

SAMSRITA LABS LIMITED

NOTICE

Notice is hereby given that the 1st Extra-Ordinary General Meeting for the Financial Year 2025-26 of the Members of **Samsrita Labs Limited** will be held on Friday, 23rd May 2025 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 13 and 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the increase in the authorized share capital of the company from Rs. 16,00,00,000/- (Rupees Sixteen crores only) divided into 1,60,00,000 (One crore and sixty lakhs) equity shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty-five crores only) divided into 2,50,00,000 (Two crores and fifty lakhs) equity shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:

“V. The Authorised share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-five crores only) divided into 2,50,00,000 (Two crores and fifty lakhs) equity shares of Rs. 10/- each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

2. ISSUE OF UPTO 38,40,000 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS:

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable Regulations of SEBI, if any

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and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”) and Metropolitan Stock Exchange of India Limited (“MSEI”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**The Board**”) which term shall be deemed to include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, issue and allot not exceeding 38,40,000 (Thirty Eight Lakhs and Forty Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per equity share aggregating up to Rs. 3,84,00,000 (Rupees Three Crores and Eighty-Four Lakhs Only) to non-promoters as mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.”

S. No.	Name of the proposed Allottee	No. of Equity Shares proposed to be issued
1.	Mallikarjun Rao Basaboini	5,00,000
2.	Basaboini Malathi	5,00,000
3.	Sriram Kiran Kumar	3,00,000
4.	Kondabattula Joel Vivek	3,00,000
5.	Mrinalini Basaboini	2,50,000
6.	Mriganayani Basaboini	2,50,000
7.	D V Appa Rao	2,00,000
8.	Kondabattula Jnana Deep	2,00,000
9.	Nisha Jain	1,50,000
10.	Pradeep Kumar Jain	1,50,000
11.	Madella Anitha	1,00,000
12.	Vankayala Reena Jyothi Swarupa	1,00,000
13.	V B S Padma Durga Devi Perumallu	1,00,000
14.	Sakshi Kohli	1,00,000
15.	Pakkirappa Gari Praveen Kumar Reddy	1,00,000
16.	Vangara Swetha	90,000
17.	Neha Kankariya	90,000
18.	A Moshmi	60,000
19.	Miriyala Pradeep Chand	50,000
20.	Balaji Elumalai	50,000
21.	Akshinthala Manikanta Satya Venkata Durgesh	50,000
22.	Lingaraj Sabat	50,000
23.	Aakanksha Sachin Dubey	50,000

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24.	Prachi Karwa	30,000
25.	Hemanth S Subramanian	10,000
26.	Aniket Rajendra Nerkar	10,000
	Total	38,40,000

“RESOLVED FURTHER THAT 38,40,000 equity shares be issued and allotted for cash consideration to non-promoters as mentioned supra.”

“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of equity shares is 23.04.2025 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchanges.”

“RESOLVED FURTHER THAT the equity shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares issued on preferential basis to the Stock Exchanges and make an application to the Depositories for admission of the said equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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3. ISSUE OF UPTO 45,50,004 EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:

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

“RESOLVED THAT in terms of Sections 42 and 62 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and pursuant to the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (**“SEBI”**) and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (**“BSE”**) and Metropolitan Stock Exchange of India Limited (**“MSEI”**) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"The Board"**) which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to **45,50,004 Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per share aggregating upto Rs. 4,55,00,040 (Rupees Four Crores Fifty-Five Lakhs and Forty Rupees Only), for consideration other than cash** towards consideration payable for acquisition of 15,16,668 Equity Shares of Rs.10/- each constituting 28.62% stake in Qrops Advisory Services Private Limited, to the shareholders of Qrops Advisory Services Private Limited on swap basis in the ratio of 1:3 (i.e., for every 1 Equity share of Rs. 10/- each held in Qrops Advisory Services Private limited, 3 Equity shares of Rs. 10/- each of Samsrita Labs Limited will be issued) based on the Valuation Report for both the companies obtained from the Independent Registered Valuers and on such other terms and conditions as may be determined by the Board.”

