

**SUVEN PHARMACEUTICALS LIMITED**

CIN: L24299MH2018PLC422236

**Registered Office:** # 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India; Tel: 91 22 61539999**Corporate Office:** # 202, A-Wing, Galaxy Towers, Plot No.1, Hyderabad Knowledge City, TSIIC, Raidurg, Hyderabad - 500081 Telangana, India; **Tel:** 91 40 2354 9414/ 3311**Email:** [investorservices@suvенpharm.com](mailto:investorservices@suvенpharm.com); **website:** [www.suvenpharm.com](http://www.suvenpharm.com)**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs, Government of India)

<b>Commencement of e-voting on</b>	<b>Conclusion of e-voting on</b>
Tuesday, November 19, 2024 at 9:00 a.m. (IST)	Wednesday, December 18, 2024 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Suven Pharmaceuticals Limited (the “**Company**”) by means of a Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions of the Act and the Rules read with other relevant circulars, including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time). The resolutions appended below are proposed for the approval of appointments of:

1. Mr. Vivek Sharma (DIN: 08559495), as the Executive Chairman and Director of the Company;
2. Mr. Jai Shankar Krishnan (DIN: 01519264), as Independent Director of the Company; and
3. Mr. Vinod Padikkal (DIN: 07765484), as Non-Executive and Non-Independent Director of the Company.

The resolutions are proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot process (the “**Postal Ballot**”) only by way of voting through electronic means (remote e-voting). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot Notice (the “**Notice**” or the “**Postal Ballot Notice**”).

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent (RTA)**”) as the agency to provide e-voting facility (remote e-voting) to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI Listing Regulations and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, *inter alia*, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 15, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail addresses are registered with the Company/ Depositories/ RTA. The manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The detailed instructions for e-voting are given in the Notes under the section ‘Procedure for e-voting’.

The Board of Directors has appointed Mrs. D Renuka, a Practicing Company Secretary, (Membership No. A11963, Certificate of Practice No.3460), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit Scrutinizer’s report, after completion of scrutiny, to the Executive Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before December 19, 2024 and will be displayed on the Company’s website at [www.suvenpharm.com](http://www.suvenpharm.com) and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

## RESOLUTION THROUGH POSTAL BALLOT

### 1. To approve the appointment of Mr. Vivek Sharma (DIN: 08559495), as an Executive Chairman and Director of the Company

To consider and, if thought fit, to give assent/ dissent to the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, and other applicable provisions of the Companies Act, 2013 (the “Act”), Mr. Vivek Sharma (DIN: 08559495), 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 20, 2024 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, 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 re-enactment(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 “SEBI Listing Regulations”), approval of the members of the Company, be and is hereby accorded to appoint Mr. Vivek Sharma (DIN: 08559495), as an Executive Chairman of the Company, for a period of 5 (five) years, with effect from September 20, 2024 to September 19, 2029, on the terms and conditions as set out in the Explanatory Statement annexed to the Postal Ballot Notice, 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 including remuneration, as it may deem fit, subject to compliance of the applicable laws;

**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.”

### 2. To approve the appointment of Mr. Jai Shankar Krishnan (DIN: 01519264), as an Independent Director of the Company

To consider and, if thought fit, to give assent/ dissent to 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. Jai Shankar Krishnan (DIN: 01519264), appointed as an Additional Director of the Company with effective from November 12, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of 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. Jai Shankar Krishnan, who had submitted a declaration that he meets the criteria of 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 5 (five) consecutive years, i.e., with effect from November 12, 2024 to November 11, 2029 (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.”

**3. To approve the appointment of Mr. Vinod Padikkal (DIN: 07765484), as a Non-Executive and Non-Independent Director of the Company**

To consider and, if thought fit, to give assent/ dissent to 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. Vinod Padikkal (DIN: 07765484), appointed as an Additional Director of the Company with effect from November 12, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 152, 161(1) and 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 Non-Executive and Non-Independent 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.”

