

CSD/BSE&NSE/GM/2024-25
November 28, 2024

To
The Manager
Department of Corporate Services
BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 543064

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

Dear Sir/Madam,

Sub: Summary of proceedings and voting results of the Meeting of the equity shareholders of Suven Pharmaceuticals Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') held on November 28, 2024

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We refer to our letter dated **October 26, 2024**, wherein the Company had submitted the notice of the meeting of the shareholders of the Company to be held on **November 28, 2024**.

Pursuant to the order dated **October 22, 2024** in the Company Scheme Application No **C.A. (CAA). 138/(MB)/C-III/2024 ('Order')** and in compliance with applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended from time to time, the meeting of the shareholders of the Company ('Members') was held on **Thursday, November 28, 2024, at 1:30 p.m. (IST)** through video conferencing / other audio-visual means ('VC / OAVM') ('Meeting') to approve the Scheme of Amalgamation amongst **Suven Pharmaceuticals Limited ('Transferee Company' / 'Company')** and **Cohance Lifesciences Limited ('Transferor Company')** and their respective shareholders and creditors ("Scheme").

The Scheme has been approved by the Members of the Company with requisite majority. In this regard, please find enclosed the following:

1. Summary of the proceedings of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations enclosed as **Annexure - A**.
2. Voting results of e-Voting (prior to as well as during the meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations enclosed as **Annexure - B**.
3. The Scrutinizer's Report dated **November 28, 2024**, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 enclosed as **Annexure - C**.

You are requested to take this information on records.

Thanking You.

Yours faithfully,
For **Suven Pharmaceuticals Limited**

Kundan Kumar Jha
Company Secretary, Compliance Officer and Head-Legal
Encl: as above.

Suven Pharmaceuticals Limited

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, TSIC,
Raidurg, Hyderabad - 500081 Telangana, India
Tel: 91 40 2354 9414 / 3311

Email: info@suvphenarm.com | Website: www.suvenpharm.com | CIN: L24299MH2018PLC422236

Summary of Proceedings of the Meeting of the shareholders of Suven Pharmaceuticals Limited ('Company') held pursuant to the directions, of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), on Thursday, November 28, 2024

The Meeting of the shareholders of the Company convened pursuant to the directions of the NCLT was held today, i.e., **Thursday, November 28, 2024**, at 1:30 p.m. (IST) through video conferencing / other audio-visual means ('VC/OAVM') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').

Mr. Kundan Kumar Jha, Company Secretary, Compliance Officer and Head-Legal, welcomed the shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. It was informed that the Company had provided its shareholders with the e-voting facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by KFin Technologies Limited ('KFin/RTA'). Further the e-voting facility was also made available during the Meeting for the Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting.

Mr. Vivek Sharma, Executive Chairman, Dr. V Prasada Raju, Managing Director and Mr. Jai Shankar Krishnan, Independent Director, were present at the Meeting through VC/OAVM from their respective locations. Other directors could not attend the meeting due to other preoccupations.

The representative(s) of Statutory Auditors and Secretarial Auditors and have also attended the meeting through their respective locations.

The NCLT, vide its orders dated **October 22, 2024**, had appointed Mr. Sudhirkumar J Shrivastava, as the Chairperson for the meeting. Accordingly, Mr. Sudhirkumar J Shrivastava presided over the Meeting as the Chairperson for the Meeting. He informed the shareholders that the Meeting was convened for shareholders to consider and if thought fit, approve the Scheme of Amalgamation amongst **Suven Pharmaceuticals Limited** and **Cohance Lifesciences Limited** and their respective shareholders and creditors ('Scheme'). The requisite quorum being present, the Chairperson called the Meeting to order.

It was informed that Ms. Meghna Shah (Membership No. F9425), of M/s. MSDS & Associates, Company Secretaries, was appointed as the Scrutinizer by the NCLT to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner. The scrutinizer was present in person at the venue of the meeting at the registered office of the Company.

The Chairperson informed that (a) the notice of the Meeting, (b) the explanatory statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Amalgamation and (d) other relevant documents in connection with the said Scheme and as referred to in the notice had been dispatched to the shareholders through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depository Participant(s)/Depositories as on **Friday**,

October 18, 2024. In addition, the advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in newspapers, in accordance with the directions of the NCLT.

With the consent of the shareholders, the notice convening the Meeting was taken as read.

The following resolution set out in the notice convening the Meeting was put up to the shareholders for voting during the Meeting:

Item No.	Details of the Resolution
1.	Approval for the Scheme of Amalgamation amongst Suven Pharmaceuticals Limited and Cohance Lifesciences Limited and their respective shareholders and creditors

The Chairperson then invited the shareholders to express their views, ask questions and seek clarifications on the proposed Scheme. The management of the Company has appropriately responded to the questions asked and clarifications sought by the shareholders.

