

## Notice

Notice is hereby given that the 19<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 Thursday the 11<sup>th</sup> day of July 2024**, 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, 2024, 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, 2024 and report of Auditors thereon.
3. To approve and ratify the interim dividend on equity shares @ ₹0.40 per share already paid for the Financial Year 2023-24.
4. To approve and ratify the 2<sup>nd</sup> interim dividend on equity shares @ ₹0.40 per share already paid for the Financial Year 2023-24.
5. To appoint a Director in place of Mr. V V Ravi Kumar (DIN 01424180) who retires by rotation and, being eligible, offers himself, for re-appointment.

### SPECIAL BUSINESS:

#### 6. TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING 2024-25

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 authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

#### 7. APPOINTMENT OF Mr. KRISHNA CHAITANYA CHAVA AS DIRECTOR

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

**"RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent

of the Members of the Company be and is hereby accorded for appointment of Mr. Krishna Chaitanya Chava, having Director Identification Number 06831883, as Director of the Company whose period of office is liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** Dr. Satyanarayana Chava, CEO of the Company, Mr. VV Ravi Kumar, Executive Director & CFO of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorised to do all the needful activities in this regard including any filings with the Registrar of Companies, Andhra Pradesh"

#### 8. APPOINTMENT OF Ms. SOUMYA CHAVA AS DIRECTOR

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

**"RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Soumya Chava, having Director Identification Number 06831892, as Director of the Company whose period of office is liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** Dr. Satyanarayana Chava, CEO of the Company, Mr. VV Ravi Kumar, Executive Director & CFO of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorised to do all the needful activities in this regard including any filings with the Registrar of Companies, Andhra Pradesh"

#### 9. TO APPROVE THE APPOINTMENT OF MR. KRISHNA CHAITANYA CHAVA (DIN 06831883) AS EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution with or without modifications, as Special Resolution:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V to the Act, as amended from time to time, and pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Krishna



Chaitanaya Chava, having Director Identification Number 06831883, as Executive Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five (05) years effective from April 25, 2024 up to April 24, 2029 on the following remuneration terms and conditions:

**(a) Salary:**

The Executive Director's aggregate salary shall be ₹1,60,00,000 (Rupees one crore and sixty lakhs only) per annum payable in 12 (twelve) monthly instalments ("Annual Salary"). The aforesaid salary shall be subject to deductions for income tax, contributions to provident fund, gratuity fund or superannuation fund and all other statutory deductions required to be made by the Company in accordance with applicable Laws. The Annual Salary shall stand increased by 10% every financial year (effective from April 1, of each year and the first due date for such increment shall be April 1, 2025).

**(b) Business Expenses:**

The Executive Director shall be reimbursed by the Company for all reasonable out of pocket expenses incurred pertaining to or in connection with the performance of his duties in line with the Company's expenses policy. In the event, the Executive Director is required to travel, whether within India or abroad in relation to the obligations imposed on the Executive Director, such travel shall be in accordance with the Company travel policy.

**(c) Annual Bonus:**

- (i) The Company shall pay the Executive Director a bonus of 25% of his Annual Salary as may be determined in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year with effect from April 1, 2024.
- (ii) For every financial year, the Executive Director shall be eligible to receive a bonus (which shall be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for a financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("Target") in the following manner:

- (A) Less than 75% of the Target = zero bonus;

- (B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the 25% of Annual Salary (as increased on a yearly basis),

**(d) Leave entitlement**

During the Term, the Executive Director shall be entitled (in addition to the usual public and bank holidays) to 20 (twenty) calendar days' of paid leave in each year as per the Company policy.

**(e) Benefits**

The Executive Director shall be entitled to participate, along with the other employees of the Company, in any of the employee benefit and compensation plans, whether statutory or otherwise, as may be generally available to employees of the Company including car, leave travel allowance, gratuity, medical, health, insurance plans but excluding employee stock option plans. The Executive Director shall be provided with one recognised club membership of his choice for himself and his family at Hyderabad and the Executive Director shall inform the Board of his choice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**10. TO APPROVE THE APPOINTMENT OF MS. SOUMYA CHAVA (DIN 06831892) AS EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution with or without modifications, as Special Resolution:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and in accordance with sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V to the Act, as amended from time to time, and pursuant to Regulation 17.(6)(e) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Soumya Chava, having Director Identification Number 06831892, as Executive Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five (05) years effective from April 25, 2024 up to April 24, 2029 on the following remuneration terms and conditions:

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### (a) Salary:

The Executive Director's aggregate salary shall be ₹1,04,00,000 (Rupees one crore and four lakhs only) per annum payable in 12 (twelve) monthly instalments ("**Annual Salary**"). The aforesaid salary shall be subject to deductions for income tax, contributions to provident fund, gratuity fund or superannuation fund and all other statutory deductions required to be made by the Company in accordance with applicable Laws. The Annual Salary shall stand increased by 10% every financial year (effective from April 1, of each year and the first due date for such increment shall be April 1, 2025).