S. No.	Name of the proposed Allottee	No. of Equity Shares proposed to be issued
	Non-promoter	
1	Vase K B Christ	17,59,002
2	Chopperla Naga Pattabhi Ravikanth	16,16,001
3	Uppuluri Krishna Ved	11,75,001
	Total	45,50,004

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“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018. The “relevant date” is 23.04.2025 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchanges.”

“RESOLVED FURTHER THAT the Equity Shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares with the Stock Exchanges and make an application to the Depositories for admission of the said new equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and

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guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter the objects clauses of Memorandum of Association, by addition of following new sub clause 4 to existing clause III (A) of the Memorandum of Association of the Company:

“4. To carry on in India or elsewhere on its own or through its subsidiaries, associates, joint ventures or any other business associations, the business to establish, acquire fully and/or partly the existing businesses and /or startups related to designing, research and development, manufacturing, processing, labs, incubation centres, distilling, compounding, storing, formulating, marketing, distribution, buying, selling, importing, exporting, dealing and developing of biofuels, food industry including processing, seeds, Green technologies, Information technology including deep technologies, logistics, e-commerce, Clinical research and allied activities, advisory services, investments including to act as management consultants or advisors or consultants to corporate bodies and other entities in industry of all kinds whether in India or outside for Pharma and other fields of business.”

“**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

**For and on behalf of the Board of Directors of
Samsrita Labs Limited**

**Place: Hyderabad
Date: 30.04.2025**

**Krishnam Raju Kalidindi
Chairman and Whole-time Director
(DIN: 00874650)**

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR) AND REGULATIONS, 2015

Item No. 1: Increase in the Authorised Share Capital of the company and consequent alteration of the capital clause in the Memorandum of Association of the Company

In order to accommodate the shares to be allotted on preferential basis and keeping in view of company's future business requirements, the Board of Directors at their meeting held on 30.04.2025 has decided to increase the existing Authorized Share Capital of the company from Rs. 16,00,00,000/- (Rupees Sixteen crores only) divided into 1,60,00,000 (one crore and sixty lakhs) equity shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty-five crores only) divided into 2,50,00,000 (two crores and fifty lakhs) equity shares of Rs. 10/- each.

The aforesaid increase in the Authorized Share Capital of the company requires the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in the authorised share capital of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, directly or indirectly, in the above resolution.

Item No. 2: ISSUE OF UPTO 38,40,000 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS

The Special Resolution as mentioned in item no. 2 of notice proposes to authorize the Board of Directors of the company to issue and allot not exceeding **38,40,000** equity shares of Rs. 10/- each at an issue price of Rs. 10/- each, on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding **38,40,000** equity shares of Rs. 10/- each to non- promoters at an issue price of Rs. 10/- per share.

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The Company intends to utilize the proceeds from this Preferential Issue towards the following objects / requirements:

Sl.no	Purpose	Amount (in Rs.)
1.	Working Capital requirement	59,00,000
2.	Investment into new projects or opportunities or ventures	1,50,00,000
3.	Repayment of unsecured loans in part to Promoter Director	1,00,00,000
4.	General Corporate Purposes	75,00,000
	Total	3,84,00,000

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 30.04.2025 has approved to issue not exceeding 38,40,000 equity shares of Rs. 10/- each at an issue price of Rs. 10/- each aggregating up to Rs.3,84,00,000/- by way of preferential issue, subject to the approval of the members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;

None of the promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the equity shares of the company.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sl. No	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding*	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of shares	% of Shares
A	Promoters						
1	Individuals /HUF	72,95,657	49.27	--	--	72,95,657	31.45
2	Body Corporate/ Trust	--	--	--	--	--	--
	Sub-Total (A)	72,95,657	49.27	--	--	72,95,657	31.45
B	Non-Promoters						
1	Institutions						

