

# HALEOS LABS LIMITED

(Formerly known as SMS Lifesciences India Limited)

CIN: L74930TG2006PLC050223

Regd. Office: Plot No.19-III, Road No.71, Jubilee Hills,

Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096

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## **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 31 <sup>st</sup> March, 2026 at 09.00 am (IST)	Wednesday, 29 <sup>th</sup> April, 2026 at 05.00 pm (IST)

*Dear Shareholders,*

**NOTICE** is hereby given to the members of Haleos Labs Limited (Formerly known as “SMS Lifesciences India Limited”) (“**the Company**”) pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended from time to time, read with the General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 and such other relevant previous circulars as were issued by the Ministry of Corporate Affairs pertaining to holding of General Meetings / conducting Postal Ballot process through voting by electronic means (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued from time to time by SEBI (“**SEBI Circulars**”) and Secretarial Standard (“**SS-2**”) issued by the Institute of Company Secretaries of India (ICSI) on General Meetings, that the resolution set out below is proposed for approval of the shareholders of the Company through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

Pursuant to Section 102, 110 and other applicable provisions of the Act, the explanatory statements pertaining to the said resolution setting out the material facts and the reasons/rationale thereof along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions (RPT)”, is annexed to this Postal Ballot Notice dated 11<sup>th</sup> February, 2026 (“**Postal Ballot Notice**”) for your consideration and forms part of this Notice.

In accordance with the provisions of the aforesaid Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their vote electronically. In this regard, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its members.

Shareholders are requested to read the instructions in the Notes under the section “Instructions relating to e-voting” in this Postal Ballot notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **Wednesday, 29<sup>th</sup> April, 2026 (5.00 pm)** to be eligible for being considered, failing which it will be considered that no vote has been received.

In accordance with the provisions of MCA Circulars, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

**HENCE, IN COMPLIANCE WITH THE REQUIREMENTS OF THE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS REPLY ENVELOPE WILL NOT BE SENT TO THE MEMBERS FOR THIS POSTAL BALLOT AND MEMBERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.**

The Board of Directors of the Company has appointed Mr. C. Sudhir Babu, (FCS No.7666) Practicing Company Secretary as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results shall be declared on **Friday, 1<sup>st</sup> May, 2026** and will be displayed on the Company's website on the website of Central Depository Services (India) Limited ("CDSL") at ([www.evotingindia.com](http://www.evotingindia.com)) and will be communicated to Stock Exchanges.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, 29<sup>th</sup> April, 2026** i.e., the last date specified for receipt of votes through e-voting process.

The shareholders are requested to consider and, if thought fit, pass the following resolution:

**SPECIAL BUSINESS:**

**1) Approval of Material Related Party Transactions of the Company related to issue of Corporate Guarantee in favour of RBL Bank to secure the External Commercial Borrowing facility availed by Mahi Drugs Private Limited (Material Subsidiary).**

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 185, 186, 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company's policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to issue Corporate Guarantee in favour of RBL Bank Limited for securing the External Commercial Borrowing (ECB) facility availed by Mahi Drugs Private Limited, a related party within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for an amount upto a maximum amount of USD 2,200,000 (United States Dollars Two Million Two Hundred Thousand only), equivalent to ₹20,00,00,000/- (Rupees Twenty Crores only) on such terms and conditions as may be mutually agreed between the Bank and the Company, in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate, finalize, amend and revise the terms and conditions of the aforesaid transaction and execute such agreements, documents and letters thereof as may be necessary, from time to time and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