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**Registered Office:** # 215 Atrium, C Wing, 8th Floor,  
819-821, Andheri Kurla Road, Chakala, Andheri East,  
Chakala MIDC, Mumbai- 400093, Maharashtra, India  
**Corporate Office:** # 202, A-Wing, Galaxy Towers,  
Plot No.1, Hyderabad Knowledge City, TSIIC,  
Raidurg, Hyderabad - 500081 Telangana, India  
**Email:** [investorservices@suvnpharm.com](mailto:investorservices@suvnpharm.com);  
**Website:** [www.suvnpharm.com](http://www.suvnpharm.com)

By order of the Board of Directors  
For **Suven Pharmaceuticals Limited**

Sd/-

**Kundan Kumar Jha**  
*Company Secretary, Compliance Officer  
and Head-Legal  
Membership No. A17612*

**Place:** Hyderabad

**Date:** November 15, 2024

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as on November 15, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent (“**RTA**”)/ Depository Participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.suvnpharm.com](http://www.suvnpharm.com) website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent (RTA)**”) at <https://evoting.kfintech.com>.

4. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories/ RTA shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, December 18, 2024.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [investorservices@suvenpharm.com](mailto:investorservices@suvenpharm.com).

**9. Procedure for e-voting:**

**(i) E-voting facility:**

- a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting facility will be available during the following voting period:

<b>EVEN</b>	<b>Commencement of e-voting</b>	<b>Conclusion of e-voting</b>
*****	<b>Tuesday, November 19, 2024 at 9:00 a.m. (IST)</b>	<b>Wednesday, December 18, 2024 at 5:00 p.m. (IST)</b>

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, and (iii) shareholders holding shares of the Company in physical mode, is explained in the instructions given herein below.

**(ii) Information and instructions relating to e-voting:**

- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. Information and instructions for e-voting by individual shareholders holding shares of the Company in demat mode:**

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

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

## 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	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: +91 22 4886 7000/ +91 22 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free: 1800-22-5533

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

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

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (“EVEN”) for Suven Pharmaceuticals Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- (i) Voting has to be done for each item in the Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAIN”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional/ Corporate members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [prenukaacs@gmail.com](mailto:prenukaacs@gmail.com), with a copy marked to [investorservices@suvphenarm.com](mailto:investorservices@suvphenarm.com). Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

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

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN CODE for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR-1 Form can be obtained at the link: <https://ris.kfintech.com/clientservices/isc/isrforms.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

<b>Name</b>	Kfin Technologies Limited
<b>Address</b>	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](mailto:evoting@kfintech.com)

**Explanatory Statement pursuant to Section 102, any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “Act”), the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) and Secretarial Standard on General Meetings (hereinafter referred to as “SS-2”)**

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**1. To approve the appointment of Mr. Vivek Sharma (DIN: 08559495), as an Executive Chairman and Director of the Company**

In terms of Section 161(1) of the Companies Act, 2013 (the “Act”), the Board of Directors (“Board”), on the recommendation of the Nomination and Remuneration Committee (the “NRC”), at their meeting held on September 19, 2024, appointed Mr. Vivek Sharma (DIN: 08559495) as an Additional Director of the Company, designated as an Executive Chairman (Whole-time Director) of the Company for a period of 5 (five) years, with effect from September 20, 2024 to September 19, 2029, subject to approval of the members of the Company by way of Ordinary Resolution.

Before considering the candidature of Mr. Vivek Sharma by the Board and the NRC, for appointment as the Executive Chairman of the Company, the members of the NRC and other directors have interacted with Mr. Vivek Sharma. Based on the desired attributes identified for the position of the Executive Chairman of the Company and basis those attributes as well as considering Mr. Vivek’s skill, background and experience, the NRC found him well qualified for the role of the Executive Chairman of the Company. Post evaluation of Mr. Vivek’s profile, the NRC recommended the candidature of Mr. Vivek Sharma for the position of the Executive Chairman and Director of the Company. The Board was cognizant of skill, background and experience of Mr. Vivek, which fits into the criteria of the Company’s skill matrix, and would be beneficial for the Company. Further, in the opinion of the Board, Mr. Sharma fulfils the conditions prescribed under the Act, the Rules made thereunder and the SEBI Listing Regulations.

The Company has received, *inter alia*, (i) requisite consent from Mr. Vivek Sharma to act as an Executive Chairman and Director, (ii) a declaration to the effect that he is not disqualified in accordance with Section 164 of the Act, and (iii) a declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Vivek Sharma as a Director of the Company.

The Board shall continue to be compliant with the prescribed requirements under Regulation 17 of the SEBI Listing Regulations, as 50% of the Board shall continue to comprise of independent directors following his appointment.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Vivek Sharma, as a Director of the Company, designated as an Executive Chairman for a term of 5 (five) years effective from September 20, 2024 to September 19, 2029.

