



LAURUS LABS LIMITED

(CIN: L24239AP2005PLC047518)

Regd. Off: Laurus Enclave, Plot Office 01, E. Bonangi Village, Parawada (M), Anakapalli District, Andhra Pradesh – 531021, India

Corp. Off: 2nd Floor, Serene Chambers, Road No. 7, Banjara Hills, Hyderabad – 500034, Telangana, India

Tel: +91 40 3980 4333 ; Fax: +91 040 3980 4320

e-mail: secretarial@lauruslabs.com ; website: www.lauruslabs.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1)(a) of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below for the appointment of Mr. Ramesh Subrahmanian (DIN: 02933019) as a Non-executive Independent Director on the Board of Laurus Labs Limited ("the Company") is proposed for approval of the shareholders of the Company through Postal Ballot, by remote e-voting only through electronic process ("e-voting").

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and as per the guidelines issued by the (MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Limited, the Company's Registrar & Transfer Agent (hereinafter referred as "RTA") and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Thursday, 03rd October, 2024 (the last day to cast vote electronically) to be eligible for being considered.

The Company has engaged the services of the National Securities Depository Limited ("NSDL"), an agency authorised by the Ministry of Corporate Affairs ("MCA"), to provide remote e-voting facility to all its members.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. (IST) on Wednesday, 04 th September, 2024
Conclusion of remote e-voting period	5.00 p.m. (IST) on Thursday, 03 rd October, 2024

The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. This Notice will also be placed on the website of the Company i.e., www.lauruslabs.com.

The Board of Directors has appointed M/s. RPR & Associates, (Membership No. FCS 5783) (CP No. 5360) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot (e-voting) shall be final.

The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, 03rd October, 2024.

The Scrutinizer will submit his report to the Chairman / any Director of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on or before Saturday, 05th October, 2024 through electronic mode on the websites of BSE Limited and National Stock Exchange of India Ltd. viz., www.bseindia.com and www.nseindia.com respectively and it shall also be uploaded forthwith on the Company's website i.e., www.lauruslabs.com and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Ramesh Subrahmanian (DIN: 02933019) as a Non-executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ramesh Subrahmanian (DIN: 02933019), who was appointed as an Additional Director in the capacity of a Non-executive Independent Director of the Company with effect from July 25, 2024 under Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 25, 2024 and up to July 24, 2029."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. Ramesh Subrahmanian be paid a remuneration of Rs.20 Lakhs (Rupees Twenty Lakhs only) per annum and a sitting fee of Rs.50,000/- for attending each meeting of Board or Committees in which he is a member and reimbursement of travel and out of pocket expenses, if any, for attending any Board or Committee meeting"

"RESOLVED FURTHER THAT Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters concerned or incidental thereto."

By the **Order of the Board**
For **Laurus Labs Limited**

Sd/-
G. Venkateswar Reddy
Company Secretary
(M. No.: 7016)

Place: Hyderabad
Date: 28.08.2024

NOTES:

1. The Resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts relating to the resolution proposed to be passed is annexed hereto for your consideration.
3. The Postal Ballot Notice is being sent only by email to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 23rd August, 2024 and who have registered their email addresses with the Depository through the concerned Depository Participants / RTA / the Company.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.
5. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, 30th August, 2024 ("cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as of the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as of the cut-off date should treat this Postal Ballot notice for information purpose only. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
6. Voting rights through e-voting cannot be exercised by a proxy.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or to the Company at secretarial@lauruslabs.com.

Instructions for members for remote e-voting

1. 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 by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited.
2. The remote e-voting period begins at 9.00 a.m. (IST) on Wednesday, 04th September, 2024 and ends at 5.00 p.m. (IST) on Thursday, 03rd October, 2024 and the remote e-voting module shall be disabled by NSDL for voting thereafter.

3. 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 IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsd.com 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 e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>(ii) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 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 & voting during the meeting.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No.: 1800 22 55 33.</p>

B) Login Method for e-voting 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?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 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 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 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 on NSDL e-voting system.

