

Notice of Annual General Meeting

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of **SUVEN PHARMACEUTICALS LIMITED** will be held on **Friday, the 15th day of December, 2023 at 03:00 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1 – Adoption of financial statements

To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2023, Statement of Profit & Loss for the year ended 31st March, 2023, Statement of Cash flows for the year ended 31st March 2023 and together with the Reports of the Board of Directors and the Auditor's Report thereon.

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 2 – To approve and ratify the Interim Dividend on Equity Shares @ ₹6.00 per equity share for the financial year 2022-23

SPECIAL BUSINESS

ITEM NO. 3 – Appointment of Mr. Vaidheesh Annaswamy as an Executive Chairman of the Company

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), Mr. Vaidheesh Annaswamy (DIN: 01444303), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from September 29, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and the Articles of Association of the Company and who is eligible for appointment for the office of Director as recommended by the Board proposing his candidature and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his

candidature be and is hereby appointed as Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), approval of the Members be and is hereby accorded to appoint Mr. Vaidheesh Annaswamy (DIN: 01444303) as an Executive Chairman of the Company with effect from September 29, 2023, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit"

"RESOLVED FURTHER THAT the approval of the Members to the appointment of Mr. Vaidheesh Annaswamy in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a Director."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution."

ITEM NO. 4 – Appointment of Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju as Managing Director of the Company

To consider and, if thought fit, with or without modification(s), to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju (DIN: 07267366), who was appointed by the

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from September 29, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment for the office of Director as recommended by the Board proposing his candidature and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature be and is hereby appointed as Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to appoint Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju (DIN: 07267366) as Managing Director of the Company, for a period of 5 (five) years with effect from September 29, 2023, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 5 – Appointment of Ms. Matangi Gowrishankar as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”), Ms. Matangi Gowrishankar (DIN: 01518137), who was appointed as an Additional Director of the Company with effective from September 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Matangi Gowrishankar, who had submitted a declaration that she met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 6 – Appointment of Mr. Vinod Rao as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”), Mr. Vinod Rao (DIN: 01788921), who was appointed as an Additional Director of the Company with effective from September 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Mr. Vinod Rao, who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 7 – Appointment of Mr. Kumarapuram Gopalakrishnan Ananthakrishnan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the companies Act, 2013 (“the Act”), Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (DIN: 00019325), who was appointed as an Additional Director of the Company with effective from September 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time, the appointment of Mr. K. G. Ananthakrishnan, who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 8 – Appointment of Mr. Pravin Rao Udhayavara Bhadya as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mr. Pravin Rao Udhyavara Bhadya (DIN: 06782450), who was appointed as an Additional Director of the Company with effect from November 9, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Pravin Rao U.B., who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from November 9, 2023 to November 8, 2028 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 9 – Appointment of Mr. Pankaj Patwari as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pankaj Patwari (DIN: 08206620), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from September 29, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 152, 161(1) and any other applicable provisions, if any, of the Act (including any modification and re-enactment thereof), and read with the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 10 – Appointment of Ms. Shweta Jalan as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shweta Jalan (DIN: 00291675), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from November 9, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 152, 161(1) and any

other applicable provisions, if any, of the Act (including any modification and re-enactment thereof), and read with the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things as it may deem fit, including but not limited to delegating severally all or any of the powers conferred on it or under this resolution to any Committee(s) of the Board, any Director(s) or any other Officer(s) of the Company, as may be considered necessary or expedient to give effect to this resolution.”

ITEM NO. 11 – To approve the payment of remuneration to the non-executive director(s) including Independent Director(s) of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association, based on recommendation of the nomination and recommunication committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to the non-executive director(s) including Independent Director(s) of the Company, aggregating to a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, commencing from September 29, 2023 and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company, from time to time.”

RESOLVED FURTHER THAT the above remuneration shall be in addition to the reimbursement of expenses payable to the Non-Executive Directors and Independent Directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Nomination & Remuneration Committee of the board of the Company, be and is hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Hyderabad, November 9, 2023

by order of the Board of Directors

Registered Office

8-2-334, SDE Serene Chambers, 3rd Floor,
Road No.5, Avenue 7, Banjara Hills,
Hyderabad – 500034 Telangana, India
CIN: L24299TG2018PLC128171

K. Hanumantha Rao

Company Secretary

Membership No. A11599

NOTES FOR MEMBERS' ATTENTION:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), allowed companies to conduct Annual General Meeting ("AGM") through video conference ("VC")/ other audio-visual means ("OAVM"), without the physical presence of Members at a common venue.