By order of the Board  
**For Haleos Labs Limited**

Date: 11.02.2026  
Place: Hyderabad

**Trupti Ranjan Mohanty**  
Company Secretary

## NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the businesses set out above is annexed hereto.
2. The Board of Directors of the Company in the Board meeting held on 11<sup>th</sup> February, 2026 has approved to issue Corporate Guarantee to the tune of ₹20 Crores to RBL Bank on behalf of Subsidiary Company (Mahi Drugs) for availing of External Commercial Borrowing, subject to shareholders approval. As the General Meeting is not scheduled within the stipulated timeline, approval of the shareholders is sought by this Postal Ballot as per the provisions of the Companies Act, 2013 and rules made thereunder.
3. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Company Secretary and Compliance Officer at [cs@haleoslabs.com](mailto:cs@haleoslabs.com)
4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the **Company has engaged the services of CDSL for facilitating e-voting** to enable the Members to cast their votes electronically.
5. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 27<sup>th</sup> March, 2026 (**the 'cut-off date'**) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's Registrar and Share Transfer Agent ("**RTA**") i.e. Aarthi Consultants Private Limited.
6. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.haleoslabs.com](http://www.haleoslabs.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.  
  
The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility). 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](mailto:cs@haleoslabs.com)) / RTA ([info@arthiconsultants.com](mailto:info@arthiconsultants.com)) , along with their folio no./DP ID client ID and valid email address for registration.
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the Cutoff date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
8. Resolutions, if passed by the Members through Postal Ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e., on **Wednesday, 29<sup>th</sup> April, 2026** and shall be deemed to have been passed at a general meeting of Members convened on that behalf.
9. A member cannot exercise his vote by proxy on a Postal Ballot.
10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023, 17<sup>th</sup> November, 2023 and 7<sup>th</sup> May, 2024. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

The procedure and instructions for voting through electronic means are as follows:

- i) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 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 the facility of e-voting to its members in respect of the business to be transacted through postal ballot.
- ii) Company has appointed Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means.  
  
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.
- iii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 27<sup>th</sup> March, 2026 (“**Cut-off Date**”), shall be entitled to avail the facility of e-voting.
- iv) The voting period begins on **Tuesday, 31<sup>st</sup> March, 2026 (9.00 am) and will end on Wednesday, 29<sup>th</sup> April, 2026 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v) In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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.

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 account in order to access e-Voting facility.

**Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in various modes with CDSL / NSDL is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period.</li><li>3. 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.</li><li>4. 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>5. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the 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.</li> <li>2. If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</li> <li>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	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 the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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.

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

**HELPSDESK 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vi) **Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the “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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the 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. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or Company, please enter the member ID / folio number in the Bank details field.</li></ul>

- vii) After entering these details appropriately, click on the “**SUBMIT**” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolution 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.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- x) Click on the **EVS**N for the relevant <Haleos Labs Limited> on which you choose to vote.
- xi) 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.
- xii) Click on the “**RESOLUTION FILE LINK**” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

- xvi) 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.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –for Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer with a copy marked to the Company, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email.**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- 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](mailto:cs@haleoslabs.com) and [info@arthiconsultants.com](mailto:info@arthiconsultants.com) .
- For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

**IN CASE OF ANY QUERY/GRIEVANCE IN CONNECTION WITH THE POSTAL BALLOT INCLUDING REMOTE E-VOTING, MEMBERS MAY CONTACT THE BELOW:**

<b>Company</b>	:	<b>Haleos Labs Limited</b> Phone: 40-6628 8888 / 9861129909 Email: <a href="mailto:info@haleoslabs.com">info@haleoslabs.com</a> / <a href="mailto:cs@haleoslabs.com">cs@haleoslabs.com</a>
<b>Registrar &amp; Transfer Agent</b>	:	<b>Aarathi Consultants Private Limited</b> Phone: 040-27638777/ 27642217 / 27634445 Email: <a href="mailto:info@arthiconsultants.com">info@arthiconsultants.com</a>
<b>e-Voting Agency</b>	:	<b>Central Depository Services (India) Limited</b> Phone : 022- 23058738 and 022-23058542/43 E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	:	<b>Mr. C. Sudhir Babu, Practicing Company Secretary</b> Phone: 7981191458/ 9493676368 Email : <a href="mailto:csbassociates27@gmail.com">csbassociates27@gmail.com</a>

## **ANNEXURE TO NOTICE:**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Background of the Transaction:**

Mahi Drugs Private Limited (“**Mahi Drugs**”), a material subsidiary of the Company, has availed an External Commercial Borrowing (ECB) facility amounting to USD 2,200,000 (United States Dollars Two Million Two Hundred Thousand only), equivalent to ₹20,00,00,000/- (Rupees Twenty Crores only) (“**Facility**”) from RBL Bank Limited.

