

June 21, 2023

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| To<br><br>The Corporate Relations Department<br>BSE Limited<br>Phiroz Jeejeebhoy Towers, 25 <sup>th</sup> Floor,<br>Dalal Street<br>Mumbai – 400001<br><br><b>Code: 540222</b> | To<br><br>The Listing Department<br>National Stock Exchange of India Limited<br>Exchange Plaza,<br>Bandra Kurla Complex, Bandra (East)<br>Mumbai – 400 051<br><br><b>Code: LAURUSLABS</b> |
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Dear Sirs,

**Sub: Notice of the 18<sup>th</sup> Annual General Meeting to be held on July 14, 2023**

Please find enclosed the Notice convening the 18th Annual General Meeting (AGM) of shareholders for the financial year 2022-23 which to be held on Friday, July 14, 2023 at 03.00 PM (IST) through video conference (VC).

This is for your information and records.

Thanking you,  
Yours sincerely,  
**For Laurus Labs Limited**

**G. Venkateswar Reddy**  
**Company Secretary &**  
**Compliance Officer**

Encl: As above

# NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of Laurus Labs Limited (the **Company**) will be held through Video Conferencing (VC) **at 3.00 p.m. on Friday the 14<sup>th</sup> day of July 2023**, to transact the following business:

## ORDINARY BUSINESS :

1. To consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, the reports of Board of Directors and Auditors thereon
2. To consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and report of Auditors thereon.
3. To approve and ratify the interim dividend on equity shares @ ₹0.80 per share already paid for the Financial Year 2022-23.
4. To approve and ratify the 2<sup>nd</sup> interim dividend on equity shares @ ₹1.20 per share already paid for the Financial Year 2022-23.
5. To appoint a Director in place of Dr. Satyanarayana Chava (DIN 00211921) who retires by rotation and, being eligible, offers himself, for re-appointment.
6. To appoint a Director in place of Dr. Chunduru Venkata Lakshmana Rao (DIN 06885453) who retires by rotation and, being eligible, offers himself, for re-appointment.

## SPECIAL BUSINESS:

### 7. TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING 2023-24

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Cost Auditors, M/s. Sagar & Associates, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2023-24, be paid a remuneration of ₹ 5,50,000/- (Rupees Five lakh and Fifty thousand only) per annum and out of pocket & other expenses and GST at actuals.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

### 8. TO APPROVE THE APPOINTMENT OF MS. SOUMYA CHAVA AS HEAD-COMMERCIAL

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, the appointment of Ms. Soumya Chava as Head-Commercial with effect from June 01, 2023 with a remuneration of ₹ 1.20 Crores per annum and all other benefits as per the Company policy, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board  
**Laurus Labs Limited**

**G. Venkateswar Reddy**  
Company Secretary

#### Regd. Office:

Laurus Enclave, Plot Office 01,  
E. Bonangi Village,  
Parawada Mandal,  
Anakapalli District – 531 021  
E-mail:secretarial@lauruslabs.com

Place: Hyderabad  
Date: April 27, 2023

#### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
2. Brief resume of Directors proposed to be appointed/re-appointed, (in item nos. 5 & 6) nature of their expertise in specific functional areas, name of companies in which they hold directorships and membership/chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided as an Annexure to this notice and also in the Report on Corporate Governance forming part of the Annual Report.

3. In compliance with the MCA and SEBI Circulars to conduct their Annual General Meetings on or before 30th September 2023 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 18<sup>th</sup> Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as “e-AGM”.
4. The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM
5. In the e-AGM:
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from July 08, 2023 to July 14, 2023 (both days inclusive) for the purpose of Annual General Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
8. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company’s Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
9. Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on June 30, 2022 (date of last AGM) on its website at [www.lauruslabs.com](http://www.lauruslabs.com) and also on the website of the Ministry of Corporate Affairs.
10. The Notice calling the e-AGM has been uploaded on the website of the Company at [www.lauruslabs.com](http://www.lauruslabs.com). The Notice can also be accessed from the websites 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.
11. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. Up to 1000 members will be able to join on a First Come First Serve basis to the e-AGM.
13. No restrictions on account of First Come First Serve basis entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
14. The attendance of the Members (members’ logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. National Securities Depository Limited (NSDL).
16. Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the e-AGM by M/s. National Securities Depository Limited (NSDL).
17. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode. The shareholders may write an e-mail to [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com) and the Company shall respond suitably.