The Chairperson then thanked the shareholders for attending and participating at the Meeting. He also thanked the directors for joining the Meeting virtually.

The remote e-voting facility was kept open for the next 15 minutes to enable the shareholders to cast their vote. Upon the completion of the remote e-voting process, the Chairman declared the Meeting as closed at 2:07 PM.

The Scrutinizer's Report was received after the conclusion of the Meeting on **November 28, 2024**, and as set out therein, the said resolution was declared as passed with requisite majority.

For **Suven Pharmaceuticals Limited**

Kundan Kumar Jha

Company Secretary, Compliance Officer and Head-Legal

Annexure - B**Voting Results of the Meeting**

Date of the Meeting	November 28, 2024
Total number of shareholders on record date	75368
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter group	1
Public	47

Resolution Required: Special			Approval for the Scheme of Amalgamation amongst Suven Pharmaceuticals Limited and Cohance Lifesciences Limited by the members of the Company (all members including the members of the promoter and promoter group of the Company) under the provisions of Sections 230 to Section 232 and other applicable provisions of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No (as per the Companies Act, 2013)							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid [8]	Votes Abstained [9]
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]	[9]
Promoter and Promoter Group	E-Voting	12,75,39,592	12,75,39,592	100.00	12,75,39,592	0	100.00	0.0000	0	0
	Poll		0	0	0	0	0.00	0.0000	0	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.0000	0	0
	Total		12,75,39,592	100.00	12,75,39,592	0	100.00	0.0000	0	0
Public Institutions	E-Voting	7,04,16,333	6,12,35,015	86.9614	6,12,35,015	0	100.00	0.0000	0	0
	Poll		0	0.00	0	0	0.00	0.0000	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0000	0	0
	Total		6,12,35,015	86.9614	6,12,35,015	0	100.00	0.0000	0	0
Public Non-Institutions	E-Voting	5,66,09,031	2,57,23,613	45.4408	2,57,22,359	1,254	99.9951	0.0048	0	1
	Poll		4,425	0.0078	4,425	0	100.00	0.0000	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0000	0	0
	Total		2,57,28,038	45.4486	2,57,26,784	1,254	99.9951	0.0049	0	1
Total		25,45,64,956	21,45,02,645	84.2624	21,45,01,391	1,254	99.9994	0.0006	0	1

Result: Based on the aforesaid, in terms of the provisions of the Companies Act, 2013, the above resolution as proposed in the notice of the NCLT convened Meeting of the Equity Shareholders shall be deemed to have been passed on the date of the said Meeting of the Company by the requisite majority having voted in favour of the Scheme, though remote e-voting and e-voting at the Meeting.

Resolution Required:	Approval for the Scheme of Amalgamation amongst Suven Pharmaceuticals Limited and Cohance Lifesciences Limited by the public Shareholders of the Company (excluding the members of the promoter and promoter group of the Company) under the provisions of the SEBI Listing Regulations, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI (“Merger Circular”) and other applicable provisions.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (as per the SEBI Listing Regulations)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled [7]={[5]/[2]}*100	Votes Invalid [8]	Votes Abstained [9]
Public Institutions	E-Voting	7,04,16,333	6,12,35,015	86.9614	6,12,35,015	0	100.00	0.0000	0	0
	Poll		0	0.00	0	0	0.00	0.0000	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0000	0	0
	Total		6,12,35,015	86.9614	6,12,35,015	0	100.00	0.0000	0	0
Public Non-Institutions	E-Voting	5,66,09,031	2,57,23,613	45.4408	2,57,22,359	1,254	99.9951	0.0048	0	1
	Poll		4,425	0.0078	4,425	0	100.00	0.0000	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0000	0	0
	Total		2,57,28,038	45.4486	2,57,26,784	1,254	99.9951	0.0049	0	1
Total		12,70,25,364	8,69,63,053	68.4612	8,69,61,799	1,254	99.9986	0.0014	0	1

Result: Based on the aforesaid, in terms of the provisions of the Companies Act, 2013 as well as the SEBI Listing Regulations and the Merger Circular, the above resolution as proposed in the notice of the NCLT convened Meeting of the Equity Shareholders shall be deemed to have been passed on the date of the said Meeting of the Company by the requisite majority of public Shareholders (viz. majority of public shareholders present and voting) having voted in favour of the Scheme, though remote e-voting and e-voting at the Meeting.

SCRUTINIZER'S REPORT

To

The Chairperson appointed for the meeting of the shareholders

SUVEN PHARMACEUTICALS LIMITED

CIN: L24299MH2018PLC422236

215 Atrium, C wing, 8th floor, 819-821,

Andheri Kurla Road,

Chakala, Andheri East,

Chakala Midc, Mumbai,

Maharashtra. 400093.

