Haleos

September 8, 2026

To

BSE Limited,
Listing Department, P J Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 540679

National Stock Exchange of India Limited,
Listing Department, "Exchange Plaza",
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Trading Symbol: HALEOSLABS

SUB: NOTICE OF THE 20TH ANNUAL GENERAL MEETING.

Ref: Regulation 30 read with sub-para 12 of Para "A" of Part "A" Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Further to our intimations dated August 5, 2026 and September 5, 2026, please find enclosed herewith the Notice of the 20th (Twentieth) Annual General Meeting ("AGM") of the Company scheduled to be held on **Wednesday, September 30, 2026 at 3:00 p.m.** through Video Conference.

Notice shall be made available on the website of the Company at www.haleoslabs.com and the website of Central Depository Services (CDSL) e-Voting agency at www.evotingindia.com.

Kindly take the same on record and suitably disseminate it to all concerned.

For Haleos Labs Limited
(Formerly known as "SMS Lifesciences India Limited")

Trupti Ranjan Mohanty
Company Secretary

HALEOS LABS LIMITED HYDERABAD

TRUPTI RANJAN MOHANTY

AGM NOTICE:

Notice is hereby given that the 20th Annual General Meeting (AGM) of the members **of Haleos Labs Limited (formerly known as "SMS Lifesciences India Limited")** (CIN: L74930TG2006PLC050223) to be held on **Wednesday, 30th September, 2026 at 03.00 pm** through Video Conferencing *("VC") / Other Audio Visual Means (OAVM),* to transact the following business:

ORDINARY BUSINESS:

1. **ADOPTION OF FINANCIAL STATEMENTS.**

   To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the year ended 31st March, 2026 and the reports of the Board of Directors and the Auditors thereon.

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

   "RESOLVED THAT the Audited (standalone and consolidated) Financial Statements of the Company for the year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **DECLARING THE DIVIDEND FOR THE YEAR 2025-26.**

   To declare Dividend on Equity Shares at ₹1.50 per Equity Share of the face value of ₹10/- each (15%), for the year 2025-26.

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

   "RESOLVED THAT dividend at ₹1.50/- (15%) per equity share of the face value of ₹10/- each, as recommended by the Board, for the year ended 31st March, 2026, out of the profits for the year, be and is hereby approved and declared.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **RE-APPOINTMENT OF MR. TVVSN MURTHY, RETIRING BY ROTATION, AS DIRECTOR OF THE COMPANY.**

   To re-appoint Mr. TVVSN Murthy (DIN: 00465198), who retires by rotation at this Annual General Meeting and being eligible, seeks 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 Section 152 and other applicable provisions of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. TVVSN Murthy (DIN: 00465198), as Director of the Company, who shall retire by rotation and being eligible, offer himself for reappointment .

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION.**

   To appoint and fix remuneration of M/s. Suryanarayana & Suresh, Chartered Accountants as the Statutory Auditors of the Company for their first term of 5 (five) years from the conclusion of the 20th Annual General Meeting (AGM) until the conclusion of the 25th AGM.

   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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Suryanarayana & Suresh, Chartered Accountants (firm registration No. 006631S), be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of the 20th Annual General Meeting (AGM) until the conclusion of the 25th AGM of the Company, on such remuneration and reimbursement of expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS.**

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 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s Annapragada & Co, (formerly known as M/s Harshitha Annapragada & Co) Cost Accountants (firm registration no. 006031), to audit the cost records of the Company for the year 2026-27, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **RE-APPOINTMENT OF DR. (MR.) MANNAM MALAKONDAIAH AS AN INDEPENDENT DIRECTOR.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. (Mr.) Mannam Malakondaiah (DIN: 01431923) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 13th November, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **RE-APPOINTMENT OF DR. (MR.) SRINIVAS SAMAVEDAM AS AN INDEPENDENT DIRECTOR.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. (Mr.) Srinivas Samavedam

(DIN: 02488555) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 13th November, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **REVISION OF REMUNERATION PAYABLE TO MR. TVVSN MURTHY, MANAGING DIRECTOR.**

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

"RESOLVED THAT in partial modification of the earlier resolution passed on 30th April, 2025 and pursuant to the provisions of Sections 188, 197 and other applicable provisions of the Companies Act, 2013 read with Part I and Part II of Schedule V thereto, and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 17(6)(e) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Clause 78 of the Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for the revision in the remuneration payable to Mr. TVVSN Murthy (DIN: 00465198), Managing Director of the Company, with effect from 1st October, 2026 till the expiry of his current tenure, on the terms and conditions, including the remuneration, as set out in the Explanatory Statement annexed to the Notice convening this General Meeting.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197 and 198 of the Companies Act, 2013 and Schedule V thereto, where, in any financial year during the tenure of Mr. TVVSN Murthy as Managing Director, the Company has no profits or its profits are inadequate, the remuneration as approved by the shareholders shall be paid to him as minimum remuneration, subject to the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation in the provisions of the Companies Act, 2013 or Schedule V thereto, the Board of Directors of the Company, be and is hereby authorised to vary, revise or increase the remuneration, including salary, commission, perquisites, allowances and other benefits, payable to Mr. TVVSN Murthy within such limits, ceilings and conditions as may be permissible under the applicable provisions of law, without any further reference to or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For Haleos Labs Limited
(Formerly known as "SMS Lifesciences India Limited")

Date: 05.08.2026
Place: Hyderabad

Trupti Ranjan Mohanty
Company Secretary

Registered office:
Plot No.19-III, Road No.71, Jubilee Hills,
Opp. Bharatiya Vidya Bhavan Public School,
Hyderabad – 500096.

