of India Ltd. (NSE)									
3.	Date of reporting				September 30, 2023									
4.	Name of the promoter or PAC on whose shares encumbrance has been created/ released/ invoked				(a) Jasti Property and Equity Holdings Private Limited (in its capacity as sole trustee of Jasti Family Trust) (b) Venkateswarlu Jasti									
5.	Details of the creation of encumbrance:													
	Name of the promoter (s) or PACs with him*		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation[(1)-(3)]}	
		Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
	Jasti Property and Equity Holdings Private Limited (in its capacity as sole Trustee of Jasti Family Trust) ^{SS@@}	2,51,92,957	9.90%	-	-	Creation	September 29, 2023	Non-disposal undertaking	Contractual obligation between Jasti Property and Equity Holdings Private Limited (in its capacity as sole Trustee of Jasti Family Trust) and	2,51,92,957	9.90%	Berhyanda Limited	2,51,92,957	9.90%

									Berhyanda Limited pursuant to the SPA (as defined in note ^{ss} below), to not sell or otherwise encumber any equity shares of the TC held by the Seller in favour of any person without the prior written consent of Berhyanda Limited for a period of eighteen months held from September 29, 2023					
Venkateswarlu Jasti ^{ss@@}	2,000	0.00%	-	-	Creation	September 29, 2023	Non-disposal undertaking	Contractual obligation between Venkateswarlu Jasti and the Berhyanda Limited pursuant to	2000	0.00%	Berhyanda Limited	2000	0.00%	

									the SPA (as defined in note below), to not sell or otherwise encumber any equity shares of the TC held by Venkateswarlu Jasti in favour of any person without the prior written consent of Berhyanda Limited for a period of eighteen months held from September 29, 2023					
Sudharani Jasti ^{@@}	2,000	0%	Nil	0%	N.A.	-	-	-	-	-	-	-	-	-
Kalyani Jasti ^{@@}	2,000	0%	Nil	0%	N.A.	-	-	-	-	-	-	-	-	-
Sirisha Jasti ^{@@}	2,000	0%	Nil	0%	N.A.	-	-	-	-	-	-	-	-	-
Madhavi Jasti ^{@@}	2,000	0%	Nil	0%	N.A.	-	-	-	-	-	-	-	-	-
Berhyanda Limited ^{&&^^}	12,75,37,043	50.10%	12,75,37,043	50.10%	N.A.	-	-	-	-	-	-	-	-	-
^{ss} In terms of the share purchase agreement entered into between Berhyanda Limited ("Acquirer"), Jasti Property and Equity Holdings Private Limited (in its capacity as sole trustee of Jasti Family Trust ("Seller") and Mr. Venkateswarlu Jasti ("Seller Representative") dated 26 December 2022, as amended, ("SPA"), on and from consummation of the SPA (in terms of and subject to the SPA), and for a period of 18 months thereafter, the Seller and/or the Seller Representative shall not, without the prior written consent of the Acquirer, sell or otherwise encumber any equity shares of the TC held by them in favour of any person. As on the date of making this disclosure, the Seller holds 2,51,92,957 (9.90%) and the Seller Representative holds 2,000 (0%) equity shares in the TC, after the sale of 12,75,37,043 (50.10%) equity shares by the Seller to the Acquirer pursuant to the SPA.														