### (b) Business Expenses:

The Executive Director shall be reimbursed by the Company for all reasonable out of pocket expenses incurred pertaining to or in connection with the performance of her duties in line with the Company's expenses policy. In the event, the Executive Director is required to travel, whether within India or abroad in relation to the obligations imposed on the Executive Director, such travel shall be in accordance with the Company travel policy.

### (c) Annual Bonus:

- (i) The Company shall pay the Executive Director a bonus of 25% of Annual Salary as may be determined in accordance with (ii) below, based upon achievement of performance criteria in respect of each completed financial year with effect from April 1, 2024.
- (ii) For every financial year, the Executive Director shall be eligible to receive a bonus (which shall be paid immediately upon the Board approving the audited accounts of the Company for the corresponding financial year) based upon the Company's achievement of the consolidated EBITDA projection for a financial year (on the basis that the consolidated non-interest financial charges are deducted while calculating the consolidated EBITDA and any EBITDA from acquisitions during the year be excluded, if it is so included in the consolidated EBITDA) ("**Target**") in the following manner:
  - (A) Less than 75% of the Target = zero bonus;
  - (B) 75% or more of the Target = bonus equal to the percentage of the Target achieved multiplied by the 25% of Annual Salary (as increased on a yearly basis),

### (d) Leave entitlement

During the Term, the Executive Director shall be entitled (in addition to the usual public and bank holidays) to 20 (twenty) calendar days' of paid leave in each year as per the Company policy.

### (e) Benefits

The Executive Director shall be entitled to participate, along with the other employees of the Company, in any of the employee benefit and compensation plans, whether statutory or otherwise, as may be generally available to employees of the Company including car, leave travel allowance, gratuity, medical, health, insurance plans but excluding employee stock option plans. The Executive Director shall be provided with one recognised club membership of her choice for herself and her family at Hyderabad and the Executive Director shall inform the Board of her choice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

## 11. TO APPROVE THE APPOINTMENT OF MR. KARNAM SEKAR AS INDEPENDENT DIRECTOR FOR A PERIOD OF 5 YEARS

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

**"RESOLVED THAT** in terms of Section 149,152 read with Schedule IV of the Companies Act, 2013 together with applicable rules and provisions made thereunder and pursuant to SEBI (LODR) Regulations, 2015 and in terms of Articles of Association of the Company and based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Karnam Sekar having Director Identification Number 07400094, as Independent Director of the Company not liable to retire by rotation, for a first term of 5 (five) years with effect from April 25, 2024 i.e. up to April 24, 2029".

**"RESOLVED FURTHER THAT,** subject to applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr.Karnam Sekar be paid a fixed remuneration of ₹20 lakhs (Rupees Twenty lakhs only) per annum and also be paid a sitting fee for attending board meeting(s) and committee meeting(s), if any on par with other independent directors of the Company".



**“RESOLVED FURTHER THAT** Dr. C. Satyanarayana, Executive Director & CEO of the Company, and Mr. V V Ravi Kumar, Executive Director & CFO of the Company and Mr. G. Venkateswar Reddy, Company Secretary of the Company be and are hereby severally authorised to do all the needful activities in this regard including any filings with the Registrar of Companies, Andhra Pradesh or with any other regulatory authorities”.

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](mailto:secretarial@lauruslabs.com)

Place: Hyderabad  
Date: April 25, 2024

### 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, 7, 8, 9, 10 & 11) 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 September 30, 2024 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 19<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 5, 2024 to July 11, 2024 (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.
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 March 31, 2023 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.

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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).
  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.
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 19<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 8, 2024 at 09:00 A.M. and ends on July 10, 2024 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” 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 re-directed 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 “<b>Register Online for IDeAS Portal</b>” 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> <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><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>  <b>Google Play</b>	 
Individual Shareholders holding securities in demat mode with CDSL	<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>

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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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

### 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?

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](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.com](mailto:evoting@nsdl.com) 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [yvavifcs@gmail.com](mailto:yvavifcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- 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.: 022 - 4886 7000 or send a request by email to [evoting@nsdl.com](mailto:evoting@nsdl.com)

## 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.com](mailto:evoting@nsdl.com).
- 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.com](mailto:evoting@nsdl.com). 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.com](mailto:evoting@nsdl.com) 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.



