CS/SE/AGM/2013-14
August 13, 2013

TO
THE MANAGER
LISTING DEPARTMENT,
NATIONAL STOCK EXCHANGE OF INDIA LTD
EXCHANGE PLAZA, BANDRA- KURLA
COMPLEX, BANDRA (E), MUMBAI-400 051

Stock Code - SUVEN EQ

TO
THE GENERAL MANAGER
DEPARTMENT OF CORPORATE SERVICES
BOMBAY STOCK EXCHANGE LTD
25TH FLOOR, P. J. TOWERS,
DALAL STREET, MUMBAI - 400 001

Stock Code - 530239

Dear Sir/Madam,

Sub: Outcome/Proceedings of Annual General Meeting held on 13th August, 2013 – Reg.,

With reference to above subject, the members in Annual General Meeting held on 13th August, 2013 at 10.00 a.m. have approved all the following resolutions unanimously:

1. **ADOPTION OF AUDITED ACCOUNTS FOR THE YEAR 2012-2013**

   "**RESOLVED THAT** the Audited Accounts for the year ended 31st March, 2013 together with Report of the Directors and Auditors thereon be and are hereby received and adopted."

2. **DECLARED DIVIDEND OF RS. 0.30 PAISA (30%) PER EQUITY SHARE OF RE 1/- EACH**

   "**RESOLVED THAT** Dividend @ Re 0.30 paisa per equity share of Re 1/- (30%) for the year ended 31st March, 2013 on the paid-up capital of the Company be and is hereby declared and be paid to those beneficial owners as per the list provided by the Depositories and members holding shares in physical form whose names appear on the Register of Members as on book closure date."

3. **RE-APPOINTED DR K. V. RAGHAVAN AS DIRECTOR RETIRING BY ROTATION**

   "**RESOLVED THAT Dr K. V. Raghavan**, Director of the Company, who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

4. **RE-APPOINTED SHRI D G PRASAD AS DIRECTOR RETIRING BY ROTATION**

   "**RESOLVED THAT Shri D G Prasad**, Director of the Company, who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

5. **RE-APPOINTED M/S. KARVY & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF NEXT ANNUAL GENERAL MEETING**

   "**RESOLVED THAT** Karvy & Co., Chartered Accountants, Hyderabad, the Statutory Auditors of the Company, who retire at the conclusion of this meeting, being eligible, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorized to fix their remuneration."

6. REVISION IN REMUNERATION OF MS. KALYANI JASTI, AS PRESIDENT (US OPERATIONS) OF THE COMPANY

"RESOLVED THAT pursuant to Section 314(1B) of the Companies Act, 1956 approval of the Company be and is hereby accorded to increase the salary of Ms Kalyani Jasti, President (US Operations) by way of annual increment of 15% of present salary of USD 120,000 w.e.f. 1st April 2013 for the remaining period of her appointment, subject to approval of the Central Government and the revised salary is as under:

Salary 138,000 USD p.a.
Performance Bonus 20% of salary."

"RESOLVED FURTHER THAT Ms Kalyani Jasti shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business and any other allowances, benefits and perquisites as are provided to the senior executives of the Company and/ or which may become applicable in the future and / or any other allowance, perquisite as the Board my decide from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to sanction at their discretion annual increment not exceeding 15% of the then present salary to Ms Kalyani Jasti and the Board be and is hereby further empowered to withhold the annual increment as it may consider in the best interest of the Company from time to time."

"RESOLVED FURTHER THAT the remuneration payable to Ms. Kalyani Jasti as aforesaid shall be subject to such modification as the Central Government may suggest or require which the Board of Directors are hereby authorized to accept on behalf of the Company."

"RESOLVED FURTHER THAT Ms Kalyani Jasti shall be in the exclusive employment of the company and will not hold a place of profit in any other company during her employment in the Company."

"RESOLVED FURTHER THAT the Company Secretary of the Company and GM (Finance & Costing) of the Company be and are hereby severally authorized to submit an application to the Central Government along with all the necessary enclosures and give any statement, declaration, undertaking and do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution."

7. APPOINTMENT OF SHRI M GOPALA KRISHNA AS A DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 98 of the Articles of Association of the Company, Shri M Gopala Krishna, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company and who holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. ISSUE OF SECURITIES FOR AN AGGREGATE AMOUNT NOT EXCEEDING USD 100 MILLION