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	A. Domestic	--	--	--	--	--	--
	B. Foreign	--	--	--	--	--	--
2	Non-Institutions						
(i)	Individuals	66,26,600	44.74	38,40,000	45,50,004	1,50,16,604	64.73
(ii)	NRIs	8,25,480	5.57	--	--	8,25,480	3.56
(iii)	Bodies Corporate	60,968	0.41	--	--	60,968	0.26
(iv)	Any Other	1	0.00	--	--	1	0.00
	Sub-Total (B)	75,13,049	50.73	38,40,000	45,50,004	1,59,03,053	68.55
	Grand Total (A+B)	1,48,08,706	100.00	38,40,000	45,50,004	2,31,98,710	100.00

*** Note: Assuming that 38,40,000 Equity shares and 45,50,004 Equity shares as mentioned in the resolution no. 2 and resolution no. 3 respectively are fully subscribed to and allotted to the non-promoters (public category).**

(V) Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue.

Sl. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	equity shares proposed to be allotted	Post issue holding	Post* issue % holding
1.	Mallikarjun Rao Basaboini	--	--	5,00,000	5,00,000	2.16
2.	Basaboini Malathi	--	--	5,00,000	5,00,000	2.16
3.	Sriram Kiran Kumar	--	--	3,00,000	3,00,000	1.29
4.	Kondabattula Joel Vivek	--	--	3,00,000	3,00,000	1.29
5.	Mrinalini Basaboini	--	--	2,50,000	2,50,000	1.08
6.	Mriganayani Basaboini	--	--	2,50,000	2,50,000	1.08
7.	D V Appa Rao	--	--	2,00,000	2,00,000	0.86

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8.	Kondabattula Jnana Deep	--	--	2,00,000	2,00,000	0.86
9.	Nisha Jain	--	--	1,50,000	1,50,000	0.65
10.	Pradeep Kumar Jain	--	--	1,50,000	1,50,000	0.65
11.	Madella Anitha	--	--	1,00,000	1,00,000	0.43
12.	Vankayala Reena Jyothi Swarupa	--	--	1,00,000	1,00,000	0.43
13.	V B S Padma Durga Devi Perumallu	--	--	1,00,000	1,00,000	0.43
14.	Sakshi Kohli	--	--	1,00,000	1,00,000	0.43
15.	Pakkirappa Gari Praveen Kumar Reddy	--	--	1,00,000	1,00,000	0.43
16.	Vangara Swetha	--	--	90,000	90,000	0.39
17.	Neha Kankariya	--	--	90,000	90,000	0.39
18.	A Moshmi	--	--	60,000	60,000	0.26
19.	Miriyala Pradeep Chand	--	--	50,000	50,000	0.22
20.	Balaji Elumalai	--	--	50,000	50,000	0.22
21.	Akshinthala Manikanta Satya Venkata Durgesh	--	--	50,000	50,000	0.22
22.	Lingaraj Sabat	--	--	50,000	50,000	0.22
23.	Aakanksha Sachin Dubey	--	--	50,000	50,000	0.22
24.	Prachi Karwa	--	--	30,000	30,000	0.13
25.	Hemanth S Subramanian	--	--	10,000	10,000	0.04
26.	Aniket Rajendra Nerkar	--	--	10,000	10,000	0.04
	Total	--	--	38,40,000	38,40,000	16.55

*** Note: Assuming that 38,40,000 Equity shares and 45,50,004 Equity shares as mentioned in the resolution no. 2 and resolution no. 3 respectively are fully subscribed to and allotted to the non-promoters (public category).**

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1.	Mallikarjun Rao Basaboini	Non-promoter	Non-promoter
2.	Basaboini Malathi	Non-promoter	Non-promoter
3.	Sriram Kiran Kumar	Non-promoter	Non-promoter
4.	Kondabattula Joel Vivek	Non-promoter	Non-promoter
5.	Mrinalini Basaboini	Non-promoter	Non-promoter
6.	Mriganayani Basaboini	Non-promoter	Non-promoter
7.	D V Appa Rao	Non-promoter	Non-promoter
8.	Kondabattula Jnana Deep	Non-promoter	Non-promoter
9.	Nisha Jain	Non-promoter	Non-promoter
10.	Pradeep Kumar Jain	Non-promoter	Non-promoter