The key terms and conditions of appointment of Mr. Vivek Sharma as the Executive Chairman of the Company are given below:

- A. **Tenure of appointment:** The appointment as an Executive Chairman is with effect from September 20, 2024 for a period of five years, from September 20, 2024 to September 19, 2029.
- B. **Nature of duties:**
- Mr. Vivek Sharma shall be in full-time employment of the Company and shall be required to devote his whole time, attention, and skill to his role as the Executive Chairman of the Company, provided that he may also be appointed to any of the subsidiaries and affiliates of the Company, on terms that are acceptable to him.
  - He is expected to faithfully and diligently perform such duties in relation to the business of the Company as may be assigned to him by the Board from time to time. His powers and authorities will be consistent with his role as the Executive Chairman of the Company, subject to the supervision, control, and direction of the Board. The Company reserves the right during the employment to add to, reduce or



modify his job duties and responsibilities and to determine the amount of work which will be given to him in accordance with its requirements; provided that without prejudice to the powers of the Board, the Company shall have discussions with him with respect to his duties and responsibilities, consistent with his role as the Executive Chairman of the Company.

- **Board Collaboration and Accountability:** As the Executive Chairman, Mr. Vivek Sharma is expected to play a pivotal role in supporting and enhancing Board activities, ensuring transparent and productive collaboration among Board members. His responsibilities include providing timely updates on strategic initiatives, facilitating effective communication between management and the Board, and aligning organizational objectives with Board directives. He will also be responsible for driving Board discussions on key growth and operational strategies, ensuring that the Board remains informed and engaged in decision-making processes essential for the Company's continued growth and governance.
  - **Strategic growth and leadership:** as the Executive Chairman, Mr. Vivek Sharma's appointment comes at a pivotal moment, as the proposed amalgamation of Cohance Lifesciences Limited and Suven Pharmaceuticals Limited is intended to significantly increase the scale and operations of the Company. This merger is expected to significantly expand the Company's operations, creating a robust platform for accelerated growth.
  - One of the key drivers of this growth will be the CDMO business, with a strong customer base predominantly located in the United States and Europe. Mr. Sharma's leadership is essential in ensuring that Suven Pharma is well-positioned to serve its global clientele by establishing and maintaining the right talent and leadership presence within these critical markets and in aligning the Company's strategic objectives with its customer base, particularly in geographies where the Company sees its highest growth potential. His deep industry experience and understanding of the market dynamics in these regions will be instrumental to drive long-term success.
  - Mr. Sharma will also provide direction, leadership and mentorship to the senior leadership teams, supporting their development and helping to foster a high customer centric and execution culture within the Company. His insights and experience will play a key role in ensuring that the management team is well-equipped to execute the Company's strategic vision and navigate future challenges.
  - Mr. Sharma, at all times, expected to comply with applicable laws including without limitation any rules or regulations promulgated by the Securities and Exchange Board of India or any other regulatory authorities. He is expected to report any wrongdoing or proposed wrongdoing in the Company to the Company's senior management immediately on becoming aware of it.
- C. **Location:** The base location of Mr. Vivek Sharma is Boston, United States of America, as he will help manage the Company's operations in the United States of America given its strong presence there. However, he will travel to the offices of the Company in India or customer locations, in accordance with the business requirements of the Company or as otherwise required in pursuant to the agreed terms.
- D. **Remuneration:** The terms of remuneration including perquisites and benefits to Mr. Vivek Sharma is benchmarked with remuneration with the similar industry of comparable size, role and location. The base location of Mr. Vivek Sharma has also been taken into consideration while recommending the remuneration.
- **Fixed compensation:** Fixed compensation of USD 1,493,902 (United States Dollars one million four hundred ninety-three thousand nine hundred and two) per annum, with an annual increment as may be decided by the Board, subject to compliance of the applicable laws, based on the recommendation of the Nomination and Remuneration Committee and as per Company's policy.
  - **Variable compensation:** Variable compensation of USD 640,244 (United States Dollars six hundred forty thousand two hundred and forty-four) ("**Variable Compensation**"), per annum, 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.

The Fixed Compensation and the Variable Compensation for any given year shall be prorated based on actual period of employment for the respective year.