Sub: Consolidated Scrutinizer's Report on the results of voting by shareholders of Suven Pharmaceuticals Limited through remote e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'NCLT') of Suven Pharmaceuticals Limited (the 'Company') held on Thursday, November 28, 2024 at 1.30 p.m. IST ('Meeting'), through video conferencing/other audio visual means ('Meeting'), pursuant to Sections 230-232 of the Companies Act, 2013 ('Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules'), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2') and as per the directions issued by the Hon'ble Tribunal vide Order dated October 22, 2024 in Company Scheme Application C.A. (CAA). 138/(MB)/C-III/2024.

Dear Sir,

I, **Meghna Shah (F9425) of M/s MSDS & Associates**, Practicing Company Secretaries, have been appointed by the Hon'ble Tribunal, vide its Order dated **October 22, 2024** in Company Scheme Application **C.A. (CAA). 138/(MB)/C-III/2024** ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ('Act') read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the equity shareholders to the Scheme of Amalgamation amongst **Suven Pharmaceuticals Limited and Cohance Lifesciences Limited** and their respective shareholders ('Scheme'), in terms of the Notice dated **Friday, October 26, 2024**, convening the said meeting.

M.: +918591064051 | +918591062331

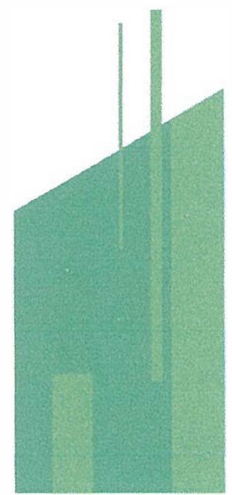
E.: megghna@shah3ca.com | dipali@shah3ca.com

Add.: 502, Damji Shamji Trade Center, Vidyavihar (W), Mumbai-86



I do hereby

Chiranjiv



submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by KFin by: (i) remote e-voting prior to the Meeting; and (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the meeting commenced on **Sunday, November 24, 2024 at 9:00 a.m. IST at 9:00 a.m. (IST) and ended on Wednesday, November 27, 2024 at 5:00 p.m. IST.**
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through video-conferencing /other audio visual means and who had not cast their votes through remote e-voting prior to the meeting.
4. The **cut-off date** was **Friday, October 21, 2024** for the purpose of determining the shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated **October 26, 2024** convening the meeting of the Equity shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ("**Scheme**") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participant(s)/Depositories as on **October 22, 2024.**
6. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA') and the authorizations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Equity shareholders.



Signature

9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.

10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary & Chief Legal Officer (Corporate & Compliance) of the Company for safe keeping.

12. **Resolution:**

"RESOLVED THAT, in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (the "SEBI") and any other circulars / guidelines issued by the SEBI applicable to schemes of arrangement from time to time, relevant provisions of the Income-tax Act, 1961 and the rules thereunder, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal"), and such other approvals as may be necessary or as may be directed by the Tribunal, the Scheme of Amalgamation amongst the Transferor Company with the Company and their respective shareholders and creditors ("Scheme") be and is hereby approved.



ehi

RESOLVED FURTHER THAT, the Board of Directors of the Company (the "**Board**"), which term shall be deemed to mean and include any committee(s) constituted by the Board or any other person(s) authorised by the Board to exercise its power including the powers conferred by this resolution) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and to effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s) or condition(s), if any, which may be required and / or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, and to waive any condition(s) of the Scheme, and also to settle any issue, question, difficulty or doubt that may arise in this regard, including passing such accounting entries or making adjustments in the books of accounts of the Company and deciding on transfer / vesting of assets and liabilities, as the Board in its absolute discretion may deem fit, proper or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Shareholders."

- I. The summary of the votes cast by the by the members of the Company (all members including the members of the promoter and promoter group of the Company) through remote e-voting and e-voting at the Meeting with their pattern of voting is as follows:

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
408	21,45,01,391	99.9994

- (ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1.254	0.0006

- (iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

- (iv) Voted abstained from voting on the resolution:

Number of members voted	Number of abstained votes	% of total number of valid votes cast
1	1	0



Signature

II. The summary of the votes cast by the public shareholders of the Company (i.e. excluding the members of the promoter and promoter group of the Company) through remote e-voting and e-voting at the Meeting with their pattern of voting is as follows:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
407	8,69,61,799	99.968

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1,254	0.001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

(iv) Voted abstained from voting on the resolution:

Number of members voted	Number of abstained votes	% of total number of valid votes cast
1	1	0

Conclusion:

Based on the above tables, it can be concluded that the said Resolution has been approved by requisite majority in accordance with the provisions of the Companies Act, and Merger Circular.

Thanking you,

Meghna



For MSDS & Associates
Meghna Shah
Partner
M. No: F9425
UDIN: **F009425F002988423**

Chiranjeev

Place: Mumbai
Dated: 28.11.2024