NOTES TO E-AGM NOTICE:

1) Ministry of Corporate Affairs ("MCA") has vide its General circular no. 3/2025 dated 22nd September, 2025 read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 (collectively referred to as "MCA Circulars") and SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 (collectively referred to as "SEBI Circulars") permitted the holding of an Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the AGM of the Company is proposed to be held through Video Conference.

   - **The deemed venue for the 20th AGM shall be the Registered Office of the Company i.e. Plot No.19-III, Road No.71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.**
   - **Company is providing VC/OAVM facility to its members to attend the 20th AGM on Wednesday, 30th September, 2026 through Central Depositary Services Limited (CDSL).**

2) The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the notice, Secretarial Standard on General Meetings (*"SS-2"*),wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, is annexed hereto. The Board of Directors of the Company at its meeting held on 5th August, 2026, has considered and decided to include the Item Nos. 5 and 8 given above as Special Business in the AGM.

   Further, additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director seeking re-appointment at the AGM as mentioned in Item No. 3, 6 and 7 of this AGM Notice is provided in **Annexure 1** of this report.

   Members may also note that the notice of the AGM and the Annual Report 2025-26 will be posted on the Company's website, www.haleoslabs.com and also on the websites of the stock exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively.

3) Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through video Conference will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Accordingly, the facility for **appointment of proxies by the Shareholders will not be available for the AGM** and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives by sending representation at cs@haleoslabs.com to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4) In case of joint Shareholders attending the AGM, only such joint Shareholder who is higher in the order of the names will be entitled to vote.

5) The video Conference facility for members to join the meeting shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through video Conference only, by following the instructions given in note no. 25 of this Notice.

6) The facility for attending the AGM virtually will be made available for 1,000 shareholders on a first come first served basis. This will not include large members (i.e. members with 2% or more shareholding, promoters, institutional investors, Directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

[The detailed instructions for e-voting and attending the AGM through VC/OAVM is mentioned in note no. 22 – 27 and can be accessed from www.haleoslabs.com]

7) The transcript of the AGM and link of video recording shall be made available on the website of the Company at www.haleoslabs.com in the "Investors relations" section as soon as possible, after the meeting is concluded.

8) In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, 4th September, 2026 ("First Cutoff Date").** Members may note that Notice and Annual Report 2025-26 can also be accessed from the websites of the Company at www.haleoslabs.com, websites of the Stock Exchange(s) www.bseindia.com and www.nseindia.com, website of CDSL (agency for providing the remote / venue e-voting facility) at www.evotingindia.com.

Accordingly, **members who have not registered their e-mail address may register their e-mail address by sending an email to Company (cs@haleoslabs.com)) / RTA (info@aarthiconsultants.com), along with their folio no./DP ID client ID and valid e-mail address for registration**

No physical copy of the notice of the 20th AGM and the Annual Report for the year 2025-26, has been sent to any members. However, members will be entitled to a physical copy of the Annual Report for the year 2025-26, free of cost, upon sending a request to the Company Secretary at cs@haleoslabs.com or at the Registered Office of the Company.

A letter containing a weblink for accessing the Notice and Annual Report for the year 2025-26 will be sent to those shareholders who have not registered their email address with the Company / Depositories / RTA

9) The registers, i.e. Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act 2013, respectively, will be available electronically for inspection by members during the AGM. All documents referred to in this Notice and the explanatory statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 30th September, 2026. Members seeking to inspect such documents can send an email to cs@haleoslabs.com)

10) Members seeking any information with regard to accounts or any other information are requested to write to the Company at least 10 (ten) days before the meeting so as to enable the management to keep the information ready.

11) The annual accounts of the Subsidiary (i.e. Mahi Drugs Private Limited) is made available on the website of the Company at www.haleoslabs.com/financials/

12) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify immediately any change of particulars such as name, postal address, e- mail address, telephone/ mobile numbers, PAN, registering of nomination, bank mandate details and / or demise of any Member as soon as possible:

- to their Depositary Participants (DPs) in respect of their electronic share accounts, and
- to the Company's Registrar & Share Transfer Agents (RTA), M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500029, in respect of their physical share folios, if any, quoting their folio numbers.

Further, members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13) Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to the Company at cs@haleoslabs.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility

14) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the 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. The Company has sent 6 (six) reminder letters to all the Members holding shares in physical form on (i) 1st June, 2022, (ii) 22nd February, 2023, (iii) 27th February, 2024, (iv) 13th July, 2024, (v) 1st July, 2025 and (vi) 25th May, 2026 pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 read with Master Circular for RTAs dated 7th May, 2024 for furnishing their PAN, KYC details and Nomination forms in form ISR-1.