Benefits, perquisites and allowances: In addition to the abovementioned salary, the following perquisites will be paid and/ or provided:

- (i) flights from and to Boston to Hyderabad, or such other locations as covered by the Company;
- (ii) re-imbusement for hotel or rental accommodation in Hyderabad, in each case as per Company's policy for hotels/ service apartments/ guest house, subject to a cap of INR 200,000 (Indian Rupees two hundred thousand), per month;
- (iii) a Company's car with a driver for use in Hyderabad;
- (iv) medical, vision, dental insurance (including disability insurance), which may be provided through the Company's and/or its affiliate's medical insurance plan in United States of America, for self, spouse and dependent children; and
- (v) All the other benefits that are provided under the applicable laws (to the extent mandatorily applicable for him) and the prevalent policies of the Company, such as, and not limited to, medical benefits, insurance, leave, shall be as per existing policies of the Company.

#### Profile of Mr. Vivek Sharma:

Mr. Vivek Sharma has more than 25 years of global operational experience across various industries, including fourteen years as CEO of five global pharma services/ tech businesses and five years as an Operating Partner and Managing Director of a private equity firm. He has been recognized as "*Global CEO of the Year*." He is a Chartered Accountant, a Certified Public Accountant (CPA) and an executive MBA from the Thunderbird School of Global Management.

Before his appointment in the Company, Mr. Vivek served as, amongst other roles:

- (a) CEO of Saama Technologies Inc.;
- (b) CEO of Decision Resources Group (DRG);
- (c) CEO of Piramal Pharma Solutions;
- (d) Managing Director at Thomas H Lee Partners;
- (e) Executive Chairman and Board member at Apollo Intelligence,

where he helped contribute to value growth and professional excellence under his leadership.

Mr. Vivek complements his professional strengths in global business with a passion for philanthropy and has been actively involved in supporting various nonprofit missions with a focus on the women empowerment, environment, social and educational advocacy.

Brief details of Mr. Vivek Sharma pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in the 'Annexure' to this postal ballot notice.

In compliance with the provisions of Sections 149, 152, 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.

Except Mr. Vivek Sharma and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Postal Ballot Notice.

The NRC and the Board recommend the resolution set out herein this Postal Ballot Notice for approval of the members.

#### **2. To approve the appointment of Mr. Jai Shankar Krishnan (DIN: 01519264), as an Independent Director of the Company**

The Board of Directors of the Company at its meeting held on November 12, 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Jai Shankar Krishnan (DIN: 01519264), as an Additional Director of the Company, in the category of Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years i.e. with effect from November 12, 2024 to November 11, 2029 (both days inclusive), subject to approval of the members of the Company by way of special resolution.

Before considering the candidature of Mr. Jai Shankar Krishnan by the Board and the NRC, for appointment as an Independent Director of the Company, the members of the NRC and other directors have interacted with Mr. Jai Shankar Krishnan. Based on the desired attributes identified for the position of the Independent Director of the Company and basis those attributes as well as considering Mr. Krishnan's skill and experience, the NRC found him qualified and has recommended the candidature of Mr. Krishnan, for appointment as an Independent Director of the Company. Further, in the opinion of the Board, Mr. Krishnan fulfils the conditions of independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations. The Board noted that Mr. Krishnan's skills, background and experience are aligned to the attributes identified by the NRC and that he is eligible for appointment as an Independent Director of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mr. Jai Shankar Krishnan requires the approval of the members by way of a special resolution. Therefore, in view of the aforesaid provisions, the Company is seeking the approval of its members for appointment of Mr. Krishnan, as an Independent Director on the Board of the Company for a term of five consecutive years effective from November 12, 2024, to November 11, 2029 (both days inclusive).

### **Profile of Mr. Jai Shankar Krishnan:**

Mr. Jai Shankar Krishnan has since September 2019, been spearheading strong growth for Danaher Corporation from High Growth Markets. The High Growth Market geographies include India, Japan, Korea, Eastern Europe, Latin America, Middle East, Africa, Turkey, Southeast Asia, Australia, and New Zealand. In 2017, Mr. Krishnan expanded his leadership role at Danaher Corporation to include Southeast Asia. He joined Danaher Corporation as President and CEO for India in 2008. Before joining Danaher, Mr. Krishnan has worked with PerkinElmer Life and Analytical Sciences as President – India; Novartis Healthcare Pvt Ltd. as Head Global Services – India, GlaxoSmithKline Pharmaceuticals Ltd. as Business Unit Head. He started his career with Hindustan Unilever.