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provision of the Articles of Association of the Company, the Listing Agreement entered into between the Company and various stock exchanges, the guidelines and clarifications issued by the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Government of India (GOI) and any other statutory/ regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall also include any committee thereof), the consent and approval of the Company be and is hereby accorded to the Board for issuance of the Company's securities (as defined below) in pursuance of one or more International or Domestic Public Offerings, by way of direct issuance and allotment of shares including in the form of Global Depository Receipts (GDRs) and / or American Depository Receipts (ADRs) and / or any other securities linked to shares and / or any other convertible instrument or securities such as Convertible Debentures, Bonds, Foreign Currency Convertible Bonds (FCCBs), Convertible Warrants (hereinafter referred to as securities) to be subscribed by foreign / domestic investors including but not limited to NRIs, FIIs, Qualified Institutional Buyers (QIBs), Mutual Funds, Banks, Insurance Companies, other institutions/ corporate bodies and / or individuals or otherwise whether or not such investors are members of the Company, in any Foreign Currency or Indian Rupees, subject to such conditions as the Board may consider appropriate, provided that the amount for which the Securities to be issued shall not exceed U.S. $ 100 million (U.S. Dollars one hundred million) or its equivalent of any other Foreign / Indian currencies in one or more tranches and shall be in accordance with all applicable laws and regulations. The Board be and is hereby authorized subject to applicable laws and regulations to issue the aforesaid securities to the investors, in such manner as they may deem appropriate in their absolute discretion in one or more tranches and at a premium to market price(s), and if necessary, in consultation with Lead Managers and / or Underwriters and / or other Advisors of the Company concerned with the offering, as they may deem appropriate."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issuance of the securities may have to be subject to such terms or conditions as are in accordance with prevalent market practices and applicable laws and regulations including but not limited to the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional shares or variations in the price or period of conversion of Securities into Equity shares or terms pertaining to voting rights or options for redemption of Securities or conversion rights and that the Company is also entitled to enter into and execute all such arrangements with any Lead Managers, Underwriters, Guarantors, Depositories, Custodians and all such Agencies as may be involved or concerned in such offerings of securities and to remunerate all such agencies including by way of commission, brokerage, fees or the like, also to seek the listing of such securities or securities representing the same in one or more Domestic / International Stock Exchanges, in accordance with all applicable laws and regulations."

"RESOLVED FURTHER THAT the Company and / or any Agency or Bodies as are authorized by the Board may issue Depository Receipts (including by way of GDRs or ADRs or FCCBs) represented by underlying shares in the capital of the company or such other Securities as may be required with such features and attributes as are prevalent in International / Domestic capital markets for instruments of this nature and to provide the tradability and free transferability thereof in accordance with market practices and subject to applicable laws and regulations and the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of securities as may be required to be issued and allotted upon conversion of any Securities (referred to above) or as may be necessary in accordance with the terms of offering."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is hereby authorised to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable for such purpose, including but not limited to entering into arrangements for managing, underwriting, marketing, listing, trading, and appointing Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees and such other agencies and to issue any Prospectus or Offering Document and sign the same and all other required applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration and expenses and to resolve any doubts or question that may arise in the issue and allotment of securities relating to the Offerings ".

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, in terms of Section 293 and other applicable provisions, if any, of the Companies Act, 1956 and subject to compliance with all applicable laws and regulations to the Board to issue Securities or raise loans, by the creation of mortgage(s) and / of charges and / or lien(s) on all or any of the Company's immovable and / or movable assets both present and future in such form and manner and on such terms and conditions as may be deemed fit and appropriate by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby empowered to delegate all or any of the powers described above to any Committee of Directors or to Chairman & CEO or any Director or any officers of the Company."

9. RE-APPOINTMENT OF MR. VENKATESWARLU JASTI AS CHAIRMAN & CEO

"RESOLVED THAT pursuant to Section(s) 198, 269, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such other consents or approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Venkateswarlu Jasti, as Chairman & CEO on the terms and conditions as set out in the explanatory Statement annexed hereto for a period of 2 years and 8 months commencing from 4th January 2013 till 31st August 2015 in accordance with the provisions of Section I of Part II of Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT where in any financial years during the currency of above said tenure of Mr. Venkateswarlu Jasti as Chairman & CEO, the company has no profits or its profits are inadequate, then the company shall pay the remuneration in accordance with the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956."

10. RE-APPOINTMENT OF MRS. SUDHA RANI JASTI AS WHOLE-TIME DIRECTOR

"RESOLVED THAT pursuant to Section(s) 198, 269, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such other consents or approvals as may be necessary, the Company hereby approves the re-appointment of Mrs. Sudha Rani Jasti, as Whole-time Director on the terms and conditions as set out in the explanatory Statement annexed hereto for a period of 2 years and 8 months commencing from 4th January 2013 till 31st August 2015 in accordance with the provisions of Section I of Part II of Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT where in any financial years during the currency of above said tenure of Mrs. Sudha Rani Jasti as Whole-time Director, the company has no profits or its profits are inadequate, then the company shall pay the remuneration in accordance with the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956."

11. ENHANCEMENT OF BORROWING POWERS

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 12th September 2005 and pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby is accorded to the Board of Directors of the Company (the Board which expression shall include any Committee of the Board formed for this purpose) to borrow from time to time any sum or sums of money, on such terms and conditions and in such manner, (including by way of issue of debt instruments) as the Board may deem fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, which have not been set apart for any specific purpose, provided that the total amount of money so borrowed shall not, at any time exceed the limit of **Rs 400 Crores** (Rupees Four Hundred Crores only)."

We request you to take this document on your records.

Thanking you,
Yours faithfully,
For **SUVEN LIFE SCIENCES LIMITED**

K HANUMANTHA RAO
Company Secretary