@@Please note that the promoter shareholders Jasti Property and Equity Holdings Private Limited (in its capacity as sole trustee of Jasti Family Trust and Mr. Venkateswarlu Jasti are the Seller and Seller Representative, respectively, under the SPA pursuant to which the open offer was triggered by the Acquirer (i.e., Berhyanda Limited) on 26 December 2022. In terms of Regulation 31A(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the intent of the Seller (as well as the other members of the promoter and promoter group of the TC, as disclosed in the publicly available shareholding pattern of the TC for the quarter ended 30 June 2023) to reclassify has been already disclosed at paragraph 4 of Section III(A) (Background to the Open Offer) in the draft letter of offer in relation to the open offer of the TC. In addition, such intent of the Seller (as well as the other members of the promoter and promoter group of the TC, as disclosed in the publicly available shareholding pattern of the TC for the quarter ended 30 June 2023) to reclassify has also been already disclosed at paragraph 2.3 of Section 2 (Transaction which has triggered the Open Offer obligations (the "Underlying Transaction")) in the Public Announcement and paragraph 4 of Section II (Background to the Open Offer) in the Detailed Public Statement in relation to the open offer of the TC. Further, the re-classification application with respect to the Seller (as well as other members of the promoter and promoter group of the TC, as disclosed in the publicly available shareholding pattern of the TC for the quarter ended 30 June 2023) will be filed with the stock exchanges (i.e., BSE Limited and the National Stock Exchange of India Limited) shortly.

&& (a) Berhyanda Limited has by way of covenants under the facilities agreement dated 16 June 2023 as amended by way of an amendment letter dated 25 September 2023 (the "Facilities Agreement") between, inter alia, Berhyanda Limited as the borrower, Deutsche Bank Aktiengesellschaft, acting through its branch in Hong Kong, as agent of the Finance Parties^{##} and DB Trustees (Hong Kong) Limited as security trustee for the Secured Parties^{^^} ("Security Agent"), agreed to certain restrictions/requirements which are in the nature of encumbrance with respect to disposal of 12,75,37,043 (50.10%) equity shares of the TC held by Berhyanda Limited, including the maintenance of certain financial ratios and restrictions on disposal and creation of any security on the shareholding of Berhyanda Limited in the TC, other than as permitted under the Facilities Agreement;

(b) Berhyanda Midco Limited has by way of covenants under the Facilities Agreement, for the benefit of the Finance Parties^{##}, agreed not to dispose of any shares of Berhyanda Limited held by it and to restrictions on creation of any security on any of its shareholding in Berhyanda Limited, in each case other than as permitted under the Facilities Agreement^{}; and*

(c) Berhyanda Midco Limited has pursuant to the company share charge dated 21 July 2023 ("Share Pledge") between, Berhyanda Midco Limited as chargor and the Security Agent, created a pledge on its entire shareholding in Berhyanda Limited in favour of the Security Agent and agreed not to (i) dispose of any shares of Berhyanda Limited held by it and/or (ii) create any security on any of its shareholding in Berhyanda Limited, in each case other than as permitted under the Facilities Agreement and the Share Pledge^{}.*

** Berhyanda Midco Limited does not directly hold any equity shares in the TC. Berhyanda Limited (a promoter of the TC) is the wholly owned subsidiary of Berhyanda Midco Limited. Berhyanda Midco Limited has: (a) agreed to certain covenants under the Facilities Agreement in relation to its shareholding in Berhyanda Limited that are in the nature of encumbrance; and (b) pursuant to the Share Pledge, created a pledge on its entire shareholding in Berhyanda Limited and agreed not to (i) dispose of its shareholding in Berhyanda Limited and/or (ii) create any security on its shareholding in Berhyanda Limited, in each case other than as permitted under the Facilities Agreement and Share Pledge. To clarify, Berhyanda Limited (a promoter of the TC) has not created any pledge on the equity shares of the TC.*

^^Berhyanda Limited is ultimately controlled, collectively by Advent International's GPE IX fund program and Advent International's GPE X fund program. Advent International, L.P. acts as either the portfolio manager or investment adviser to the fund vehicles of Advent International GPE IX Funds and Advent International GPE X Funds. Please further note that Berhyanda Limited is an acquirer in the open offer that was triggered on 26 December 2022 pursuant to the SPA, entered into between the Acquirer, the Seller and Seller Representative (as defined in the note ⁵⁵ above).