Folios which are not KYC Compliant shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 17th November, 2023) has mandated that with effect from 1st April, 2024, dividend to security holders (including holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, pursuant to the SEBI (listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, all future dividend payments shall be made only through electronic modes approved by the Reserve Bank of India (RBIJ). Accordingly, the Company shall discontinue payment of dividends through physical modes, Including Dividend Warrants. Shareholders who have not yet registered or updated their valid bank account details with the Company / Depository participant(s) will not be able to receive dividend payments until such details are duly registered or updated.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

The form ISR-1 is available at the website of the Company at www.haleoslabs.com/shareholding-information/; attention of the Members holding shares of the Company in physical form is invited to go through and submit the details to info@aarthiconsultants.com and cs@haleoslabs.com

15) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format is available at the website of the Company at www.haleoslabs.com/shareholding-information/; It may be noted that any service request can be processed only after the folio is KYC compliant.

Special window for re-lodcement of transfer requests of physical shares.

SEBI circular no. HO/38/13/11(2)2026-MIRSD-POD/1I3750/2026 dated 30th January, 2026, a "Special Window" has been opened for the re-lodgment of share transfer requests in physical mode. This facility is only applicable to those transfer deeds that were lodged prior to the deadline of 1st April, 2019 and were either rejected, returned or not processed due to deficiencies in documentation or other procedural lapses. The window shall remain open from 5th February, 2026 to 4th February, 2027.

16) Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

17) **SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.**

Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at https://smartodr.in/login.

18) Dividend of ₹1.50/- (15%) per equity share of ₹10/- each, for the year 2025-26,as recommended by the Board of Directors in the meeting held on 29th May, 2026, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, to those persons or their mandates:

- whose names appear as Beneficial Owners as at the end of the business hours on **Wednesday, 23rd September, 2026 ("Record Date")** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Wednesday, 23rd September, 2026 after giving effect to valid request(s) received for transmission/ transposition of shares.

Dividend, if declared, at the 20th AGM, will be paid within 30 days by way of credit to the respective Bank accounts of the members from the date of approval by the Shareholders, subject to deduction of tax at source, to those members whose names appear on the register of members of the Company as on the record date.

19) In terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc., for making payments like dividends to the members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request to update their bank details, to the Company's RTA.

20) Pursuant to Income-Tax Act, 2025, as amended, and Finance Act, 2020, and amendments thereof, dividend income is taxable in the hands of the members and the Company is required to deduct TDS from dividend paid to the members at rates prescribed in the Income-Tax Act, 2025.

For Resident members, TDS shall be deducted under Section 194 of the Income-Tax Act, 2025 @10% on the amount of Dividend declared and paid by the Company during the year 2026-27, provided PAN is provided by the member. If PAN is not submitted to the Company/ RTA (in case shares are held in physical mode)/not updated in their demat account (in case shares are held in demat mode) / PAN is not linked with Aadhaar, TDS would be deducted at a rate of 20% as per Section 206AA of the Income-Tax Act, 2025. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the financial year 2026-2027 does not exceed ₹10,000 and also in cases where members provide Form 15G (applicable to any person other than HUF or a company or a firm)/Form 15H (applicable to an individual who is 60 years and older) subject to such conditions as specified in the IT Act. Members may also submit any other document as prescribed under the IT Act, to claim a lower/nil withholding tax. PAN is mandatory for members providing Form 15G/Form 15H or any other documents as mentioned above.

The formats are available on the website of the Company at www.haleoslabs.com/shareholding-information/

The aforesaid declarations and documents need to be submitted by the members on or before 25th September, 2026 to the Company / RTA. No communication on the tax determination/deduction shall be entertained post the aforesaid date. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

21) Pursuant to the provision of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to the demat account of the IEPF Authority except for shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

Members who have not encashed their dividend for respective years, are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due date, as under:

Financial Year	Date of declaration of Dividend	Unclaimed dividend as on 31.03.2026	Last date for claiming unpaid/ unclaimed dividend
2018-19	30.09.2019	₹37,629/-	07.11.2026
2019-20	NA	NA	NA
2020-21	30.09.2021	₹16,996/-	07.11.2028
2021-22	30.09.2022	₹9,938/-	07.11.2029
2022-23	29.09.2023	₹21,529.50/-	06.11.2030
2023-24	30.09.2024	₹29,037/-	07.11.2031
2024-25	30.09.2025	₹31,154.50/-	07.11.2032

Accordingly, the unclaimed dividend and corresponding shares for the FY 2018-19 will be required to be transferred to IEPF Account. Detailed list unclaimed dividend amount as on 31st March, 2026 is uploaded on the website of the Company at www.haleoslabs.com/shareholding-information/

In this regard, we would like to inform that notice to the shareholders of the Company has been communicated through the following modes regarding the transfer of Shares of the Company, pertaining to FY 2018-19, to the Investors Education & protection Fund (IEPF) suspense Account, in accordance with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

a. **Separate communications have been dispatched by speed post on 16th June, 2026 to the individual shareholders whose shares, pertaining to FY 2018-19, are liable to be transferred to the IEPF.**

b. **Public newspaper notice has been published on 16th June, 2026 in "Business Standards (English)" and "Telugu Prabha (Telugu)".**

Respective genuine shareholders are once again requested to claim the dividend before the due date in order to void transferring the shares and the unclaimed dividend to IEPF account.