How to cast your vote electronically 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 is in active status.
- (ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
- (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 yraifcs@gmail.com with a copy marked to 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 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 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

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), and Aadhaar (self-attested scanned copy of Aadhaar Card) by email to secretarial@lauruslabs.com and 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to secretarial@lauruslabs.com and 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1: Appointment of Mr. Ramesh Subrahmanian (DIN: 02933019) as a Non-executive Independent Director of the Company:

The Board of Directors of the Company at their meeting held on July 25, 2024 on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. Ramesh Subrahmanian (DIN: 02933019) as an Additional Director in the capacity of a Non-executive Independent Director of the Company, with effect from July 25, 2024 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company to hold office for a period of five consecutive years up to July 24, 2029, not liable to retire by rotation, subject to the approval of the Shareholders of the Company through Special Resolution.

The Company has received all statutory declarations / disclosures from Mr. Ramesh Subrahmanian including but not limited to the following:

- (i) consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule-IV on the Code for Independent Directors of the Act and the Listing Regulations;
- (iii) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (iv) confirmation that he is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
- (v) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Mr. Ramesh Subrahmanian has rich and varied experience in pharmaceuticals industry and general management and his appointment on the Board will be an invaluable input to the Company's strategic decision making.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ramesh Subrahmanian also fulfils the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Listing Regulations and is independent of the management.

As an Additional Director, Mr. Ramesh Subrahmanian holds office upto the date of the next Annual General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. Ramesh Subrahmanian as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years from July 25, 2024 to July 24, 2029, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution as set out in Resolution No. 1 of this Postal Ballot notice for the approval of the Members.

The profile and other relevant information as required under the Act, Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the '**Annexure**' to this Postal Ballot notice.

Other than Mr. Ramesh Subrahmanian, to whom the resolution relates and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 1 of this Postal Ballot notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

By the **Order of the Board**
For **Laurus Labs Limited**

Sd/-
G. Venkateswar Reddy
Company Secretary
(M. No.: 7016)

Place: Hyderabad
Date: 28.08.2024



Mr. Ramesh Subrahmanian (DIN: 02933019)

Mr. Ramesh Subrahmanian holds a bachelor's degree in Commerce from the University of Mumbai. He is also a Certified Chartered Accountant from the Institute of Chartered Accountants in England & Wales.

He has about 32 years of experience in pharmaceuticals, medical devices and specialty chemicals including immense years of experience with Sanofi and its predecessor companies (Aventis, HMR and Hoechst AG). He is also the founder and director of Alchemy Advisors, an advisory firm based in Singapore. Mr. Ramesh Subrahmanian was an independent director on the Board of the Company from August, 2016 to February, 2020.

Date of Birth	April 24, 1961
Age (years)	63 years
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in Commerce from the University of Mumbai • Certified Chartered Accountant from the Institute of Chartered Accountants in England & Wales
Expertise in specific functional areas	International business, general management & leadership, financial and risk management.
Shareholding in the Company (self and beneficial basis only)	Nil
Terms and conditions of appointment	Non-executive Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from 25 th July, 2024 up to 24 th July, 2029
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> • Ability to think strategically • Analyze key financial statements • Safeguard the interest of the Company • Broad range of commercial / business experience • Behavioral Competencies - include integrity, leadership skills, high ethical standards, communication & interpersonal skills, adaptability, decision making abilities, etc.
Details of remuneration last drawn	Rs.20 Lakhs per annum and Rs.50,000/- per meeting of Board and Committees attended
Details of proposed remuneration	Remuneration of Rs.20 Lakhs (Rupees Twenty Lakhs only) per annum and sitting fees of Rs.50,000/- for each meeting of Board and Committees he attends. The detailed criteria is available in the Nomination and Remuneration Policy of the Company at https://www.lauruslabs.com/pdf/Policies/Remuneration_Policy.pdf

Inter-se relationships between • Directors • Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year 2023-24	Not Applicable
Chairperson / Membership of the Committee(s) of Board of Directors of the Company	Member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies	• Healthium Medtech Limited
Chairperson / Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies	• Chairman of the Audit Committee - Healthium Medtech Limited
Listed companies from which he has resigned in the past three years	Nil
Justification for choosing the proposed person for appointment as Independent Director	<ul style="list-style-type: none"> • Exemplary track record, extensive professional experience and deep understanding of the global pharmaceuticals industry • Previously served on the board of the Company and demonstrated strong leadership, financial acumen and a commitment to ethical corporate governance • His wealth of knowledge in accounting, finance, and strategic management can be instrumental in guiding the Company through key decisions and ensuring compliance with regulatory standards.