This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the General Circular No. 14/2020 dated 8th April 2020; General Circular No.17/2020 dated 13th April 2020; General Circular No. 20/2020 5th May 2020; General Circular No. 02/2021 dated 13th January, 2021; General Circular No. 02/2022 dated 05th May, 2022 and General Circular No. 10/2022, 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI ("hereinafter collectively referred as MCA and SEBI Circulars"), the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e-AGM'. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. The company has obtained approval from Registrar of Companies, Hyderabad for extension of time for holding 5th Annual General Meeting of the company by 3 months upto 31st December, 2023. Accordingly this AGM is being held within said extended timelines.
4. Since the AGM will be held through VC/ OAVM, the Route Map of the venue of the Meeting is not annexed hereto.
5. The relevant details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.

6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. All the previous Directors have resigned from the Board effective from September 29, 2023 as such there will be no retiring director seeking re-appointment in this 5th Annual General Meeting of your Company. The brief profile of new Director and relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are given at the end of the notes.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
9. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
10. Pursuant to provisions of the Companies Act, 2013 as amended the ordinary business pertaining to ratification of auditor's appointment from the conclusion of this AGM till the conclusion of next AGM is not placed before the AGM. The remuneration of the auditors during their tenure of office will continue to be fixed by the Board of Directors of your company on mutually agreed terms. The disclosure relating to auditors' remuneration for the year 2022-23 is given in the notes to the accounts.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

11.1. For shares held in electronic form: Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

11.2. For shares held in physical form: SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form can submit their PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders through duly filled and signed Form ISR-1 to the Company / KFin Technologies Limited, at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or by email to inward.ris@kfintech.com from their registered email id. It may be noted that any service request or compliant can be processed only after the folio is KYC compliant.

12. The Company has notified that the Register of Members and the Share Transfer Books of the Company will remain closed from December 13, 2023 to December 15, 2023 (both days inclusive) for the purpose of AGM of the Company.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, December 08, 2023 through email on investorservices@suvenpharm.com. The same will be replied by the Company suitably.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices@suvenpharm.com

15. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.

16. Pursuant to Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://suvenpharm.com/corporate-info/#SRSsec> and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. To support the "Green Initiative", Members who have not registered their e-mail addresses so far are requested to register same with their DPs in case the shares are held by them in electronic form and with Kfin Tech in case the shares are held by them in physical form for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

18. Unclaimed Dividends/ Transfer to Investor Education and Protection Fund:

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

19. Dispatch of Notice and Annual Report through electronic mode

In compliance with the General Circular No. 14/2020 dated 8th April 2020; General Circular No.17/2020 dated 13th April 2020; General Circular No. 20/2020 5th May 2020; General Circular No. 02/2021 dated 13th January, 2021; General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020; Circular No. SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI ("MCA and SEBI Circulars"), the Notice of AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail address is registered with the Company /Depositories, unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2022-23 to those Members who request the same at investorservices@suvenpharm.com mentioning their Folio No. / DP ID and Client ID. Members may note that Notice and Annual Report 2022-23 will also be available on the Company's website www.suvenpharm.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the Company's Registrar and Transfer Agent KFinTech at <https://evoting.kfintech.com>

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

20.1. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

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

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

Members are requested to follow the procedure given below:

- (i). Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - (ii). Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii). After logging in, click on "Video Conference" option
 - (iv). Then click on camera icon appearing against AGM event of Suven Pharmaceuticals Limited, to attend the Meeting.
- ii). Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - iii). Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.

- iv). Facility to join the Meeting will be opened fifteen minutes before the scheduled time of the AGM and will be kept open throughout the proceedings of the AGM.
- v). Members will be allowed to participate in the AGM through VC / OAVM on first come, first served basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
- vi). Members who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login. The Speaker Registration will be open during Monday, December 11, 2023 to Wednesday, December 13, 2023. Only those members who are registered as speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- vii). Alternatively, members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will be closed on **Wednesday, December 13, 2023 (5.00 p.m. IST)**.
- viii). Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- ix). Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

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

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

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

- ii). The Company has engaged the services of KFin Tech as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
- iii). The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: at 9:00 a.m. on Monday, December 11, 2023

End of remote e-voting: at 5:00 p.m. on Thursday, December 14, 2023

- iv). 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. During the e-voting period, shareholders of the company, holding shares either in physical form

or in dematerialised form, as on the **cut-off date being Friday, December 8, 2023** only shall be entitled to avail the facility of remote e-voting / Insta Poll.