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 and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

22) **Process and manner for members opting for voting through Electronic means:**

a) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 20th AGM to be held on Wednesday, 30th September, 2026, at 3.00 p.m.

The Company has appointed Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility o f casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Wednesday, 23rd September, 2026 ("Second Cut-off Date")**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of this Notice, who has no voting rights as on the "Second Cut-off date", shall treat this Notice as intimation only.

c) A person who has acquired the shares and has become a member of the Company after "First cut-off date" (i.e. after dispatch of the Notice of the AGM) and prior to "Second Cut-off date" (i.e. entitled to participate in AGM), shall be entitled to exercise his/her vote electronically i.e., remote e-voting or e-voting system on the date of the AGM.

d) **The remote e-voting will commence on Saturday, 26th September, 2026 at 9.00 a.m. and will end on Tuesday, 29th September, 2026 at 5.00 p.m**.

e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the "Second Cut-off date".

23) Instructions for shareholders for remote E-voting are as under:

a) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

b) In terms of aforesaid SEBI circular, e-Voting facility provided by the Company, 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 e-Voting and joining virtual meetings (Individual) is given below:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in Demat mode with CDSL</td><td>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the E-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the E-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3) 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</td></tr>
</table>

Type of shareholders	Login Method
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL AND NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

c) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form& physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physic al Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

For Shareholders holding shares in Demat Form other than individual and Physic al Form	
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	• If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

d) After entering these details appropriately, click on **"SUBMIT"** tab.

e) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

g) Click on the **EVSN** for the Company.

h) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

i) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

j) After selecting the resolution, you have decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK",** else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

k) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

l) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

m) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

24) Note for Non – Individual Shareholders and Custodians

a) Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25) Instruction for members for attending the AGM through VC/OAVM are as under:

a) Members will be provided with a facility to attend the AGM through VC/OAVM by CDSL. Members may access the same at www.evotingindia.com under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

b) Members may to join the Meeting through Laptops, smartphones, Tablets and ipads for better experience.

c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) 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.

e) For ease of conduct, members who would like to express their views or ask questions during the AGM may **register themselves as a speaker by sending request from their registered email address mentioning their questions by 25th September, 2026** mentioning their name, demat account number (along with DP ID) / folio number, PAN, email id, mobile number at cs@haleoslabs.com

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. However, considering the limitation of time, No., of speakers will be subject to the discretion of the Chairman.

26) Instructions for shareholders voting on the day of the AGM on e-voting system are as under:

a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.

c) If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/ OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.

d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

27) Process for those shareholders whose email/ mobile no. are not registered with the Company/ depositories.

a) For Physical shareholders- please provide necessary details like 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 cs@haleoslabs.com and info@aarthiconsultants.com.

b) For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP).

c) For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Detailed procedure is laid down in www.haleoslabs.com/shareholding-information/

28) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

29) The Board of Directors of the Company at their meeting held on 5th August, 2026, have appointed Mr. C. Sudhir Babu, Practicing Company Secretary, Proprietor, CSB Associates as the Scrutinizer, for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting during the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than two (2) working days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman for counter signature. The Results shall be declared by the Chairman, Company Secretary or by an authorized person of the Chairman, and the resolutions will be deemed to have been passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

After the declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) on the website of the Company www.haleoslabs.com and on CDSL i.e. www.cdslindia.com and communicated to the Stock Exchanges i.e. BSE and NSE, where the shares of the Company are listed for placing the same on their website(s).

CONTACT DETAILS:

Company	**Registrar and Transfer Agent**
Haleos Labs Limited Phone: 40-6628 8888 / 9861129909 Email: info@haleoslabs.com / cs@haleoslabs.com	**Aarthi Consultants Private Limited** Phone: 040-27638777/ 27642217 / 27634445 Email: info@aarthiconsultants.com
Virtual Meeting / e-Voting Agency	**Scrutinizer**
Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone : +91-22-22723333/8588	**Mr. C. Sudhir Babu** Practicing Company Secretary Phone: 7981191458/ 9493676368 Email : csbassociates27@gmail.com

ANNEXURE TO NOTICE:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

ITEM 4:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Rules made thereunder, the Members of the Company at the 15th Annual General Meeting (AGM) held on 30th September, 2021, had re-appointed M/s Rambabu & Co., Chartered Accountants (Firm Registration No. 0029765) as the Statutory Auditors of the Company for their 2nd term of 5 (five) years to hold office from the conclusion of the 15th AGM till the conclusion of the 20th AGM.

In this regard, the Board of Directors of the Company, at its meeting held on 29th May, 2026, based on the recommendation of the Audit Committee, has proposed the appointment of M/s Suryanarayana & Suresh, hartered Accountants (firm registration No. 006631S) as Statutory Auditors of the Company, in place of M/s Rambabu & Co., (outgoing auditors), for their 1st term of 5 (five) consecutive years, commencing from the conclusion of this AGM till the conclusion of 25th AGM, on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee.

