



### Laurus Labs Limited

Regd. Office: Plot No. 21, Jawaharlal Nehru Pharma City, Parawada, Visakhapatnam – 531 021  
 Corp. Office: 2nd Floor, Serene Chambers, Road No. 7, Banjara Hills, Hyderabad – 500 034  
 CIN No. L24239AP2005PLC047518

## NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of Laurus Labs Limited (the **Company**) will be held through Video Conferencing (VC) **at 4.00 p.m. on Thursday the day of June 30, 2022**, to transact the following business:

### ORDINARY BUSINESS :

- To consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, the reports of Board of Directors and Auditors thereon
- To consider and adopt the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and report of Auditors thereon.
- To approve and ratify the 1st interim dividend on equity shares @ ₹0.80 per share already paid for the Financial Year 2021-22.
- To approve and ratify the 2nd interim dividend on equity shares @ ₹1.20 per share already paid for the Financial Year 2021-22.
- To appoint a Director in place of Mr. Chandrakanth Chereddi (DIN: 06838798) who retires by rotation and, being eligible, offers himself, for re-appointment.
- 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.
- 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 the Section 139(1) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder including any recent amendments thereof, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Institute of Chartered Accountant of India Firm Registration Number 117366W/W-100018) be and are hereby re-appointed as Statutory Auditors of the Company for a period of five years who shall hold the office from the conclusion of this 17th AGM till the conclusion of 22nd AGM to be held in the year 2027, at a remuneration as may be determined by the Board of directors of the Company.

**“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.”

### SPECIAL BUSINESS:

#### 8. TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING 2022-23

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 2022-23, 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.”

#### 9. REAPPOINTMENT OF DR. MALEMPATI VENUGOPALA RAO AS INDEPENDENT DIRECTOR FOR A FURTHER PERIOD OF 2 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 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, consent of the Members of the Company be and is hereby accorded for re-appointment of Dr. Malempati Venugopala Rao having Director Identification Number 00012704, as Independent Director of the Company for a further period of 2 (two) years with effect from May 18, 2022 i.e. up to May 17, 2024.”

**“RESOLVED FURTHER THAT** Dr. Satyanarayana Chava, 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.”



## 10. REAPPOINTMENT OF DR. RAVINDRANATH KANCHERLA AS INDEPENDENT DIRECTOR FOR A FURTHER 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 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, consent of the Members of the Company be and is hereby accorded for re-appointment of Dr. Ravindranath Kancherla having Director Identification Number 00117940, as Independent Director of the Company for a further period of 5 years with effect from May 18, 2022 i.e. up to May 17, 2027”

**“RESOLVED FURTHER THAT** Dr. Satyanarayana Chava, 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”

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

**G. Venkateswar Reddy**  
Company Secretary

### Regd. Office:

Plot No.21,  
Jawaharlal Nehru Pharma City,  
Parawada,  
Visakhapatnam – 531 021  
E-mail: secretarial@lauruslabs.com

Place: Hyderabad  
Date: April 28, 2022

### Notes:

- 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.
- Brief resume of Directors proposed to be appointed/ re- appointed, (in item nos. 5,6,9 &10) 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.
- In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA), Government of India, vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, allowed companies to hold their AGM through Video Conferencing (VC) and vide its General Circular No.21/2021 dated December 14, 2021 MCA allowed the companies to conduct their Annual General Meetings on or before June 30, 2022 through video conferencing (VC) or other Audio Visual Means (OAVMs) in accordance with the requirements in paragraphs 3 and 4 of the General Circular No. 20/2020.
- Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the aforesaid circulars issued by MCA, the 17th Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as “e-AGM”.
- The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM
- In the e-AGM:
  - 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.
  - Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - 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.



- 7) The Register of Members and Share Transfer Books of the Company will remain closed from June 24, 2022 to June 30, 2022 (both days inclusive) for the purpose of Annual General Meeting.
- 8) 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.
- 9) 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.
- 10) 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 July 15, 2021 (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.
- 11) 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.
- 12) 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.
- 13) Up to 1,000 members will be able to join on a First Come First Serve basis to the e-AGM.
- 14) 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.
- 15) 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.
- 16) **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).
- 17) 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).
- 18) 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, e-mail 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, e-mail 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 17th 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 June 27, 2022 at 09:00 a.m. and ends on June 29, 2022 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 e-mail 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.nsd.com">https://eservices.nsd.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 '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 "<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.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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> <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>



Type of shareholders	Login Method
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	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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
Individual Shareholders holding securities in demat mode with NSDL	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.
- (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.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 e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### 10. Process for those shareholders whose e-mail 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 e-mail 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.

#### 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.



- (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 e-mail ID correctly in their demat account in order to access e-Voting facility.

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

11. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
12. 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.
13. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.
14. 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.
15. 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. June 23, 2022.
16. 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.
17. 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).
18. 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. 8:

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 2023.