- v). The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

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

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, December 8, 2023 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.
- iv. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Procedure and instructions relating to e-voting:

A. In case a Member receives an e-mail from KFinTech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:

- i). Launch internet browser by typing the URL: <https://evoting.kfintech.com>.

- ii). Enter the login credentials (i.e. User ID and password) which are mentioned in the e-mail received from KFinTech.

The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact KFinTech at toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- iii). After entering these details appropriately, click on "LOGIN".
- iv). You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v). You need to login again with the new credentials.
- vi). On successful login, the system will prompt you to select the E-Voting event for Suven Pharmaceuticals Limited.
- vii). On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either 'FOR'/'AGAINST' or alternatively, you may partially enter any number under 'FOR'/'AGAINST', but the total number under 'FOR'/'AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii). Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/demat accounts.

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

(B) Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN 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

The instructions for remote e-voting are as under for Individual Shareholders holding shares in demat mode:

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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> <ul style="list-style-type: none"> i). URL: https://eservices.nsdl.com ii). Click on the “Beneficial Owner” icon under ‘IDEAS’ section. iii). On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. 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>1. Existing user who have opted for Easi / Easiest of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i). URL: https://web.cdslindia.com/myeasitoken/Home/Login Or home/ login Or URL: www.cdslindia.com ii). Click on New System Myeasi iii). Login with user id and password iv). Option will be made available to reach e-Voting page without any further authentication. v). Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i). To register click on link : https://eservices.nsdl.com (Select “Register Online for IDEAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii). Proceed with completing the required fields iii). Post registration is completed, follow the process as stated in point no.1 above 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i). Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii). Proceed with completing the required fields. iii). Post registration is completed, follow the process as stated in point no.1 above
<p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> i). URL: https://www.evoting.nsdl.com/ ii). Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 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. iv). Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> i). URL: www.cdslindia.com ii). Provide demat Account Number and PAN No. iii). System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv). After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress. 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.

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 Pharmaceuticals 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

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.: 1800 1020 990 and 1800 22 44 30

Contact details in case of any technical issue on CDSL Website

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542/ 43.

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

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

vii). Any person who acquires shares of the company and becomes a member of the company after the sending of the AGM Notice and holds shares as on the cut-off date, i.e. December 8, 2023, may obtain the login Id and password by sending a request at evoting@kfintech.com. However, if you are already registered with "KFinTech" for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on <http://evoting.kfintech.com>.

viii). The Board of Directors of the Company has appointed, Smt. D. Renuka, a Practising Company Secretary (Membership No. A11963), as Scrutinizer to scrutinize the remote e-voting and Insta Poll process for AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

ix). The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or any person authorised by the Chairman after completion of the scrutiny of the votes cast through remote e-voting before/during the AGM. The results of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.suvenpharm.com and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

x). Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of meeting, i.e. December 15, 2023.

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 11 of the accompanying Notice:

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 29, 2023, appointed Mr. Vaidheesh Annaswamy (DIN: 01444303) as an Additional Director of the Company with effect from September 29, 2023. The Board, at the same meeting, also appointed Mr. Vaidheesh Annaswamy as an Executive Chairman ("Executive Chairman") of the Company, with effect from September 29, 2023, subject to approval of the Members.

In terms of Section 161(1) of the Act, Mr. Vaidheesh Annaswamy holds the office of Additional Director upto the date of this Annual General Meeting of the Company and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Mr. Vaidheesh Annaswamy has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Further, the requisite details of Mr. Vaidheesh Annaswamy and information pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The main terms and conditions of appointment of Mr. Vaidheesh Annaswamy (hereinafter referred to as "Executive Chairman") are given below:

A. Tenure of Appointment

The appointment as Executive Chairman is with effect from September 29, 2023.

B. Nature of Duties

The Executive Chairman shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the

best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Executive Chairman from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration

Fixed Compensation:

Fixed compensation of ₹5,50,00,000 (Indian Rupees Five Crore and Fifty Lakhs only) ("Fixed Compensation") per annum with an annual increment as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") of the Fixed Compensation effective from the September 29, 2023.

