



Suven Pharmaceuticals Limited

Charter of the Investment, Banking and Authorisations Committee *(Charter effective from November 12, 2024)*

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Charter of the Investment, Banking and Authorisations Committee

Objective

The Investment, Banking and Authorisations Committee (the “IBA Committee”/ the “Committee” is constituted by, and accountable to, the Board of Directors of the Company (“Board”). The primary responsibilities of the IBA Committee are as hereunder:

- Investment related: to approve investments of surplus funds of the Company, to invest in any new project or acquisition, agreed/ aligned with the Board, and the matters related or incidental thereto;
- Banking related: to approve banking and treasury related matters;
- Authorization related: to authorize the Directors/ officials of the Company for various regulatory related activities or operational matters, and the matters incidental thereto.

The role, responsibilities and powers of the Committee shall include matters set out in this Charter and such other items as may be delegated by the Board time to time.

Composition

- The IBA Committee shall have minimum 3 (three) Directors as members.
- At least one member of the IBA Committee shall be Independent Director.
- The Company Secretary shall act as Secretary to the Committee.

Meeting and Quorum

- The IBA Committee shall meet as and when deem appropriate for transacting business based on the terms of reference under this charter. The IBA Committee may meet in persons or through video conferencing or pass resolutions *via* circular resolutions, in compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The quorum for the meeting shall be one-third of the total strength or two members, whichever is greater.
- The Committee may invite such other executives, as it considers appropriate, to be present at the meetings.

Role and Responsibilities

A. Investment

- 1) To approve investments of funds of the Company upto Rs. 500 Crore, and to authorise officials of the Company for the same;
- 2) To invest in any new projects or acquisition, agreed/ aligned with the Board, and the matters related or incidental thereto, and authorise the Director(s)/ officials of the Company to sign and execute agreements, papers, documents and to take all necessary steps, deeds and things for giving effect to and in relation to the said project or acquisition.

B. Banking and treasury

- 1) To open, operate, close, change in authorisation/ signatory for any current/ deposit/ cash credit account(s), safe deposit vault(s), electronic bank account(s), internet bank account(s)/ facility, subsidiary general ledger account(s), dematerialisation/ depository/ escrow account(s) with any nationalized bank(s), scheduled bank(s), co-operative bank(s) in any part of the country including foreign bank(s) authorised by Reserve Bank of India to do banking operations in the country and in any country outside India with bank(s) authorised to do banking operations in that country;
- 2) To deal in government securities, units of debt mutual funds, fixed income and money market instruments, fixed deposits and certificate of deposit programme of banks and other instruments/ securities/ treasury products of banks and financial institutions within the limits approved by the Board from time to time;
- 3) To deal in foreign exchange and financial derivatives linked to foreign exchange and interest rates including but not limited to foreign exchange spot, forwards, options, currency swaps and interest rate swaps;
- 4) To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with the aforesaid activities, including for the purpose of borrowing/ credit facilities, creation of charge;
- 5) To approve revision in authorised signatories for any of the above matters.

C. Authorisations

- 1) To approve for participation into any tender, bid, auction by the Company;
- 2) To authorise Director(s)/ KMP(s)/ officials of the Company for giving effect to the Scheme of Arrangement/ Amalgamation/ Merger approved by the Board including post merger activities/ deliverables/ actions;
- 3) Authorisation to sign and execute agreements, applications, documents, correspondences and such other paper as may be required relating to development and establishment of Special Economic Zones (SEZ);
- 4) Authorisation to sign and execute agreements, Memorandum of Understandings (MoUs), deeds, contracts, Power of Attorneys (PoAs) and other related documents pertaining to the operations of the business units/functions of the Company, and also authorize them to sub-delegate this authority, in writing, to execute agreements, MOUs, deeds, contracts, PoAs and such other documents in favour of any of the employee of the Company and other understandings to any other person as they may deem fit and necessary;
- 5) Handle administrative matters relating to day-to-day operations of the Company;
- 6) To take on lease, premises for the use by the Company on such terms and conditions as the Committee may think appropriate and approve the matters incidental thereto;
- 7) To approve opening of branch/ representative office(s) of the Company in India and abroad, appoint representative officer(s) relating to such branch/ representative office(s) for various administrative matters pertaining in the branch/ representative office(s) and approve the matters incidental thereto, approve authorization for registration and renewals related to Company's products in different geographies, approve the closure of such branch/ representative office's) of the Company, as and when required;
- 8) To represent and act on behalf of the Company in matters pertaining to participation in tenders, quotations, etc. with respect to Company's products;
- 9) Nominate or revoke nomination of a representative under Foods Safety and Standards Act, 2006, Manager under Factories Act, 1948, managers for branch office and such similar requirement under any other applicable law;