In connection with the aforesaid facility and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 11<sup>th</sup> February, 2026, approved for issuance of Corporate Guarantee in favour of the Bank for securing the said facility.

#### **Related Party Transaction:**

- ❑ Mahi Drugs is a related party under the definition of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❑ Accordingly, issuance of the Corporate Guarantee by the Company in favour of the RBL Bank shall constitute as a Related Party Transaction under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Although the transaction is undertaken in the ordinary course of business, the value of the Corporate Guarantee shall exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore requires prior approval of the Members by way of an Ordinary Resolution.

#### **Justification:**

The issuance of the Corporate Guarantee:

- ❑ enables the Subsidiary to secure funding on competitive terms.
- ❑ supports the subsidiary’s operational and working capital requirements.
- ❑ aligns with the Company’s overall business strategy.
- ❑ Is expected to strengthen the financial and operational position of the material subsidiary and also the Company as a whole.

Additionally, the Audit Committee has also confirmed that the relevant disclosures for decision-making of the Committee were placed before it and while approving the same, the Committee has determined that the transaction is not prejudicial to the interest of the Company or its shareholders and is in the best interest of the Company and also reviewed the certificate provided by the Managing Director and Chief Financial Officer in this regard.

#### **Minimum Information:**

SEBI vide its circular no. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June, 2025 read FAQ dated 4<sup>th</sup> September, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction” (“**RPT Industry Standards**”) to facilitate uniform approach and assist the Company in complying with the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Below are the Minimum information required pursuant to RPT Industry Standards:

A. Minimum information of the proposed RPT

A.1 Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mahi Drugs Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacture of APIs and its intermediaries.

A.2 Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>▪ Shareholding of the Company, whether direct or indirect, in the related party.</li> <li>▪ Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company.</li> <li>▪ Shareholding of the related party, whether direct or indirect, in the Company</li> </ul>	Subsidiary Company  60%  Not applicable  Nil

A.3 Details of previous transactions with the related party:

S. No.	Particulars of the information	Information provided by the management															
1.	Total amount of all the transactions undertaken by the Company with the related party during the last financial year.	Transactions during the year 2024-25: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>₹ in lakhs</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Purchase of Goods</td> <td>3,097.91</td> </tr> <tr> <td>2)</td> <td>Sale of Goods</td> <td>556.79</td> </tr> <tr> <td>3)</td> <td>Lease rent received</td> <td>6.37</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Total</b></td> <td><b>3,661.08</b></td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	₹ in lakhs	1)	Purchase of Goods	3,097.91	2)	Sale of Goods	556.79	3)	Lease rent received	6.37	<b>Total</b>		<b>3,661.08</b>
Sl. No.	Nature of transaction	₹ in lakhs															
1)	Purchase of Goods	3,097.91															
2)	Sale of Goods	556.79															
3)	Lease rent received	6.37															
<b>Total</b>		<b>3,661.08</b>															
2.	Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Transactions during the year 2025-26 (till Q3): <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>₹ in lakhs</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Purchase of Goods</td> <td>2,107.49</td> </tr> <tr> <td>2)</td> <td>Sale of Goods</td> <td>388.88</td> </tr> <tr> <td>3)</td> <td>Lease rent received</td> <td>4.77</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Total</b></td> <td><b>2,501.14</b></td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	₹ in lakhs	1)	Purchase of Goods	2,107.49	2)	Sale of Goods	388.88	3)	Lease rent received	4.77	<b>Total</b>		<b>2,501.14</b>
Sl. No.	Nature of transaction	₹ in lakhs															
1)	Purchase of Goods	2,107.49															
2)	Sale of Goods	388.88															
3)	Lease rent received	4.77															
<b>Total</b>		<b>2,501.14</b>															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.	No such default															