Variable Compensation:

Variable compensation of ₹75,00,000 (Indian Rupees Seventy-five Lakhs only) ("Variable Compensation"), which would be payable subject to achievement of targets / organizational goals as set by the Board from time to time taking into account parameters including revenue, cash flow, and prescribed business and compliance targets. Decision of the Board on eligibility to the Variable Compensation shall be final.

Benefits, Perquisites and Allowances:

In addition to salary and commission as above said, the following perquisites will be paid and/or provided. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.

- a) A guest house accommodation in Hyderabad.
- b) Travel tickets for Mr. Vaisheesh between Mumbai – Hyderabad.
- c) One club membership of such amount as may be reasonably determined by the Board.
- d) All other benefits that are provided under the prevalent policies of the Company, for example, travel policies, leave policy, medical policies, insurance, etc. as may be decided by the Board from time to time.

Notwithstanding the above, the Board, may at its absolute discretion decides to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of the Executive Chairman as specified above are now being placed before the Members for their approval.

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

Except Mr. Vaidheesh Annaswamy and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 29, 2023, appointed Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju (DIN: 07267366) as an Additional Director of the Company with effect from September 29, 2023. The Board, at the same meeting, also appointed Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju as a Managing Director ("MD") of the Company, for a period of five years with effect from September 29, 2023, subject to approval of the Members.

Dr V Prasada Raju has opted not to draw salary from company, accordingly the NRC Committee and the Board have recommended that no salary or profit-based commission be paid to him for the proposed term.

In terms of Section 161(1) of the Act, Dr. V Prasada Raju holds the office of Additional Director upto the date of this Annual General Meeting of the Company and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Dr V. Prasada Raju has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any

order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Further, the requisite details of Dr. V. Prasada Raju and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The main terms and conditions of appointment of Dr. V. Prasada Raju (hereinafter referred to as "MD") are given below:

A. Tenure of Appointment

The appointment as MD is for a period of five years with effect from September 29, 2023 without remuneration.

B. Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the MD from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

Notwithstanding the above, the Board, may at its absolute discretion decides to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment of the MD as specified above are now being placed before the Members for their approval.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Dr. V. Prasada Raju and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially

or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on September 29, 2023, had appointed Ms. Matangi Gowrishankar (DIN: 01518137) as an Additional Director of the Company as well as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from September 29, 2023 upto September 28, 2028 (both days inclusive), subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Ms. Matangi shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director. Please refer to annexure to the notice for the skills, capabilities, profile, specific areas of expertise and manner in which Ms. Matangi meets such requirements.

Ms. Matangi has given her declaration to the Board, inter alia, confirming that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Ms. Matangi is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Matangi on the Board of the Company and accordingly the Board recommends the appointment of Ms. Matangi as an Independent Director as set out at Item No. 5 of accompanying Notice for approval by the Members through a Special Resolution.

Except Ms. Matangi and her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise,

in the Resolution set out at Item No. 5 of this Notice of the Company.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on September 29, 2023, had appointed Mr. Vinod Rao (DIN: 01788921) as an Additional Director of the Company as well as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from September 29, 2023 upto September 28, 2028 (both days inclusive), subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr. Vinod Rao shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. Please refer to annexure to the notice for the skills, capabilities, profile, specific areas of expertise and manner in which Mr. Vinod Rao meets such requirements.

Mr. Vinod Rao has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Vinod Rao is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Vinod Rao on the Board of the Company and accordingly the Board recommends the appointment of Mr. Vinod Rao as an Independent Director as set out at Item No. 6 of accompanying Notice for approval by the Members through a Special Resolution.

Except for Mr. Vinod Rao and his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise,

in the Resolution set out at Item No. 6 of this Notice of the Company.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on September 29, 2023, had appointed Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (DIN: 00019325) as an Additional Director of the Company as well as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from September 29, 2023 upto September 28, 2028 (both days inclusive), subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr. K. G. Ananthakrishnan shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. Please refer to annexure to the notice for the skills, capabilities, profile, specific areas of expertise and manner in which Mr. K.G. Ananthakrishnan meets such requirements.

Mr. K. G. Ananthakrishnan has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. K. G. Ananthakrishnan is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. K. G. Ananthakrishnan on the Board of the Company and accordingly the Board recommends the appointment of Mr. K. G. Ananthakrishnan as an Independent Director as set out at Item No. 7 of accompanying Notice for approval by the Members through a Special Resolution.