The list of Finance Parties under the Facility Agreement as on date is set out below:

- (i) The following Original Term Facility Lenders:*
 - (a) Deutsche Bank AG, Singapore Branch*
 - (b) Nomura Singapore Limited*
 - (c) Standard Chartered Bank (Singapore) Limited*
 - (d) Sumitomo Mitsui Banking Corporation Singapore Branch*

- (e) *Goldman Sachs International Bank*
- (f) *Crédit Agricole Corporate and Investment Bank, Hong Kong Branch*
- (ii) *The following Original Revolving Facility Lenders:*
 - (a) *Deutsche Bank AG, Singapore Branch*
 - (b) *Nomura Singapore Limited*
 - (c) *Standard Chartered Bank (Singapore) Limited*
 - (d) *Sumitomo Mitsui Banking Corporation Singapore Branch*
 - (e) *Goldman Sachs International Bank*
 - (f) *Crédit Agricole Corporate and Investment Bank, Hong Kong Branch*
- (iii) *Deutsche Bank Aktiengesellschaft (known as Deutsche Bank AG, Hong Kong Branch) as the Agent*
- (iv) *DB Trustees (Hong Kong) Limited as the Security Agent*
- (v) *The following Mandated Lead Arrangers:*
 - (a) *Crédit Agricole Corporate and Investment Bank*
 - (b) *Deutsche Bank AG, Singapore Branch*
 - (c) *Goldman Sachs (Asia) L.L.C.*
 - (d) *Nomura Singapore Limited*
 - (e) *Standard Chartered Bank*
 - (f) *Sumitomo Mitsui Banking Corporation Singapore Branch*

^{^^} *The list of Secured Parties under the Facility Agreement as on date is set out below:*

- (i) *The following Original Term Facility Lenders:*
 - (a) *Deutsche Bank AG, Singapore Branch*
 - (b) *Nomura Singapore Limited*
 - (c) *Standard Chartered Bank (Singapore) Limited*
 - (d) *Sumitomo Mitsui Banking Corporation Singapore Branch*
 - (e) *Goldman Sachs International Bank*
 - (f) *Crédit Agricole Corporate and Investment Bank, Hong Kong Branch*
- (ii) *The following Original Revolving Facility Lenders:*
 - (a) *Deutsche Bank AG, Singapore Branch*
 - (b) *Nomura Singapore Limited*
 - (c) *Standard Chartered Bank (Singapore) Limited*
 - (d) *Sumitomo Mitsui Banking Corporation Singapore Branch*

- (e) *Goldman Sachs International Bank*
- (f) *Crédit Agricole Corporate and Investment Bank, Hong Kong Branch*
- (iii) *Deutsche Bank Aktiengesellschaft (known as Deutsche Bank AG, Hong Kong Branch) as the Agent*
- (iv) *DB Trustees (Hong Kong) Limited as the Security Agent*
- (v) *The following Mandated Lead Arrangers:*
 - (a) *Crédit Agricole Corporate and Investment Bank*
 - (b) *Deutsche Bank AG, Singapore Branch*
 - (c) *Goldman Sachs (Asia) L.L.C.*
 - (d) *Nomura Singapore Limited*
 - (e) *Standard Chartered Bank*
 - (f) *Sumitomo Mitsui Banking Corporation Singapore Branch*

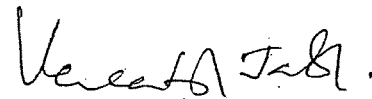
*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

For and on behalf of Jasti Property and Equity Holdings Private Limited *(in its capacity as sole Trustee of Jasti Family Trust)*

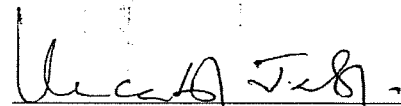
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Authorised Signatory
 Name: Venkateswarlu Jasti
 Designation: Director
 Date: September 30, 2023
 Place: Hyderabad

For Venkateswarlu Jasti

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Name: Venkateswarlu Jasti
 Date: September 30, 2023
 Place: Hyderabad