#### A.4 Amount of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management						
1.	Amount of the proposed transaction being placed for approval in the meeting of the Audit Committee.	₹20 Crores / USD 2,200,000						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the aforesaid proposed transaction along with previous transactions shall qualify as “Material RPT” as per the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.						
3.	Value of the proposed transactions as a percentage of the Company’s annual consolidated turnover for the immediately preceding financial year	<ul style="list-style-type: none"> <li>▪ Annual Consolidated Turnover of the Company - <b>₹344.72 Crores</b></li> <li>▪ Value of the proposed transactions – <b>₹20 Crores / USD 2,200,000.00</b></li> <li>▪ Value of the proposed transactions as a percentage of the Company’s annual consolidated turnover for the immediately preceding financial year –<b>5.80%</b></li> </ul>						
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year	Not applicable						
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<ul style="list-style-type: none"> <li>▪ Annual Standalone Turnover of the subsidiary Company - <b>₹42.27 Crores</b></li> <li>▪ Value of the proposed transactions – <b>₹20 Crores / USD 2,200,000.00</b></li> <li>▪ Value of the proposed transaction as a percentage of the subsidiary Company’s annual standalone turnover for the immediately preceding financial year – <b>47.31%</b></li> </ul>						
6.	Financial performance of the related party for the immediately preceding financial year: <u>Explanations:</u> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Financial performance of Mahi Drugs for the year 2024-25: (₹ in Crores) <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Turnover</th> <th>PAT</th> <th>Net worth</th> </tr> </thead> <tbody> <tr> <td>₹42.27</td> <td>(₹3.44)</td> <td>₹38.72</td> </tr> </tbody> </table>	Turnover	PAT	Net worth	₹42.27	(₹3.44)	₹38.72
Turnover	PAT	Net worth						
₹42.27	(₹3.44)	₹38.72						

#### A.5 Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction	Company is providing Corporate Guarantee for External Commercial Borrowings (ECB) taken by Mahi Drugs Private Limited from RBL Bank.
2.	Details of each type of the proposed transaction	Corporate Guarantee

S. No.	Particulars of the information	Information provided by the management												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>This Guarantee shall be an irrevocable and continuing guarantee and shall remain in full force and effect till the earlier of:</p> <ul style="list-style-type: none"> <li>▪ such time the ECB loan is repaid in full in accordance with the sanction letter dated 11<sup>th</sup> December, 2025. (Tentatively: 72 months inclusive of 12 months moratorium)</li> <li>▪ the Guarantor will be specifically discharged by the Bank in writing.</li> </ul>												
4.	Whether omnibus approval is being sought?	No												
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	<p>₹20 Crores / USD 2,200,000.00</p> <p>Not applicable.</p>												
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company.	<p>The proposed Related Party Transaction, involving the issuance of Corporate Guarantee by the Company in respect of the ECB loan availed by its subsidiary, is in the interest of the Company.</p> <p>The subsidiary has availed the loan for its business requirements and the provision of the Corporate Guarantee has enabled the subsidiary to secure the facility at a reduced rate of interest and on more favourable commercial terms.</p> <p>This results in lower finance costs for the subsidiary and strengthens its financial position, which in turn positively impacts the overall financial performance and value of the Company as a Holding Company.</p> <p>Accordingly, the proposed transaction is commercially prudent and in the ordinary course of business of the Company.</p>												
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.</p> <p><u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>As Mahi Drugs is a subsidiary, below are the common Directors:</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Director</th> <th>Shareholding</th> </tr> </thead> <tbody> <tr> <td>1)</td> <td>Mr. TVVSN Murthy</td> <td>01**</td> </tr> <tr> <td>2)</td> <td>Mr. TV Praveen</td> <td>01**</td> </tr> <tr> <td>3)</td> <td>Mr. P Sarath Kumar</td> <td>-</td> </tr> </tbody> </table> <p style="text-align: right;"><b>** as nominee of the Company</b></p>	Sl. No.	Name of Director	Shareholding	1)	Mr. TVVSN Murthy	01**	2)	Mr. TV Praveen	01**	3)	Mr. P Sarath Kumar	-
Sl. No.	Name of Director	Shareholding												
1)	Mr. TVVSN Murthy	01**												
2)	Mr. TV Praveen	01**												
3)	Mr. P Sarath Kumar	-												
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.												
9.	Other information relevant for decision making.	Nil												