### Instructions for the Members for attending the e-AGM through Video Conference:

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following

the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id,

mobile number at [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com). The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### Instructions for members for remote e-Voting

8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
9. The remote e-voting period begins on July 11, 2023 at 09:00 A.M. and ends on July 13, 2023 at 05:00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Instructions for remote voting are as under:

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>(i) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>(ii) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |

| Type of shareholders   | Login Method  |
|--|---|
|  | <p>(iv) Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <p>   </p>   |
| Individual Shareholders holding securities in demat mode with <b>CDSL</b>                              | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | 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.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with <b>CDSL</b> | 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 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [yrvifcs@gmail.com](mailto:yrvifcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request by email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@lauruslabs.com](mailto:secretarial@lauruslabs.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- (iii) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for members for e-Voting during the e-AGM session:**

12. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
13. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM and they can exercise their vote while they are connected in the Video Conference by following the guidelines provided therein.
14. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.
15. The Board of Directors of the Company has appointed Mr.Y.Ravi Prasada Reddy, Proprietor of RPR Associates, a Practicing Company Secretary, as scrutinizer to scrutinize

the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

16. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 07, 2023.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. June 23, 2022 only shall be entitled to avail the facility of remote e-voting/ e-voting at the meeting.
18. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the USER ID and Password by sending an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
19. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at [www.lauruslabs.com](http://www.lauruslabs.com). The results shall simultaneously be communicated to the Stock Exchanges.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**

**Item No.7:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sagar & Associates, Cost Accountants, as Cost Auditors at a remuneration of ₹ 5,50,000/- (Rupees Five lakhs and Fifty thousand only) per annum plus out of pocket expenses at actuals and GST, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2024.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2024.

The Board recommends the resolution set forth in the Item No. 7 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No.8:**

The Board, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, has approved the appointment of Ms. Soumya Chava as Head-Commercial with effect from June 01, 2023 with a remuneration of ₹ 1.20 Crores per

annum along with other benefits as per eligibility to the respective cadre to Ms Soumya in her role as Head – Commercial. Her performance will be subject to an appraisal of the Management like any other employee of her cadre. The proposed salary is within the bandwidth of the salaries of the Company for the cadre of Level 1.

Ms Soumya’s credentials are as follows:

Ms Soumya completed her Bachelor of Pharmacy from Osmania University in 2007. In addition, she completed a Master’s in Clinical Research and Business Administration from Campbell University, NC, USA, between 2007 and 2010. Ms Soumya also completed Postgraduate Diploma in Patents Law from Nalsar University of Law, Hyderabad, in 2011.

Ms Soumya has gained overall experience of more than twelve years in the Pharma Industry. Initially, she gained experience in Clinical trial management in Quintiles Transnational and Laurus Infosystems. After her initial working experience, she tried to quench her entrepreneurial zeal. She has conceptualized a jewellery boutique for children, from designing to marketing in the name of Theia Jewellery. She could establish Theia as a good quality and reliable player in this field. With this venture, she gained overall business expertise, including marketing, apart from other facets of the business. Ms Soumya has been serving as Director since 2021 in Laurus Synthesis Private Limited (a wholly owned subsidiary of your Company). She has also been taking care of the CSR activities of Laurus Charitable Trust for the last one year as Head CSR. With all these, she got familiar with Laurus’s business and Laureates.

Periodical experience of Ms.Soumya

| Sl No | Organization                    | Designation         | From | To         |
|-------|---------------------------------|---------------------|------|------------|
| 1     | Laurus Charitable Trust         | Head- CSR           | 2022 | Continuing |
| 2     | Laurus Synthesis Pvt Ltd        | Director            | 2021 | Continuing |
| 3     | Theia Jewellery Pvt Ltd         | Executive Director  | 2016 | May 2023   |
| 4     | Laurus Infosystems Pvt Ltd      | Executive Director  | 2012 | 2016       |
| 5     | Quintiles Transnational, Mumbai | Clinical Trail Asst | 2012 | 2014       |

It is believed that her appointment as Head – Commercial would benefit the Company immensely. The Company was also pursuing

succession planning, and this appointment would enable the organization to train and bring successors over a period of time.