Mr. Krishnan is a Harvard Business School Alumni; Associate Certified Coach from International Coaching Federation; Global Lean Manufacturing certification and Six Sigma Master Blackbelts; META Leadership Program from Harvard T. H. Chan School of Public Health & Harvard Kennedy School of Govt. He is also MBA from Birla Institute of Technology.

Brief details of Mr. Jai Shankar Krishnan pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in the 'Annexure' to this postal ballot notice.

Mr. Jai Shankar Krishnan has given his declaration to the Board, *inter alia*, confirming that he: (i) 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 not disqualified in accordance with Section 164 of the Act. He has also given his consent to act as an Independent Director. In terms of Section 160(1) of the Act, the Company has received a notice from a Member, proposing candidature of Mr. Krishnan for the office of Director.

In the opinion of the Board, Mr. Jai Shankar Krishnan 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. Jai Shankar Krishnan on the Board of the Company and accordingly the Board recommends the appointment of Mr. Krishnan as an Independent Director as set out at Item No. 2 of accompanying Notice for approval by the members by a Special Resolution.

Except Mr. Jai Shankar Krishnan 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. 2 of this Notice of the Company.

The NRC and the Board recommend the resolution set out in Item No. 2 this Postal Ballot Notice for approval of the members.

### **3. To approve the appointment of Mr. Vinod Padikkal (DIN: 07765484), as a Non-Executive and Non-Independent Director of the Company**

The Board of Directors of the Company at its meeting held on November 12, 2024, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Vinod Padikkal (DIN: 07765484), as an Additional Director of the Company, in the category of Non-Executive and Non-Independent Director, liable to retire by rotation, with effect from November 12, 2024, subject to approval of the members of the Company by way of ordinary resolution.

Before considering the candidature of Mr. Vinod Padikkal by the Board and the NRC, for appointment as a Non-Executive Director of the Company, the members of the NRC and other directors have interacted with Mr. Padikkal. Based on the desired attributes identified for the position of a Director of the Company and basis those attributes as well as considering Mr. Padikkal’s skill and experience, the NRC found him qualified and has recommended the candidature of Mr. Padikkal, for appointment as a Non-Executive Director of the Company. The Board noted that Mr. Padikkal’s skills, background and experience are aligned to the attributes identified by the NRC and that he is eligible for appointment as a Non-Executive and Non-Independent Director of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 17(1D) of the SEBI Listing Regulations, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

The Board shall continue to be compliant with the prescribed requirements under Regulation 17 of the SEBI Listing Regulations, as 50% of the Board shall continue to comprise of independent directors following his appointment.

Accordingly, the appointment of Mr. Vinod Padikkal requires the approval of the members by way of an ordinary resolution. Therefore, in view of the aforesaid provisions, the Company is seeking the approval of its members for the appointment of Mr. Padikkal, as a Non-Executive Director on the Board of the Company with effect from November 12, 2024. The office of director of Mr. Padikkal is liable to retire by rotation, and therefore, in compliance of Regulation 17(1D) of the SEBI Listing Regulations, he will retire by rotation and subject to re-appointment by the members of the Company within a period of five years.

#### **Profile of Mr. Vinod Padikkal:**

Mr. Vinod Padikkal is a Senior Portfolio Manager within ADIA’s Private Equities Department covering the India and Southeast Asia region, where he has managed and advised several portfolio investments in these regions as a part of his role.

Prior to joining ADIA in 2021, Mr. Padikkal has experience as a director at Advent International in India, and at Bain Capital and Bain & Co. in India, where he also successfully helped advise portfolio companies in their operations and management.

Mr. Padikkal holds a B. Tech in computer science and engineering from Cochin University of Science and Technology, and holds a degree in MBA from IIM Ahmedabad. He has experience in holding directorship positions on several boards including ASK Investment Managers, Manjushree Technopack and Enamor.

Brief details of Mr. Vinod Padikkal pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, are given in ‘Annexure’ to this postal ballot notice.

Mr. Vinod Padikkal has given his declaration to the Board, *inter alia*, confirming that he: (i) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority, and (ii) is not disqualified in accordance with Section 164 of the Act. He has also given his consent to act as a Non-Executive Director. In terms of Section 160(1) of the Act, the Company has received a notice from a Member, proposing candidature of Mr. Padikkal for the office of Director.

In the opinion of the Board, Mr. Vinod Padikkal possesses relevant expertise/ experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non-Executive Director. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Padikkal on the Board of the Company and accordingly the Board recommends the appointment of Mr. Padikkal as a Non-Executive and Non-Independent Director as set out at Item No. 3 of accompanying Notice for approval by the Members through an Ordinary Resolution.