Audit Committee and the Board of Directors, while recommending the appointment of M/s Suryanarayana & Suresh as the Statutory Auditors of the Company, have evaluated various factors, including their independence, eligibility and qualifications, professional credentials, industry expertise and experience in auditing companies of similar scale and complexity.

Brief profile:

M/s. Suryanarayana & Suresh, Chartered Accountants, is a Hyderabad based firm established in 1994, with over 3 (three) decades of professional experience in audit, assurance, taxation, financial consulting and regulatory compliance. The firm has team of 4 (four) partners, supported by accounting, audit and administrative professionals. The firm has extensive experience in statutory, internal, tax, bank, insurance, stock and government/PSU audits and has served organizations across diverse sectors including banking, infrastructure, power, manufacturing, healthcare and pharmaceuticals.

Further, pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s Suryanarayana & Suresh has furnished its consent and eligibility certificate, including a valid Peer Review Certificate (026963) issued by the Peer Review Board of the ICAI, confirming that its appointment, if approved, shall be in compliance with all applicable legal and regulatory requirements.

The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors, based on the recommendation of the Audit Committee and after due consultation with the Statutory Auditors.

In addition to statutory audit services, the Company may avail certifications and other permissible non-audit services from M/s Suryanarayana & Suresh, as permitted under Section 144 of the Companies Act, 2013 and subject to prior approval of the Audit Committee. The remuneration for such services shall be determined on mutually agreed terms.

Information pursuant to 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl no.	Particulars	Details
1)	Proposed Fees Payable	Mutually agreed between the Statutory Auditors and the Board on annual basis
2)	Terms of Appointment	Statutory Auditors, for a term of 5 consecutive years commencing from 20th AGM to 25th AGM.

Sl no.	Particulars	Details
3)	Any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
4)	Basis of recommendation for appointment including the details in relation to and credentials of the auditor proposed to be appointed	The Audit Committee and Board of Directors of the Company at their respective meetings held on 29th May, 2026 considered and evaluated various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., and recommended the appointment of M/s Suryanarayana & Suresh, Chartered Accountant, as the Statutory Auditor for the proposed tenure.

The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 4 of the notice for approval of the members by passing an **Ordinary Resolution**. None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the notice.

ITEM 5:

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to maintain cost records in accordance with the provisions of the Companies Act, 2013 and get the same audited by a qualified Cost Accountant.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 29th May, 2026, have approved the re-appointment of M/s Annapragada & Co., Cost Accountants, Hyderabad (firm registration no. 006031) (formerly known as M/s Harshitha Annapragada & Co), as the Cost Auditors of the Company, to audit the cost records for the year 2026-27 at a remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. There has been no change in the remuneration payable to M/s Annapragada & Co., from that paid for the previous year 2025-26 for conducting the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s Annapragada & Co., for the year 2026-27, needs to be ratified by the shareholders of the Company.

The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 5 of the notice for approval of the members by passing an **Ordinary Resolution**.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the notice.

ITEM 6:

Dr. (Mr.) Mannam Malakondaiah (DIN: 01431923) was appointed as an Independent Director of the Company by the shareholders through Postal Ballot, the results of which were declared on 29th January, 2022, for a period of 5 (five) consecutive years commencing from 13th November, 2021 to 12th November, 2026. He is eligible for re-appointment for the 2nd term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 5th August, 2026, proposed the re-appointment of Dr. (Mr.) Mannam Malakondaiah as an Independent Director of the Company for the 2nd term of 5 (five) consecutive years commencing from 13th November, 2026, not liable to retire by rotation, subject to the approval of the shareholders.

Brief Profile:

Dr. (Mr.) Mannam Malakondaiah is a distinguished officer of the 1985 batch of the Indian Police Service (IPS).

He retired as the Director General of Police (Head of Police Force), Andhra Pradesh, on 30th June, 2018, after an illustrious career spanning nearly 4 (four) decades. Prior to his appointment as the Director General of Police, he served as the Vice-Chairman and Managing Director of the Andhra Pradesh State Road Transport Corporation (APSRTC).

During his distinguished career, he held several key leadership positions, including Superintendent of Police in multiple districts, Group Commander of Greyhounds, Chairman of the State Level Police Recruitment Board, Director of the Andhra Pradesh and Telangana Police Academies, Director General of the Anti-Corruption Bureau, and various senior positions with APTRANSCO, Civil Supplies and the Central Industrial Security Force (CISF).

Following his retirement from the Indian Police Service, he served as an Administrative Member of the Andhra Pradesh Administrative Tribunal and is presently serving as an Honorary Advisor to Vignan University.

Dr. Mannam Malakondaiah has undergone advanced professional training at premier institutions, including the Sardar Vallabhbhai Patel National Police Academy, IIM Ahmedabad, Tata Institute of Social Sciences, Mumbai, London School of Business and the Administrative Staff College of India, Hyderabad.

He has been the recipient of several prestigious honours and awards, including the President's Police Medal for Distinguished Service, Indian Police Medal for Meritorious Service, Vice-President of India Trophy for Exemplary Character and Conduct and the Union Home Minister's Medal.

He has also authored 5 (five) research papers on subjects relating to policing and agricultural power supply.