Except Mr. K. G. Ananthakrishnan and his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of this Notice of the Company.

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on November 09, 2023, had appointed Mr. Pravin Rao Udhyavara Bhadya (DIN: 06782450) as an Additional Director of the Company as well as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from November 09, 2023 upto November 08, 2028 (both days inclusive), subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr. Pravin Rao Udhyavara Bhadya shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. Please refer to annexure to the notice for the skills, capabilities, profile, specific areas of expertise and manner in which Mr. Pravin Rao Udhyavara Bhadya meets such requirements.

Mr. Pravin Rao Udhyavara Bhadya has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Pravin Rao Udhyavara Bhadya is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pravin Rao Udhyavara Bhadya on the Board of the Company and accordingly the Board recommends the appointment of Mr. Pravin Rao Udhyavara Bhadya as an Independent Director as set out at Item No. 8 of accompanying Notice for approval by the Members through a Special Resolution.

Except for Mr. Pravin Rao Udhyavara Bhadya and his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of this Notice of the Company.

Item No. 9

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on September 29, 2023, appointed Mr. Pankaj Patwari (DIN: 08206620) as an Additional Non-Executive Director of the Company with effect from September 29, 2023.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Pankaj Patwari holds office as an Additional Director up to the date of this Annual General Meeting. Mr. Pankaj Patwari, being eligible has offered himself for appointment as a Director. The Company received a notice from Member under Section 160(1) of the Companies Act, 2013, signifying their intention to propose the candidature of Mr. Pankaj Patwari for the office of Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pankaj Patwari and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice.

Item No. 10

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on November 09, 2023, appointed Ms. Shweta Jalan (DIN: 00291675) as an Additional Non-Executive Director of the Company with effect from November 09, 2023.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Ms. Shweta Jalan holds office as an Additional Director only up to the date of this Annual General Meeting. Ms. Shweta Jalan, being eligible has offered herself for appointment as a Director. The Company received a notice from Member under Section 160(1) of the Companies Act, 2013, signifying their intention to propose the candidature of Ms. Shweta Jalan for the office of Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members of the Company.

Hyderabad, November 9, 2023

Registered Office

8-2-334, SDE Serene Chambers, 3rd Floor,
Road No.5, Avenue 7, Banjara Hills,
Hyderabad – 500034 Telangana, India
CIN: L24299TG2018PLC128171

Except Ms. Shweta Jalan and her relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

Item No. 11

Your Company's management considered it prudent and appropriate to remunerate the Non-Executive Directors and Independent Directors of the Company who are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance and others aspects of corporate management. The Company's Non-Executive Directors and Independent Directors make invaluable contributions towards the Company's business strategy, monitoring of risk management and compliances.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on November 09, 2023 has approved the proposal for payment of remuneration to Non-Executive Directors and Independent Directors of the Company at an aggregate amount not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, commencing from September 29, 2023 for attending Board/ Committee meetings.

This remuneration will be paid amongst all the Non-Executive Directors and Independent Directors in accordance with the directions given by the Board and subject to any other applicable requirements under the Act. Accordingly, the Board recommends the resolution set forth in Item No. 11 relating to payment of remuneration to Non-Executive Directors and Independent Directors, at an aggregate amount not exceeding 1% of the net profit of the Company, by way of an Ordinary Resolution. All Non-Executive & Independent Director(s) of the Company may be deemed to be concerned or interested in this resolution to the extent of remuneration that may be payable to them from time to time and none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