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.8 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

The Board recommends the resolution set forth in the Item No. 8 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

#### Re-appointment of Dr. Venugopala Rao Malempati as Independent Director

Dr. Venugopala Rao Malempati was appointed as a Non-Executive Independent Director on the Board of the Company by the Members of the Company with effect from May 18, 2017.

Dr. M. Venu Gopala Rao is a B.Sc. (Hons) in Chemical Engineering from Andhra University, with a post-graduation in pulp and paper technology from the Forest Research Institute, Dehradun. He received advanced training in pulp and paper technology in the US and, subsequently, undergone one year of intensive training in rayon grade pulping at M/s. Snia Viscosa S.P.A. Italy, a pioneer in man-made fibre industry. Dr. Rao was the former Chairman of Indian Paper Makers Association and was a Director on the Boards of various companies of Nava Bharat Group.

In terms of Sections 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") Dr. Venugopala Rao Malempati being eligible is proposed to be reappointed as an independent director for a further period of 2 consecutive years from May 18, 2022 to May 17, 2024. In the opinion of the Board, Dr. Venugopala Rao Malempati fulfils the conditions specified in the Companies Act for his appointment as an independent director of the Company and is independent of the management.

The Board recommends the resolution in relation to re- appointment of Dr. Venugopala Rao Malempati as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Venugopala Rao Malempati, 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. 9.

### Item No. 10

#### Re-appointment of Dr. Ravindranath Kancherla as Independent Director

Dr. Ravindranath Kancherla was appointed as a Non-Executive Independent Director on the Board of the Company by the Shareholders of the Company with effect from May 18, 2017.

Dr. Kancherla is a world-renowned expert in surgical gastroenterology and laparoscopic surgery and is heading the Global Hospitals Group. He developed India's most comprehensive hospital dedicated to gastroenterology and a centre to efficiently conduct the complicated procedure of organ transplantation. With extensive experience in surgeries, Dr. Ravindranath Kancherla has become an authority in liver, pancreatic and bile duct resections, revision gastric surgeries and reconstructive coloproctology. He has trained over 700 surgeons in laparoscopic procedures.

In terms of Sections 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") Dr. Ravindranath Kancherla, being eligible, is proposed to be reappointed as an independent director for a further period of 5 consecutive years from May 18, 2022 to May 17, 2027. In the opinion of the Board, Dr. Ravindranath Kancherla fulfils the conditions specified in the Companies Act for his re-appointment as an independent director of the Company and is independent of the management.

The Board recommends the resolution in relation to re-appointment of Dr. Ravindranath Kancherla as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Ravindranath Kancherla, 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. 10.

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

**G. Venkateswar Reddy**  
Company Secretary

#### Regd. Office:

Plot No.21,  
Jawaharlal Nehru Pharma City,  
Parawada,  
Visakhapatnam – 531 021  
E-mail: secretarial@lauruslabs.com

Place: Hyderabad  
Date: April 28, 2022





## ANNEXURE

Details of Directors seeking appointment/re-appointment at the 17th Annual General Meeting of the Company to be held on June 30, 2022 [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. Chandrakanth Chereddi	Dr. Venugopala Rao Malempati	Dr. Ravindranath Kancherla
Date of Birth	1/7/1965	30-07-1983	20-12-1940	20-06-1954
Age	57 Years	39 Years	82 Years	68 Years
Date of Appointment	21-01-2006	8/3/2018	18-05-2017	18-05-2017
Relationship with Directors and Key Managerial Personnel	No Relationship	Son-in-law of Dr. Satyanarayana Chava	No Relationship	No Relationship
Expertise in specific functional area*	Finance and Information Technology	Strategy	Administration	Pharmaceuticals
Qualifications	Fellow Member of Institute of Cost Accountants of India	Post-graduate from Indian School of Business	B.Sc. (Hons), PhD	PhD
Names of Listed Entities from which the Director has resigned in the past three years	NIL	NIL	Nava Bharat Ventures Limited w.e.f. 01.04.2019	NIL
Board Membership of other listed companies as on March 31, 2022	NIL	NIL	NIL	NIL
(a) Audit Committee		Laurus Labs Ltd. – Member	Laurus Labs Ltd. – Chairman	
(b) Stakeholders Relationship Committee	Laurus Labs Ltd. - Member	Laurus Labs Ltd. - Chairman		Laurus Labs Ltd. - Member
(c) Nomination and Remuneration Committee		Laurus Labs Ltd. – Member		Laurus Labs Ltd. - Chairman
(d) CSR Committee	Laurus Labs Ltd. – Chairman	Laurus Labs Ltd. – Member		
(e) Other Committees	Risk Management Committee – Member	Risk Management Committee – Member		
Number of equity shares held in the Company as on March 31, 2022	88994020	13850145	32600	---

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

### Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013
2. 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 2021-22 have been provided in the Corporate Governance Report forming part of the Annual Report.