Nomination and Remuneration Committee, after taking into consideration the skills, expertise and competencies required for the Board in the context of the Company's business and the sector in which it operates and based on the performance evaluation of Dr. (Mr.) Mannam Malakondaiah, has concluded that his qualifications, experience and expertise meet the skills and capabilities required for the role of an Independent Director and accordingly recommended his re-appointment to the board.

Further, Board is of the opinion that Dr. (Mr.) Mannam Malakondaiah continues to possess the requisite core skills, expertise and competencies fundamental to the effective functioning of the Board. Considering his vast experience and valuable contribution to the deliberations of the Board, his continued association would be of immense benefit to the Company.

The Company has received declaration from Dr. (Mr.) Mannam Malakondaiah confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. (Mr.) Mannam Malakondaiah has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to arise that could impair or impact his ability to discharge his duties as an Independent Director. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority, pursuant to the circular dated 20th June, 2018 issued by Stock Exchange(s) relating to the enforcement of SEBI orders regarding the appointment of directors by listed entities.

Further, Dr. (Mr.) Mannam Malakondaiah has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director in terms of Section 152 of the Companies Act, 2013, subject to his re-appointment by the Shareholders.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the resolution set forth in Item No. 6 of the Notice for approval of the Shareholders by way of a **Special Resolution.**

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, the requisite particulars of Dr. (Mr.) Mannam Malakondaiah, including his brief profile and specific areas of expertise, are provided in "**Annexure 1"** to the Notice.

Except Dr. (Mr.) Mannam Malakondaiah, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM 7:

Dr. (Mr.) Srinivas Samavedam (DIN: 02488555) was appointed as an Independent Director of the Company by the shareholders through Postal Ballot, the results of which were declared on 29th January, 2022, for a period of 5 (five) consecutive years commencing from 13th November, 2021 to 12th November, 2026. He is eligible for re-appointment for the 2nd term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 5th August, 2026, proposed the re-appointment of Dr. (Mr.) Srinivas Samavedam as an Independent Director of the Company for the 2nd term of 5 (five) consecutive years commencing from 13th November, 2026, not liable to retire by rotation, subject to the approval of the shareholders.

Brief profile:

Dr. (Mr.) Srinivas Samavedam is a distinguished specialist in Critical Care Medicine, with over 26 years of experience, and currently serves as Consultant & Head – Critical Care at Sindhu Hospitals, Hyderabad.

He is internationally recognized for his expertise in critical care, emergency and trauma management, obstetric critical care and Extracorporeal Membrane Oxygenation (ECMO). He is credited with introducing ECMO services in Hyderabad and has played a significant role in advancing Critical Care Medicine as a super-Speciality in India.

Prior to joining Sindhu Hospitals, Dr. Samavedam served as Head of the Department – Critical Care and Medical Director at Virinchi Hospitals, Hyderabad. He has also held several key leadership and clinical positions, including Director – Critical Care at Century Super Specialty Hospital and CARE Hospitals, Registrar (ICU) at Westmead Hospital, New South Wales, Australia, Associate Consultant – Critical Care at Manipal Hospital, Bengaluru and Consultant in Internal Medicine and Critical Care at Image Hospital, Hyderabad.

He holds an MD and DNB in Internal Medicine, Fellowship of the National Board (FNB) in Critical Care Medicine, European Diploma in Intensive Care (EDIC), Master's in Hospital Administration from Symbiosis Institute, Fellowship of the Indian College of Critical Care Medicine (FICCM), and Diplomas in Medical Law & Ethics from NLSIU and Healthcare Quality from Apollo Medvarsity.

Apart from his extensive clinical and professional expertise, Dr. Samavedam is an accredited faculty for ISCCM and DNB training programmes, has authored numerous scientific publications, actively participates in national and international conferences, and serves on several national committees relating to ICU policies, including those concerning the Ministry of Health & Family Welfare guidelines on ICU admission criteria.

His extensive experience in healthcare leadership, critical care, clinical governance and institutional management brings valuable professional expertise and perspective to the Board.

Nomination and Remuneration Committee, after taking into consideration the skills, expertise and competencies required for the Board in the context of the Company's business and the sector in which it operates and based on the performance evaluation of Dr. (Mr.) Srinivas Samavedam, has concluded that his qualifications, experience and expertise meet the skills and capabilities required for the role of an Independent Director and accordingly recommended his re-appointment to the Board.

Further, Board is of the opinion that Dr. (Mr.) Srinivas Samavedam continues to possess the requisite core skills, expertise and competencies fundamental to the effective functioning of the Board. Considering his vast experience and valuable contribution to the deliberations of the Board, his continued association would be of immense benefit to the Company.

The Company has received declaration from Dr. (Mr.) Srinivas Samavedam confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. (Mr.) Srinivas Samavedam has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to arise that could impair or impact his ability to discharge his duties as an Independent Director. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority, pursuant to the circular dated 20th June, 2018 issued by Stock Exchange(s) relating to the enforcement of SEBI orders regarding the appointment of directors by listed entities.