by order of the Board of Directors

K. Hanumantha Rao

Company Secretary
Membership No. A11599

ANNEXURE TO NOTICE OF AGM

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

Resolution No.	3	4
Name of the Director	VAIDHEESH ANNASWAMY	VETUKURI VENKATA NAGA KALI VARA PRASADA RAJU
Director Identification Number (DIN)	01444303	07267366
Age	63 years	49 years
Date of Appointment at current designation/ Date of first appointment on the Board	September 29, 2023	September 29, 2023
Qualifications	<ul style="list-style-type: none"> • Bachler of Science and • Master's Degree- Marketing Management 	<ul style="list-style-type: none"> • PhD in chemistry • PG Dip in patents law
Experience (including expertise in specific functional area) / Brief Resume.	<p>Mr. Vaidheesh Annaswamy is a successful senior business leader from the most admired Fortune 100 companies with more than 35 years of diverse experience in healthcare and FMCG Industry, including at Johnson and Johnson, Pfizer and GSK. Mr. Annaswamy has proven expertise in general management with a strong background in market creation and leadership development.</p> <p>Mr. Annaswamy has a rich experience in building strong leadership for brands/ franchises across varied categories (healthcare and FMCG) and in multi-grid and multi-cultural Locations.</p> <p>He was instrumental in successfully turning around challenging business situation for GSK Pharma India, and has created access to latest vaccines strategy to benefit large cohort of children.</p>	<p>Dr. Vetukuri Venkata Naga Kali Vara Prasada Raju is the Managing Director and Chief Executive Officer of Cohance Life Sciences Limited. He was appointed on 27 October 2020 as the Whole-Time Director and Chief Executive Officer of Cohance Life Sciences Limited and subsequently designated as Managing Director and Chief Executive Officer with effect from 10 March 2021.</p> <p>Dr V. Prasada Raju has 29+ years of techno commercial experience in the pharmaceutical space across the value chain, during which time he served in various leadership roles including at Granules India Limited and Dr. Reddy's Laboratories.</p> <p>Dr. V. Prasada Raju served as an Executive Director at Granules India Limited between 2012 and 2019, and was responsible for driving growth strategy, product portfolio, scientific affairs, regulatory affairs, intellectual property and new business initiatives. During his time at Granules India Limited, Dr. Raju also led and built R&D and Greenfield projects.</p> <p>Dr. V. Prasada Raju has also served on the Boards of Granules Omnichem Pvt Limited (Vizag, India), Granules Pharmaceuticals Inc., (DC, USA) and US Pharma Limited (FL, USA).</p>
Terms and conditions of appointment /re-appointment	<p>Appointed as the Executive Chairman w.e.f. from September 29, 2023.</p> <p>Terms and conditions of his appointment and proposed remuneration are specified in the resolution and explanatory statement annexed to this notice</p>	<p>Appointed as the MD for a period of five years w.e.f. from September 29, 2023.</p> <p>Terms and conditions of his appointment are specified in the resolution and explanatory statement annexed to this notice</p>
Remuneration proposed to be paid	Details of remuneration sought to be paid are detailed in Explanatory Statement – Item No. 3	Nil
Names of listed entities in which the person also holds the directorship	Nil	Nil
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil	Nil

Resolution No.	3	4
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Shareholding in the Company	Nil	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.	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 2022-23 i.e, upto 31 st March, 2023	Not Applicable	Not Applicable
Resolution No.	5	6
Name of the Director	MATANGI GOWRISHANKAR	VINOD RAO
Director Identification Number (DIN)	01518137	01788921
Age	65 years	61 years
Date of Appointment at current designation/ Date of first appointment on the Board	September 29, 2023	September 29, 2023
Qualifications	<ul style="list-style-type: none"> • Bachelor's Degree in sociology • Master's Degree in personnel management and industrial relations 	<ul style="list-style-type: none"> • Bachelor's Degree in Commerce • Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume.	<p>Ms. Matangi Gowrishankar meets the requirement as she is passionate about building high-performance teams and is actively involved in coaching and mentoring senior leaders across several organizations. A career business and human resources professional, she is now a strategic advisor and executive coach with expertise in talent management, leadership and organization development, diversity and inclusion, and organization transformation.</p> <p>Ms. Gowrishankar has over three decades of experience in senior leadership roles in business and HR across India and overseas, including 14 years at BP Plc, where her last role was Global Head of Capability Development and Director of the Global Leadership Academy. She has worked across multiple industries and has been associated with several Indian and global organizations, including Standard Chartered Bank, Reebok India, GE, Zensar Technologies, Cummins, and Castrol India. Ms. Gowrishankar is a certified coach and facilitator and is associated with many organizations and programs, including the Strategic Human Resources Program at Harvard Business School and the Senior Executive Program at Cornell University.</p>	<p>Mr. Vinod Rao meets the requirement as he has over 35 years' experience across three global, blue-chip multinationals – Diageo (FTSE 10), PepsiCo (S&P 100) and ICI (was FTSE 100) – spanning a diverse range of industries including FMCG, consumer durables and industrial products with a reputation as a strong functional finance lead, a strategic thinker and an operational business partner. Mr. Rao's last roles before retiring from an executive career were Group Treasurer and Head of Investor Relations, Diageo Plc, London. Mr. Vinod Rao has deep expertise in both developing and developed markets including India, China, Southeast Asia, the UK and Europe.</p>
Terms and conditions of appointment /re-appointment	Appointment as Independent Director for a term of 5 years with effect from September 29, 2023 to September 28, 2028, not subject to retirement by rotation.	Appointment as Independent Director for a term of 5 years with effect from September 29, 2023 to September 28, 2028, not subject to retirement by rotation.