In accordance with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and other applicable acts/regulations, the appointment of the relatives of the Director to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees, has to be approved by the members of the Company as an Ordinary resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.8 of the Notice for approval of the appointment of Ms. Soumya Chava as Head-Commercial with effect from June 01, 2023 with a remuneration of ₹ 1.20 Crores and all other benefits as per the Company policy.

The Board recommends the resolution set forth in the Item No. 8 of the Notice for approval of the members.

Except, Dr. Satyanarayana Chava, ED & CEO, Mr. Chandrakanth Chereddi, Non-Executive Director, and Mr.Krishna Chaitanya Chava, Executive Vice President and BU Head-Synthesis - being Father, Spouse and Brother respectively of Ms. Soumya Chava, None of the Directors or Key Managerial Personnel or relatives of Directors and Key Managerial Persons are, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board  
**Laurus Labs Limited**

**G. Venkateswar Reddy**  
Company Secretary

**Regd. Office:**

Laurus Enclave, Plot Office 01,  
E. Bonangi Village,  
Parawada Mandal, Anakapalli District – 531 021  
E-mail: secretarial@lauruslabs.com

Place: Hyderabad  
Date: April 27, 2023



# ANNEXURE

Details of Directors seeking appointment/re-appointment at the 18<sup>th</sup> Annual General Meeting of the Company to be held on July 14, 2023 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Name of the Director  | Dr. Satyanarayana Chava  | Dr. Chunduru Venkata Lakshmana Rao   |
|---|--|--|
| Date of Birth   | 10-03-1961   | 01-08-1962   |
| Age   | 62 Years   | 61 Years   |
| Date of Appointment   | 21-01-2006   | 08-03-2018   |
| Relationship with Directors and Key Managerial Personnel                              | Father-in-Law of Mr. Chandrakanth Chereddi   | No Relationship  |
| Expertise in specific functional area*  | Pharmaceuticals, Quality, Effective Strategy and Corporate Governance  | Quality, Effective Strategy and Corporate Governance   |
| Qualifications  | M.Sc., Ph.D.   | M.Sc., Ph.D.   |
| Names of Listed Entities from which the Director has resigned in the past three years | NIL  | NIL  |
| Board Membership of other companies as on the date of Notice                          | <ul style="list-style-type: none"> <li>a. M/s. Laurus Bio Private Limited – Director</li> <li>b. M/s. Pharmaceuticals Export Promotion Council of India – Director</li> <li>c. M/s. Immunoadoptive Cell Therapy Private Limited – Nominee Director</li> <li>d. M/s. Laurus Infosystems (India) Private Limited - Director</li> <li>e. M/s. Laurus Holdings Ltd. - Director</li> <li>f. M/s. Laurus Generics Inc. – Director</li> <li>g. M/s. Laurus Generics SA (Pty) Ltd. - Director</li> </ul> | <ul style="list-style-type: none"> <li>a. M/s. Sriam Labs Private Limited – Director</li> <li>b. M/s. Laurus Generics GmbH - Director</li> </ul>                                     |
| Committees Membership of other companies as on the date of Notice                     | <ul style="list-style-type: none"> <li>- Risk Management Committee of Laurus Labs Limited – Chairman</li> <li>- Nomination &amp; Remuneration Committee of Laurus Bio Pvt. Limited – Member</li> </ul>   | <ul style="list-style-type: none"> <li>ii. Risk Management Committee of Laurus Labs Limited – Member</li> <li>iii. CSR Committee of Sriam Labs Private Limited – Chairman</li> </ul> |
| Number of equity shares held in the Company as on the date of Notice                  | 124126740 Shares representing as Managing Partner on behalf of NSN Holdings (Partnership Firm)   | 1,34,50,145  |

\* For additional details on skills, expertise, knowledge and competencies of Directors, please refer to Corporate Governance Report forming part of the Annual Report

## Notes:

- Information pertaining to remuneration paid to the Directors who are being appointed/ re-appointed and the number of Board Meetings attended by them during the year 2022-23 have been provided in the Corporate Governance Report forming part of the Annual Report.