Further, Dr. (Mr.) Srinivas Samavedam has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director in terms of Section 152 of the Companies Act, 2013, subject to his re-appointment by the shareholders.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the resolution set forth in Item No. 7 of the Notice for approval of the shareholders by way of a **Special Resolution.**

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, the requisite particulars of Dr. (Mr.) Srinivas Samavedam, including his brief profile and specific areas of expertise, are provided in "**Annexure 1"** to the Notice.

Except Dr. (Mr.) Srinivas Samavedam, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM 8:

Mr. TVVSN Murthy was re-appointed as the Managing Director of the Company for a period of three years with effect from 1st June, 2025, pursuant to the approval of the shareholders obtained through Postal Ballot conducted between 1st April, 2025 and 30th April, 2025, the results of which were declared on 2nd May, 2025. At the time of his re-appointment, he was entitled to a basic salary of ₹15.00 lakhs per month and House Rent Allowance of ₹1.50 lakhs per month, aggregating to ₹16.50 lakhs per month.

Based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors at their respective meetings held on 5th August, 2026, the remuneration payable to Mr. TVVSN Murthy has been proposed to be revised with effect from 1st October, 2026 till the expiry of his current tenure, subject to the approval of the Shareholders of the Company.

Nomination and Remuneration Committee and the Board of Directors have further approved the payment of the revised remuneration as minimum remuneration, in the event of absence or inadequacy of profits during the aforesaid period, subject to the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

The revised terms and conditions are set out below:

a) **Remuneration / Salary:**

₹15,00,000 /- (Rupees Fifteen Lakhs only) per month.

b) **Rent Free Accommodation:**

He shall be entitled to rent-free accommodation provided by the Company, subject to a monthly rental value not exceeding ₹3,50,000/- (Rupees Three Lakhs Fifty Thousand only).

c) **Perquisites & Allowances:**

In addition to the salary and rent free accommodation, he shall be entitled to such perquisites, allowances and benefits including, but not limited to:

- House maintenance and reimbursement of expenses relating to gas, electricity, water, furnishings, air-conditioning and repairs;

- Medical reimbursement and medical insurance;
- Club membership fees;
- Leave Travel Concession (LTC) for self and family;
- Foreign travel for business purposes; and
- Such other perquisites, benefits and allowances as may be determined by the Board of Directors from time to time in accordance with the Company's policies and applicable laws.

d) Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year during his tenure the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, rent free accommodation, perquisites and allowances as specified above, in accordance with the provisions of Schedule V to the Companies Act, 2013.

e) Commission:

In addition to the salary, rent free accommodation, perquisites and allowances, he shall also be entitled to receive commission on the profits of the Company, as may be determined by the Board from time to time, subject to the overall limits prescribed under the Companies Act, 2013.

f) Annual Performance Bonus:

In addition to the salary, rent free accommodation, perquisites, allowances and commission, he shall also be eligible for Annual Performance Bonus, as may be determined by the Board of Directors based on the performance of the Company.

g) Others Terms & Conditions:

- The value of perquisites and allowances shall be evaluated in accordance with the provisions of the Income-tax Act, 2025 and the Rules made thereunder. Where no such valuation is prescribed, the same shall be taken at actual cost to the Company.
- The expenditure incurred by the Company on travel (within India or abroad), boarding, lodging, use of the Company's motor car for official purposes and telephone/mobile/Internet facilities at residence for official use shall not be treated as perquisites and shall not form part of the ceiling on managerial remuneration.
- The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent such contributions are not taxable under the Income-tax Act, 2025, together with gratuity payable in accordance with the Company's rules and encashment of leave at the end of the tenure, shall not be included while computing the ceiling on managerial remuneration.
- He shall also be entitled to undertake foreign travel, as approved by the Board of Directors, in connection with the business of the Company, and the expenditure incurred thereon shall not be treated as perquisite for the purpose of computation of managerial remuneration.

Additional information:

- Mr. Murthy is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.
- Mr. Murthy possesses graduate-level qualifications and has expertise and specialised knowledge in the field in which the Company operates.
- The proposed modifications in the remuneration structure are purely structural in nature.
- The Company has not defaulted in the payment of dues to any bank, public financial institution or any other secured creditor.

Detailed profile of Mr. TVVSN Murthy is provided in **"Annexure 1"** to this notice, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in **"Annexure A**" this Notice.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, recommends the resolution set forth in Item No. 8 of the Notice for approval of the shareholders by way of a **Special Resolution.**

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 8 of the Notice. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
For Haleos Labs Limited
(Formerly known as "SMS Lifesciences India Limited")