- 10) To authorise Director(s) and/or officer(s) for dealing with various statutory authorities on behalf of the Company with respect to the Company's business, operations/manufacturing units;
- 11) To appoint Occupier of any factory and authorize to take necessary steps as per applicable laws and regulatory provisions;
- 12) To procure factory and other licenses, as may be required, and to authorise the Director(s)/ officials of the Company to take all necessary steps in this regard;
- 13) To represent the Company at the general meetings of the subsidiaries of the Company or any other entities where the Company has invested in or otherwise has voting rights;
- 14) To authorise the Director(s), KMPs and senior executives of the Company to act and perform pursuant to Advocacy and Public Policy of the Company;
- 15) To register/ de-register the Company with any Central/ State Government authorities, Semi-Government authorities, regulatory authorities, statutory authorities, quasi-judicial authorities, local authorities, tax authorities including sales tax, service tax, goods and service tax, value added tax, labour law authorities, administrative authorities, business associations and any other bodies;
- 16) To authorize Director(s) and Officer(s) of the Company, to sign applications, security/ indemnity bonds, letters, documents, deeds, declarations, affidavit, agreements, correspondences, forms, returns, etc., required to be submitted with Direct and Indirect tax authorities, Reserve Bank of India, Depositories, SEBI, Stock Exchanges, SEBI, Income Tax, Goods and Service Tax ("GST"), Sales Tax, Value Added Tax, Service Tax, Central Excise, State Excise, Entry Tax or any other tax authorities, Department of Pharmaceuticals (DOPs) and any other regulators/ authorities in relation to the Company, on behalf of the Company and/or its subsidiaries. Periodically review and modify such authorization;
- 17) Appoint any Merchant Banker, Chartered Accountant, Advocate, Counsels, Company Secretary, Engineer, Technician, Consultants and / or Professionals for undertaking any assignment for and on behalf of the Company requiring specific approval of the Board of Directors under any law;
- 18) To sign applications, papers and other documents relating to imports and export and approve the matters incidental thereto;
- 19) To represent and act on behalf of the Company regarding purchase/ sale of land or any other properties in the name of the Company and to give effect for registration thereof, subject to applicable regulatory/ legal requirements;
- 20) To authorise Director(s)/ Official(s) to represent and act on behalf of the Company in matters pertaining to Intellectual property rights, registration under different acts, the Narcotic Control Bureau (NCB), Central Bureau of Narcotics (CBN), Drugs Controller General (India) (DCGI), Central Drugs Standard Organization (CDSO) and Drug Control Administration (DCA);
- 21) To institute, prosecute or defend civil, criminal or other legal proceedings and present/ file representations, appeals and revisions in any court, tribunal, arbitration, forum, appellate authority or any other Judicial, quasi-judicial or administrative authority in India or abroad, and to undertake other activities incidental thereto, including but not limited to, appoint any advocate(s)/attorney(s); sign all documents and papers, attend, appear and represent in any suit and/or other legal proceeding, and perform such acts and deed on behalf of the Company as directed by the appropriate legal authority;
- 22) To authorise persons for applying for the digital signatures in order to represent and act on behalf of the Company;

- 23) To approve the Delegation of Authority (DOA) of the Company and/or authorise persons for signing agreements/memorandum of understanding, issuance of Power of Attorney's (POAs) relating to operations of the company in line with such DOA
- 24) Authorize Directors and Officials of the Company to sub-delegate any of the authority delegated to them to the extent specifically specified by the Committee in this regard;
- 25) To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require specific approval of the Board of Directors of the Company or which has not been delegated by the Board specifically to any other Committee of the Board;
- 26) Perform such other activities as the Board may delegate to the Committee from time to time.

Actions outside the scope of the IBA Committee's authority

Notwithstanding anything in the previous sections, the following actions shall be specifically excluded from the IBA Committee's scope of authority:

- Any action that, under the applicable laws, rules and regulations, specifically requires approval/ adoption by the Board of Directors and/or shareholders of the Company;
- Any transaction involving interest of any Executive Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

Authority

The IBA Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Reporting

The IBA Committee shall report on its activities, and summarize any recommendations at Board meetings.

Evaluation

The IBA Committee, if deemed necessary, may conduct a performance evaluation related to its purpose, duties, responsibilities and effectiveness and recommend, any changes, it considers necessary for the approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it may deem appropriate.

Review of IBA Charter

The IBA Committee charter shall be reviewed and reassessed by the Committee at such intervals as the Committee deems appropriate and recommendations, if any shall be made to the Board for approval of the same from time to time.

Approved by the Board of Directors on November 12, 2024