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11.	Madella Anitha	Non-promoter	Non-promoter
12.	Vankayala Reena Jyothi Swarupa	Non-promoter	Non-promoter
13.	V B S Padma Durga Devi Perumallu	Non-promoter	Non-promoter
14.	Sakshi Kohli	Non-promoter	Non-promoter
15.	Pakirappa Gari Praveen Kumar Reddy	Non-promoter	Non-promoter
16.	Vangara Swetha	Non-promoter	Non-promoter
17.	Neha Kankariya	Non-promoter	Non-promoter
18.	A Moshmi	Non-promoter	Non-promoter
19.	Miriyala Pradeep Chand	Non-promoter	Non-promoter
20.	Balaji Elumalai	Non-promoter	Non-promoter
21.	Akshinthala Manikanta Satya Venkata Durgesh	Non-promoter	Non-promoter
22.	Lingaraj Sabat	Non-promoter	Non-promoter
23.	Aakanksha Sachin Dubey	Non-promoter	Non-promoter
24.	Prachi Karwa	Non-promoter	Non-promoter
25.	Hemanth S Subramanian	Non-promoter	Non-promoter
26.	Aniket Rajendra Nerkar	Non-promoter	Non-promoter

Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price, if any is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

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(VIII) Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 30.04.2025 from M/s. Vivek Surana & Associates, Practicing Company Secretaries certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address <https://drhlsl.com/investor/statutory-info>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 23.04.2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 23.05.2025).

The Equity Shares of the Company are listed on BSE Limited and Metropolitan Stock Exchange of India Limited. The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 30.04.2025 issued by CA. Maligi Madhusudhana Reddy, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/05/2019/10954) having office at M M R Lion Corp, 4th Floor, HSR Eden, Beside Cream Stone, Road No.2, Banjara Hills, Hyderabad - 500 034. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://drhlsl.com/investor/statutory-info>.

As per the Valuation Report, the price of equity share of the Company stands at Rs. 10/- per share against which it is proposed to issue equity shares at an issue price of Rs. 10/- each.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- per Equity Share which is not less than the price as determined by the registered valuer.

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A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock-in Period:

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited, where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited and Metropolitan Stock Exchange of India Limited at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not made any preferential allotment.

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(XVI) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(XVII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

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(XVIII) Monitoring Agency:

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

(XIX) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No. 2 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly, in the above resolution.

Item No. 3: ISSUE OF UPTO 45,50,004 EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to **45,50,004 equity shares of Rs. 10/- each at an issue price of Rs. 10/- per share** on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Preferential allotment towards acquisition of 15,16,668 equity shares constituting 28.62% stake in Qrops Advisory Services Private Limited.

The Company in order to achieve inorganic growth has identified a Company, Qrops Advisory Services Private Limited whose details are furnished hereunder. For this purpose, the Company approached CA. Maligi Madhusudhana Reddy, Independent Registered Valuer, who conducted valuation of the both the companies (Samsrita Labs Limited and Qrops Advisory Services Private Limited) and recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the Target company. The details of the company including ratios etc. are given below:

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Accordingly, it is proposed to issue and allot upto 45,50,004 equity shares of Rs. 10/- each of Samsrita Labs Limited at an issue price of Rs. 10/- per share aggregating to not exceeding Rs. 4,55,00,040/- as consideration to the shareholders of acquiree Company i.e., Qrops Advisory Services Private Limited in the ratio of 1:3 i.e., for every one (1) share of Qrops Advisory Services Private Limited of Rs. 10/- each, Three (3) Equity shares of Rs. 10/- each of Samsrita Labs Limited.

After the proposed allotment of equity shares, Qrops Advisory Services Private Limited will become an Associate company of Samsrita Labs Limited where in Samsrita Labs Limited holds 28.62% in Qrops Advisory Services Private Limited.