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15. The Board of Directors of the Company has appointed Mr.Y.Ravi Prasada Reddy, Proprietor of RPR Associates, a Practicing Company Secretary, as scrutiniser to scrutinise 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 4, 2024.
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. July 4, 2024 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.com](mailto:evoting@nsdl.com).
19. The Scrutiniser, after scrutinising 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 Scrutiniser's Report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser'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.6: To approve the remuneration payable to cost auditors for the financial year ending 2024-25

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 March 31, 2025.

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.6 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the resolution set forth in the Item No. 6 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. 9: To approve the appointment of Mr. Krishna Chaitanya Chava as Executive Director of the Company

Mr. Krishna Chaitanya Chava was initially appointed as Assistant Vice President in the year 2017 in the Company and was elevated to the position of President subsequently and is currently heading the Synthesis Business unit of the Company. Under his leadership, Synthesis Business is performing extremely outstanding and contributing for the major revenues of the Company.

Brief Profile of Mr. Krishna Chaitanya Chava is as follows:

*Mr. Krishna Chaitanya spearheads the Synthesis division of the Company and has rich work experience in strategy, skill workshops and marketing within the Indian pharma market. He completed his PGP MFAB from Indian School of Business, Hyderabad, has a master's degree in Mechanical Engineering from North Carolina State University, USA and a bachelor's degree in Mechanical Engineering from BITS Pilani, Dubai. Before joining team Laurus, he was associated with M/s. Dr.Reddy's Laboratories Ltd.*

Further details of Mr. Krishna Chaitanya Chava, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

Overall remuneration: The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Executive Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

If at any time the Executive Director ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Executive Director and his Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Krishna Chaitanya Chava under Section 190 of the Act.



The Nomination & Remuneration Committee, the Audit Committee and the Board of Directors are of the opinion that Mr. Krishna Chaitanya's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution of this Notice relating to his appointment as Executive Director of the Company for a period of five years w.e.f. April 25, 2024 and up to April 24, 2029 as a Special Resolution for your approval.

Except Mr. Krishna Chaitanya Chava and Dr. Satyanarayana Chava, Executive Director and Chief Executive Officer being Father of Mr. Krishna Chaitanya Chava and Ms. Soumya Chava proposed Executive Director and sister of Mr. Krishna Chaitanya Chava, none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons (KMP) are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no.9 of the Notice.

**Item No. 10: To approve the appointment of Ms. Soumya Chava as Executive Director of the Company**

Ms. Soumya Chava was initially appointed as Executive Vice President in the year 2023 spearheading the Commercial Function (*Supply Chain Management and Business Development*) of the Company.

Brief Profile of Ms. Soumya Chava is as follows:

*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 conceptualised 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 Laurus labs) 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.*

*She has 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.*

Further details of Ms. Soumya Chava, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

**Overall remuneration:** The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

**Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Executive Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

If at any time the Executive Director ceases to be a Director of the Company, for any reason whatsoever, she shall cease to be the Executive Director and her Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Ms. Soumya Chava under Section 190 of the Act.

The Nomination & Remuneration Committee, the Audit Committee and the Board of Directors are of the opinion that Ms. Soumya Chava's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution of this Notice relating to her appointment as Executive Director of the Company for a period of five years w.e.f. April 25, 2024 and up to April 24, 2029 as a Special Resolution for your approval.

Except Ms. Soumya Chava, Dr. Satyanarayana Chava, Executive Director and Chief Executive Officer being Father of Ms. Soumya Chava and Mr. Krishna Chaitanya, being brother and proposed executive director, none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons (KMP) are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.10 of the Notice.

**Item No. 11: To approve the appointment of Mr. Karnam Sekar as Independent Director for a period of 5 years**

The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Karnam Sekar as Independent Director for a first term of 5 years with effect from April 25, 2024.