**B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**

**B.4 Corporate Guarantee:**

S. No.	Particulars of the information	Information provided by the management
1.	Rationale for giving guarantee, surety, indemnity or comfort letter	<p>The proposed Related Party Transaction, involving the issuance of Corporate Guarantee by the Company in respect of the ECB availed by its subsidiary, is in the interest of the Company.</p> <p>The subsidiary has availed the loan for its business requirements and the provision of the Corporate Guarantee has enabled the subsidiary to secure the facility at a reduced rate of interest and on more favourable commercial terms.</p> <p>This results in lower finance costs for the subsidiary and strengthens its financial position, which in turn positively impacts the overall financial performance and value of the Company. Apart from this, operations of both the Companies shall also improve.</p> <p>Accordingly, the proposed transaction is commercially prudent and in the ordinary course of business of the Company.</p>
	Whether it will create a legally binding obligation on Company.	Yes
2.	<p>Material covenants of the proposed transaction including:</p> <ul style="list-style-type: none"> <li>▪ Commission if any to be received by the Company.</li> <li>▪ Contractual provisions on how the Company will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</li> </ul>	<p>No Commission</p> <p>Recover from the assets of the Subsidiary Company.</p>
3.	<p>The value of obligations undertaken by the Company, for which a guarantee, surety, indemnity or comfort letter has been provided by the Company.</p> <p>Additionally, any provisions required to be made in the books of account of the Company shall also be specified.</p>	<p>₹20 Crores / USD 2,200,000.00</p> <p>The details will be mentioned as contingent liability in the books of accounts.</p>

**C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**

**C.3 Corporate Guarantee:**

S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.	Mahi Drugs Private Limited has obtained Credit rating from “Infometrics Valuation and Rating Limited” dated 22 <sup>nd</sup> February, 2025, on the long term facilities, which is as below:  IVR BB+; Stable  (IVR Double B Plus with Stable outlook)
2.	Details of solvency status and going concern status of the related party during the last three financial years: <ul style="list-style-type: none"> <li>▪ FY 2024-25</li> <li>▪ FY 2023-24</li> <li>▪ FY 2022-23</li> </ul>	Solvent and going concern  Solvent and going concern  Solvent and going concern
3.	The value of obligations undertaken by the Company, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the Company.  Additionally, any provisions required to be made in the books of account of the Company shall also be specified.	₹20 Crores / USD 2,200,000.00           The details will be mentioned as contingent liability in the books of accounts.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person.  <u>Note:</u>  This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.  In addition, state the following: <ul style="list-style-type: none"> <li>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</li> <li>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</li> <li>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</li> <li>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul>	Nil           No   No   No   No

The Board and Audit Committee of the Company have considered the same and has accorded its prior approval to the transaction subject to approval of the Members through Postal Ballot.

In this regard, Audit Committee has reviewed the below:

- ≡ The Company has received request letter dated 20<sup>th</sup> January, 2026 from Mahi Drugs seeking issuance of Corporate Guarantee.
- ≡ The ECB facility shall be utilized by Mahi Drugs for its principal business activities.
- ≡ Corporate Guarantee issued to Subsidiary Company in respect of loan availed from any Bank is exempted pursuant to Section 185 (3)(d) of the Companies Act, 2013.

The Board, based on the same and upon the recommendation made by the Audit Committee, recommends the resolution set forth in of the notice for approval of the members by passing an **Ordinary Resolution**.

All entities falling under the definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution with regard to approval of proposed material Related Party Transactions.

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**

Date: 11.02.2026  
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.

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**(Formerly known as SMS Lifesciences India Limited)**

CIN: L74930TG2006PLC050223

Regd. Office: Plot No.19-III, Road No.71, Jubilee Hills,

Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096

Contact no – 40 - 6628 8888 | Email – [cs@haleoslabs.com](mailto:cs@haleoslabs.com) | Website: [www.haleoslabs.com](http://www.haleoslabs.com)