Resolution No.	5	6
Remuneration proposed to be paid	She shall be paid remuneration for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, within the limits stipulated under Section 197 of the Companies Act, 2013 and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, within the limits stipulated under Section 197 of the Companies Act, 2013 and reimbursement of expenses for participating in the Board and other meetings
Names of listed entities in which the person also holds the directorship	<ol style="list-style-type: none"> 1. GREENLAM INDUSTRIES LIMITED 2. GABRIEL INDIA LIMITED 3. GUJARAT PIPAVAV PORT LIMITED 4. CYIENT LIMITED 	EUREKA FORBES LIMITED
Chairmanship/ Membership of Committees in other companies in which position of Director is held	<p>GREENLAM INDUSTRIES LIMITED</p> <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Chairperson <p>GABRIEL INDIA LIMITED</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member <p>GUJARAT PIPAVAV PORT LIMITED</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Member <p>CYIENT LIMITED</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairperson 	<p>EUREKA FORBES LIMITED</p> <ul style="list-style-type: none"> • Audit Committee - Chairperson • Nomination and Remuneration Committee - Member • Stakeholders Relationship Committee - Member • Risk Management Committee - Chairperson • Corporate Social Responsibility Committee - Member
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	UNITED SPIRITS LIMITED
Shareholding in the Company	Nil	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	She is not related to any 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 2022-23 i.e, upto 31 st March, 2023	Not Applicable	Not Applicable

Resolution No.	7	8
Name of the Director	K.G. ANANTHAKRISHNAN	PRAVIN RAO UDHYAVARA BHADYA
Director Identification Number (DIN)	00019325	06782450
Age	66 years	61 years
Date of Appointment at current designation/ Date of first appointment on the Board	September 29, 2023	November 09, 2023
Qualifications	<ul style="list-style-type: none"> • Bachelor's Degree in Science • Master's Degree in Marketing Management 	<ul style="list-style-type: none"> • Degree in Electrical Engineering from Bangalore University, India
Experience (including skills/ expertise in specific functional area) / Brief Resume	<p>Mr. K.G. Ananthkrishnan meets the requirement given his vast experience in the areas such as a senior management executive with 40+ years of progressive leadership experience in the Pharmaceutical industry. Recognized in the industry for creating high performance organizations, driving success, delivering and sustaining revenue and profit growths in a highly competitive and growing pharmaceutical market. Led high performing teams, played key role in five merger & acquisitions, successfully established strategic partnerships, regarded as an industry thought leader, strategic thinker and out-of-the-box problem solver by senior executives.</p> <p>Served as Vice President - Organization of Pharmaceutical Producers of India (OPPI), Director General OPPI, Co-Chair (Pharma Committee) - Confederation of Indian Industry (CII). Invited as guest speaker by leading management institutions both in India and USA, Advisor and Mentor, Member of Pharma and Healthcare Board of IES MCRC, Former Member of "Think Tank on common scientific infrastructure for Hyderabad Pharma City" constituted by Government of Telangana, served as Vice President and Managing Director, South Asia Region - Merck Sharp and Dohme (MSD), Senior Director, Pharmaceuticals. Mr Ananthkrishnan held key positions in Pfizer India, and Novartis and gained rich experience in pharma industry. He is Non-Executive Chairman - Board of Punjab National Bank.</p> <p>Also attended Executive Development Programs at Wharton US and Insead France.</p> <p>He meets the requirement given his vast experience in diverse functional areas.</p>	<p>U. B. Pravin Rao meets the requirement given his vast experience as he served as the Chief Operating Officer of Infosys Ltd. and a Whole-time Director of the Board of Infosys Ltd. from 2014 to 2021. He began his career as Software Engineer Trainee in August, 1986 and superannuated in December 2021. U. B. Pravin Rao has over 37 years of industry experience. He has held a number of senior leadership roles at Infosys including Interim Chief Executive Officer and Managing Director, Head of Infrastructure Management Services, Delivery Head for Europe, and Head of Retail, Consumer Packaged Goods, Logistics and Life Sciences.</p> <p>As the Chief Operating Officer, U. B. Pravin Rao had overall strategic and operational responsibility for the entire portfolio of the Company's offerings. He oversaw the functions of global delivery, HR and business enablement. He was the Chairperson of Infosys BPM Limited, a subsidiary of the company, from October, 2014 to July, 2017. As a member of the Board of Infosys Ltd, he was a member of the Stakeholder Relationship Committee and the Corporate Social Responsibility Committee of the Board.</p> <p>He was a member of the National Council of the Confederation of Indian Industry (CII) from 2015 thru 2021. He also serves on the Executive Council of National Association of Software and Service Companies (NASSCOM) since 2015 and was the Chairman of NASSCOM in FY21.</p>
Terms and conditions of appointment /re-appointment	Appointment as Independent Director for a term of 5 years with effect from September 29, 2023 to September 28, 2028, not subject to retirement by rotation.	Appointment as Independent Director for a term of 5 years with effect from November 09, 2023 to November 08, 2028, not subject to retirement by rotation.

