CS/SE/AGM/2014-15
August 13, 2014

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 25th Annual General Meeting held on 12th August, 2014 – Reg.,

With reference to above subject, the members in Annual General Meeting held on 12th August, 2014 at 12.00 Noon. E-voting was kept open for members from 5th August 2014 to 7th August 2014 and as per the advice of the Chairman ballot papers were circulated to the members/ proxies present at the Annual General Meeting for those members who have not availed the e-voting.

Scrutinizer, Mrs P Renuka, Practicing Company Secretary submitted the results of e-voting and poll to the Chairman.

The Chairman announced and informed the members that the following resolutions were passed with requisite majority.

ITEM NO. 1: Adoption of Audited Accounts for the year 2013-2014

"**RESOLVED THAT** the Audited Accounts for the year ended 31st March, 2014 together with Report of the Directors and Auditors thereon be and are hereby received and adopted."

ITEM NO. 2: Declared dividend of Rs 2.50 paisa (250%) per equity share of Re 1/- each (inclusive of special dividend of Rs 2.00 per share)

"**RESOLVED THAT** a Dividend of Re. 0.50 per share (50% of face value Rs. 1.00 each), with an additional Special Silver Jubilee year dividend of Rs. 2.00 per share (200% of face value of Rs. 1.00 each), aggregating to Rs 2.50 per share for the year ended 31st March, 2014 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."

ITEM NO. 3: Re-appointed Prof Syed E Hasnain as Director (DIN: 02205199), retiring by rotation

"RESOLVED THAT Prof Syed E Hasnain, 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."

ITEM NO. 4: Re-appointed M/s. Karvy & Co., Chartered Accountants as Statutory Auditors of the Company

"RESOLVED THAT Karvy & Co., Chartered Accountants (Firm Registration No. – 001757S), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty-eighth Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

ITEM NO. 5: Appointment of Dr M.R. Naidu (DIN: 00143836) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, as amended from time to time, Dr M.R. Naidu (DIN 00143836), a Non-Executive Director of the Company, meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

ITEM NO. 6: Appointment of Dr K.V. Raghavan (DIN: 00144054) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, as amended from time to time, Dr. K. V. Raghavan (DIN 00144054), a Non-Executive Director of the Company, meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

ITEM NO. 7: Appointment of Shri D. G. Prasad (DIN: 00160408) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, as amended from time to time, Shri D G Prasad (DIN 00160408), a Non-Executive Director of the Company, meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

ITEM NO. 8: Appointment of Shri M Gopala Krishna (DIN: 00088454) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, as amended from time to time, Shri M Gopala Krishna (DIN 00088454), a Non-Executive Director of the Company, meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019."

ITEM NO. 9: Appointment of Cost Auditors for the financial year ending March 31, 2015

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), M/s. DZR & Co., Cost Accountants (Firm Regn No 00173) appointed as Cost Auditors of the Company for audit of the Cost Accounting Records of the Company for the financial year ending 31st March 2015, be paid remuneration of 85,000/- (Rupees Eighty Five Thousand Only) plus of out of pocket expenses, if any."

ITEM NO. 10: Enhancement of Borrowing Powers

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and in supersession of all earlier Resolutions passed in this regard under Section 293(1)(d) of the Companies Act,1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors but shall not exceed the sum of Rupees 600 Crores (Rupees Six Hundred Crores only) at any one time.

ITEM NO. 11: Creation of Charge on the Assets of the Company

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 07th August, 1998 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial

Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/ bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as 'Lenders'), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of ₹600 Crores (Rupees six hundred Crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members."

We request you to take this document on your records.

Thanking you,
Yours faithfully,
For **Suven Life Sciences Limited**

K Hanumantha Rao
Company Secretary