Brief profile of Mr. Karnam Sekar:

*Mr. Karnam Sekar is a business leader with more than four decades of rich experience in the Financial Services industry and with extensive knowledge of Corporate Finance, Treasury Management and Stressed Asset Management.*

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*He joined as a Probationary Officer with State Bank of India in 1983 and rose to the level of Deputy Managing Director.*

*Selected as Managing Director of two Public Sector Banks viz., Dena Bank and Indian Overseas Bank, during very critical juncture of their history. He has proven track record of building competent teams and of delivering consistent results. He possesses superior analytical skills complemented by excellent people skills.*

*He was the Chairman of the board of National Asset Reconstruction Company Ltd., NARCL (May 2022-August 2023), a premier Asset Reconstruction Company in the country. Was instrumental in initial setting up the organisation and commencement of business.*

*Presently, on the board of three new age NBFCs viz., Incred Financial services Ltd (since July 2022), Incred Prime Finance Ltd (since March 2023) and UGRO Capital Limited (since February 2022). Also on the board of a Merchant Banker viz., Incred Holdings Ltd (Since July 2022).*

In terms of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder, each as amended, (the "Companies Act") Mr. Karnam Sekar, being eligible, is proposed to be appointed as an independent director for a first term period of 5 consecutive years from April 25, 2024 to April 24, 2029. In the opinion of the Board, Mr. Karnam Sekar fulfils the conditions specified in the Companies Act for his appointment as an independent director of the Company and is independent of the management.

Mr. Karnam Sekar, subject to applicable provisions of the Companies Act, 2013 and rules made thereunder, will be entitled for a fixed remuneration of ₹20 lakhs per annum and also he will be entitled for a sitting fee for Board and other Committee meetings, if applicable, like any other independent director is entitled to in the Company.

The Board recommends the resolution in relation to appointment of Mr. Karnam Sekar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Karnam Sekar, being an appointee, none of the Directors, managers and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 11 of the Notice.

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](mailto:secretarial@lauruslabs.com)

Place: Hyderabad  
Date: April 25, 2024



## Annexure

Details of Directors seeking appointment/re-appointment at the 19<sup>th</sup> Annual General Meeting of the Company to be held on July 11, 2024 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. V V Ravi Kumar	Mr. Karnam Sekar	Mr. Krishna Chaitanya Chava	Ms. Soumya Chava
Date of Birth	01-07-1965	01-07-1960	26-05-1990	29-06-1986
Age	59 Years	64 Years	33 years	37 Years
Date of Appointment	21-01-2006	25-04-2024	25-04-2024	25-04-2024
Relationship with Directors and Key Managerial Personnel	No Relationship	No Relationship	Son of Dr. Satyanarayana Chava, Executive Director & Chief Executive Officer	Daughter of Dr. Satyanarayana Chava, Executive Director & Chief Executive Officer
Expertise in specific functional area*	Finance, Legal, Supply Chain Management and Information Technology	Banking	Marketing, Business Development	Marketing, Supply Chain Management, Business Development
Qualifications	Fellow Member of Institute of Cost Accountants of India (ICWAI), M.Com.	B.Sc (Ag), CAIIB, Diploma in Mgmt. (AIMA)	MS, MBA from ISB	Master's in Clinical Research and Business Administration, Diploma in Patent Law from NALSAR
Names of Listed Entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Board Membership of other companies as on the date of Notice	Director of: a) Laurus Bio Private Limited b) KRKA Pharma Private Limited	Director of: a) Ugro Capital Limited b) Incred Financial Services Limited c) Incred Prime Finance Limited d) Incred Holdings Limited	Director of: a) Laurus Synthesis Private Limited b) Sriam Labs Private Limited c) Laurus Specialty Chemicals Private Limited d) Chemiasoft Private Limited	Director of: a) Laurus Synthesis Private Limited b) Theia Jewellery Private Limited
Committees Membership of other companies as on the date of Notice	- CSR Committee of Laurus Labs Limited – Chairman - Stakeholders Relationship Committee of Laurus Labs Limited – Member - Risk Management Committee of Laurus Labs Limited – Member	- Chairman of Audit Committee of Laurus Labs Limited - Member of Audit, Nomination and Remuneration and Asset Liability Committee of Ugro Capital Limited - Member of Audit Committee of: e) Incred Financial Services Limited f) Incred Prime Finance Limited g) Incred Holdings Limited	- Member of Risk Management Committee of Laurus Labs Limited - Member of CSR Committee of Sriam Labs Private Limited	- Member of CSR Committee of Laurus Labs Limited & Laurus Synthesis Private Limited - Member of Risk Management Committee of Laurus Labs Limited
Number of equity shares held in the Company as on the date of Notice	77,05,000 Equity Shares (67,05,000 shares held by his Partnership Firm M/s. Leven Holdings and he is representing as a Managing Partner of the Partnership Firm and 10,00,000 shares on his individual name)	Nil	20699	10440

\* For additional details on skills, expertise, knowledge and competencies of Directors, please refer to Report on Corporate Governance 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 2023-24 have been provided in the Report on Corporate Governance forming part of the Annual Report.