Except Mr. Vinod Padikkal 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. 3 of this Notice of the Company.

The NRC and the Board recommend the resolution set out in Item No. 3 this Postal Ballot Notice for approval of the members.

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**Registered Office:** # 215 Atrium, C Wing, 8th Floor,  
819-821, Andheri Kurla Road, Chakala, Andheri East,  
Chakala MIDC, Mumbai- 400093, Maharashtra, India

**Corporate Office:** # 202, A-Wing, Galaxy Towers,  
Plot No.1, Hyderabad Knowledge City, TSIC,  
Raidurg, Hyderabad - 500081 Telangana, India

**Email:** [investorservices@suvenpharm.com](mailto:investorservices@suvenpharm.com);

**Website:** [www.suvenpharm.com](http://www.suvenpharm.com)

By order of the Board of Directors  
For **Suven Pharmaceuticals Limited**

Sd/-

**Kundan Kumar Jha**  
*Company Secretary, Compliance Officer  
and Head-Legal  
Membership No. A17612*

**Place:** Hyderabad

**Date:** November 15, 2024

**Annexure**

<b>Name</b>	<b>Mr. Vivek Sharma</b>	<b>Mr. Jai Shankar Krishnan</b>	<b>Mr. Vinod Padikkal</b>
Director Identification Number (DIN)	08559495	01519264	07765484
Age	57 years	58 years	41 years
Nationality	United States of America	Indian	Indian
Qualifications	Chartered Accountant, Certified Public Accountant (CPA) and an executive MBA from the Thunderbird School of Global Management.	MBA from Birla Institute of Technology; Harvard Business School Alumni.	B. Tech from Cochin University of Science and Technology and MBA from IIM Ahmedabad
Expertise in specific area	The detailed profile including experience are provided above	The detailed profile including experience are provided above	The detailed profile including experience are provided above
Date of first appointment	Effective from September 20, 2024	Effective from November 12, 2024	Effective from November 12, 2024
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Directorship in other companies	Apollo Intelligence Operation LLC, CorroHealth Inc, and Aigilx Health	Wellness Forever Medical Limited	Nil
Membership(s)/ Chairmanship(s) of Board Committees of other companies	Apollo Intelligence Operation LLC – Member of Compliance and Compensation Committee	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Mr. Sharma is not related to any Director or Key Managerial Personnel of the Company.	Mr. Krishnan is not related to any Director or Key Managerial Personnel of the Company.	Mr. Padikkal is not related to any Director or Key Managerial Personnel of the Company.
Number of Board meetings attended	Appointed with effect from September 20, 2024. Attended Board meeting on November 12, 2024.	Appointed with effect from November 12, 2024. Attended Board meeting on November 12, 2024.	Appointed with effect from November 12, 2024. Attended Board meeting on November 12, 2024.
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Term: Appointed as an Executive Chairman and Director for a term of 5 (five) years with effect from September 20, 2024 to September 19, 2029, subject to the approval of Members.  Remuneration last drawn: Not applicable. Remuneration sought to be paid: As mentioned above.	Term: Appointed as an Independent Director for a term of five consecutive years with effect from November 12, 2024 to November 11, 2029, subject to the approval of Members. Remuneration last drawn: not applicable Remuneration sought to be paid: In terms of approval granted by the members of the Company at the 5 <sup>th</sup> Annual General Meeting held on December 15, 2023, Mr. Krishnan will be entitled for remuneration by way of commission, on par with the commission payable to other Independent Directors of the	Term: Appointed as a Non-Executive and Non-Independent Director with effect from November 12, 2024, liable to retire by rotation, subject to the approval of Members. Remuneration last drawn: not applicable Remuneration sought to be paid: He shall be entitled to the reimbursement of expenses for attending the meetings of the Board or any Committee thereof or for any other purpose

	<p>Company, as may be decided by the Board of Directors of the Company, from time to time. He will not be entitled to any stock option pursuant to employees stock option schemes of the Company.</p> <p>Presently, Independent Directors are entitled to remuneration by way of commission @ Rs. 30 lakhs per annum, in such manner as may be determined by the Board of Directors of the Company, in addition to the reimbursement of expenses, if any, for attending the meetings of the Board or Committees thereof.</p>	<p>whatsoever as may be decided by the Board.</p>
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