Trupti Ranjan Mohanty
Company Secretary

Date: 05.08.2026
Place: Hyderabad

Annexure A

IMNFORMATION PURSUAN TO ITEM (IV) OF
THIRD PROVISO OF SECTION II OF PART II SCHEDULE V TO THE COMPANIES ACT, 2013

<table>
<tr><td colspan="2">I. General Information</td></tr>
<tr><td>Nature of Industry</td><td>The Company is engaged in the business of manufacturing, buying, selling, offering consultancy, importing and exporting, acting as commission agents and generally dealing with all types of Organic & Inorganic Chemicals, Pharmaceuticals, Active Pharmaceutical Ingredients (API) and Intermediates.</td></tr>
<tr><td>Date of commencement of Commercial production.</td><td>Semi-regulatory manufacturing facilities, comprising the Kazipally Unit and Jeedimetla Unit, along with other assets, were vested with Haleos Labs Limited (formerly known as SMS Lifesciences India Limited) pursuant to the Scheme of Arrangement between SMS Pharmaceuticals Limited and Haleos Labs Limited, sanctioned by the Hon'ble NCLT vide its order dated 15th May, 2017. The said undertakings have been in operation for the last 35 years and, until the year 2015–16, were operated under the name of "SMS Pharmaceuticals Limited".</td></tr>
<tr><td>In case of new companies, expected date of commencement of activities</td><td>Not applicable since the Company is an existing Company.</td></tr>
<tr><td>Financial performance based on given indicators (standalone) in Crores.</td><td><table><tr><th>Year</th><th>Income</th><th>PBT</th><th>PAT</th><th>EPS</th></tr><tr><td>2025-26</td><td>300.99</td><td>25.19</td><td>17.78</td><td>58.80</td></tr><tr><td>2024-25</td><td>333.37</td><td>30.04</td><td>21.37</td><td>70.69</td></tr><tr><td>2023-24</td><td>303.84</td><td>19.11</td><td>13.07</td><td>43.22</td></tr></table></td></tr>
<tr><td>Foreign investments or collaborators, if any.</td><td>Company has not received any foreign investment, except the investment through secondary market.</td></tr>
<tr><td colspan="2">II. Information about the Managerial person:</td></tr>
<tr><td>Background details</td><td>Name: Mr. TVVSN Murthy
Age: 67 years
He is a Graduate in Chemistry and has a rich experience in bulk drug (API) and pharmaceutical industry. He started his career in 1981 with Standard Organics Limited, Hyderabad, as a chemist in R&D. During this period he was instrumental in developing technologies and processes for several bulk drugs. He was actively involved in commercialization of products by scaling up the laboratory scale process to pilot plant and up to commercial scale.
In 1984, he joined Cheminor Drugs Limited (Group of Dr. Reddy's Limited Laboratory), Hyderabad as Production Manager. He played a major role in substantial development of production and turnover.</td></tr>
</table>

	He played a key role in getting US FDA approval for Cheminor Drugs Limited. As a production Manager, he contributed a lot in process improvement and cost reduction procedures and generated motivation among the work force. He has co-promoted SMS Pharmaceuticals in 1990. He played a vital role in developing the production and R&D activities of SMS Pharma. He also played a major part in reducing the Ranitidine production Process from 7 stages to 4 stages. In his Capacity as Vice Chairman and Joint Managing Director of SMS Pharmaceuticals Limited, he has taken leadership in projects and EHS, energy saving initiatives. As part of Demerger plan, he was assigned responsibility of overseeing Haleos Labs. He has a vast experience in pharmaceutical industry. He has been associated with Haleos Labs Limited (formerly known as "SMS Lifesciences India Limited") since 2016. He always strives towards the product development and growth of the organization.
Past remuneration	Mr. TVVSN Murthy has drawn total remuneration of ₹199.36 lakhs during the year 2025-26.
Recognition or awards	He has been actively involved in the SMS group and has played a key role in the growth of the group since last 3 decades. Mr. Murthy's dedication for the long-term & sustainable growth of the Company has been well recognized in the Company and he guided SMS Pharma to being a leading manufacturer in the country and also in getting the "Best API Manufacturing Company" and "Best API Exports Company" from the Government of India. SMS Pharma has also received Green Chemistry award from American Chemical Society for path-breaking mercaptan handling in ranitidine under his leadership. Under his able leadership, Company has recently successfully completed US-FDA inspection.
Job profile and his suitability	He was Vice Chairman and Joint Managing Director in SMS Pharmaceuticals Limited prior to the demerger of the Company and has varied experience in the Pharma Industry.
Remuneration proposed	As given under the Explanatory statement. (Item No. 8)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Remuneration of Mr. Murthy is in tune with the remuneration in similar sized industries in same segment of business. The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, his contribution as Managing Director to the growth of the Company, its business and its profitability, age and merits.
Pecuniary Relationship directly or indirectly with the Company, or Relationship with Managerial Personnel, if any:	Other than the remuneration, Mr. Murthy has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding along with his immediate relatives, 56.10% of the Paid-up Equity Share Capital of the Company.

III. Other Information:	
Reasons for loss or inadequate profits	The Company has not incurred loss in the preceding years.
Steps taken or proposed to be taken for improvement	However, the ever-changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approval of the Shareholders by Special Resolution is being sought to pay said remuneration to Mr. Murthy during the further period of 3 (three) years as Managing Director. With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase the productivity and consequent increase in profits.
Expected increase in productivity and profits in measurable terms	The Company is able to provide its customers value addition due to its strong Research & Development (R&D) capabilities. The Company has made substantial investment to bring Environment, Health, Safety (EHS) standard to international levels. The Company is therefore optimistic of making substantial strides in developing this business segment and developing new products.

IV. Disclosures:
Remuneration package of Mr. TVVSN Murthy is fully described in the Explanatory Statement and the requisite details of remuneration etc., of Directors shall be included in the Corporate Governance Report forming part of Annual Report for the year 2025-26.

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