Resolution No.	7	8
Remuneration proposed to be paid	He shall be paid remuneration for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board within the limits stipulated under Section 197 of the Companies Act, 2013 and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, within the limits stipulated under Section 197 of the Companies Act, 2013 and reimbursement of expenses for participating in the Board and other meetings.
Names of listed entities in which the person also holds the directorship	Punjab National Bank	Zensar Technologies Ltd
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Punjab National Bank <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member • Risk Management Committee - Member • Performance Evaluations Committee - Chairman • Special Committee to Monitor follow up of fraud cases involving RS 1 Cr and above – Chairman • IT Strategy Committee - Member 	Nil
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Shareholding in the Company	Holding 118 equity shares	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.	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 2022-23 i.e, upto 31 st March, 2023	Not Applicable	Not Applicable
Resolution No.	9	10
Name of the Director	PANKAJ PATWARI	SHWETA JALAN
Director Identification Number (DIN)	08206620	00291675
Age	43 years	47 years
Date of Appointment at current designation/ Date of first appointment on the Board	September 29, 2023	November 09, 2023
Qualifications	<ul style="list-style-type: none"> • MBA • Chartered Accountant 	<ul style="list-style-type: none"> • Bachelor's Degree in Economics • MBA in Finance and Marketing
Experience (including expertise in specific functional area) / Brief Resume.	As Managing Director – Advent India PE Advisors Private Limited, Mr. Pankaj Patwari has been managing Advent's investments in Manjushree Technopack Limited, QuEST Global and Bharat Serums and Vaccines Ltd. He also serves of the Board of Directors of various other companies, notably, Bharat Serums and Vaccines Limited, Manjushree Technopack Limited and ZCL Chemicals Limited.	Ms. Shweta is Managing Partner and India Head for Advent International. She has over 23 years of experience in Private Equity. She joined Advent in 2009 and has built the Advent India business leading and managing investments of over \$4 bn across various sectors. Prior to that she worked for 9 years at ICICI Venture, which at the time was the largest private equity firm in India. She has invested in companies across a wide range of sectors including consumer, healthcare, financial and IT services. Before joining ICICI Venture, she was working for a year at Ernst & Young in their corporate finance division.

Resolution No.	9	10
		She has expertise in the financial services sector and under her leadership Advent International has invested in ASK Investment Managers Limited (ASKIM) (India's largest portfolio management services company); Manjushree Packaging, Bharat Serums and Vaccines, Yes Bank amongst others. Investments in ICICI Venture included companies like ACE Refractories, Updater Services, Rubamin, Tata Infomedia and VA Tech Wabag.
Terms and conditions of appointment /re-appointment	Appointment as Non - Executive Director with effect from September 29, 2023, subject to retirement by rotation.	Appointment as Non - Executive Director with effect from November 09, 2023, subject to retirement by rotation.
Remuneration proposed to be paid	He shall be paid reimbursement of expenses for participating in the Board and other meetings.	She shall be paid reimbursement of expenses for participating in the Board and other meetings.
Names of listed entities in which the person also holds the directorship	Nil	Yes Bank Limited
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil	Yes Bank Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Member
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Crompton Greaves Consumer Electricals limited
Shareholding in the Company	Nil	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.	She 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 2022-23 i.e, upto 31 st March, 2023	Not Applicable	Not Applicable