Brief profile of the Qrops Advisory Services Private Limited:

Sl.no	particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Qrops Advisory Services Private Limited</p> <p>Qrops Advisory Services Private Limited is an unlisted company, incorporated on 03/03/2014 registered in Hyderabad with the Registrar of Companies, Telangana bearing CIN U70200TG2014PTC093260 and having registered office at PLOT NO 1-65/104,5th floor, Road no 2, Kakatiya Hills, Guttala Begumpet, Hyderabad, Dr. B R Ambedkar O.U, Hyderabad, Shaikpet, Telangana, India, 500033</p> <p>The Target Company has an authorized share capital of Rs. 5,50,00,000/- divided into 55,00,000 equity shares of Rs.10/- each and paid-up capital of Rs. 5,29,93,200/- divided into 52,99,320 Equity shares of Rs. 10/- each.</p> <p>The Target Company has achieved a turnover of Rs. 22,26,41,567/- for the year 2024-25.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms-length”;	No, the acquisition would not fall within related party transaction.
3.	Industry to which the entity being acquired belongs.	QROPS Advisory Services Private Limited (QAS) is a specialized consulting firm focused on business transformation, dedicated to empowering MSMEs in securing capital, expanding operations, and attracting High Net-Worth Individual (HNI) investors and Family Offices. The Company offers comprehensive support through strategic planning, capital restructuring, and assisting initiatives to drive sustainable growth.

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		With deep expertise, strategic investment approaches, and a seasoned team, the company help companies unlock their full growth potential.												
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Samsrita Labs Limited is focusing in health care and Pharma R&D and it requires further funding for development and marketing of its area of products. Qrops is having good network and experienced team in these areas which will be an added advantage and good synergy for the benefit of Samsrita Labs Limited and its shareholders. This will help our company to achieve long-term sustainability which will in turn improve financial performance and ensure long-term growth.												
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable												
6.	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.												
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Swapping of shares i.e., Other than Cash Consideration.												
8.	Cost of acquisition or the price at which the shares are acquired	The total consideration shall be Rs. 4,55,00,040/-.												
9.	Percentage of shareholding/ control acquired and / or number of shares acquired.	Samsrita Labs Limited will acquire 28.62% stake in Target Company by virtue of this transaction.												
10.	Brief background about the entity acquired in terms of products/ line of business acquired, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<div>a. Brief background: as mentioned above</div> <div>b. Turnover and EBIDTA for last 3 years:<div>(Rs. in 00's)<table><tr><td></td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23</td></tr><tr><td>Turnover</td><td>22,26,415.67</td><td>14,42,124.44</td><td>12,783.93</td></tr><tr><td>EBIDTA</td><td>3,33,681.44</td><td>1,39,497.32</td><td>5,611.50</td></tr></table></div></div> <div>c. The entity has its presence only in India.</div> <div>d. Any other significant information: Nil</div>		FY 2024-25	FY 2023-24	FY 2022-23	Turnover	22,26,415.67	14,42,124.44	12,783.93	EBIDTA	3,33,681.44	1,39,497.32	5,611.50
	FY 2024-25	FY 2023-24	FY 2022-23											
Turnover	22,26,415.67	14,42,124.44	12,783.93											
EBIDTA	3,33,681.44	1,39,497.32	5,611.50											

For this purpose, the Company has obtained Valuation Report from CA. Maligi Madhusudhana Reddy, a Registered Valuer, who has conducted valuation of the above company and recommended a swap ratio for allotment of shares by the Company to the respective shareholders of the said Company.

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C. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 15,16,668 Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per share) constituting 28.62% stake in Qrops Advisory Services Private Limited ("Target Company") from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number-3 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges, in the ratio of 1:3 (For every 1 Equity share of the Qrops Advisory Services Private Limited of Rs. 10/- each, 3 Equity shares of Samsrita Labs Limited of Rs. 10/- each) based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

(II) Maximum number of specified securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 45,50,004 Equity Shares of Rs. 10/- (Rupees Ten only) at an issue price of Rs. 10/- per share, issued on swap basis, subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

None of the Promoters or their associates and relatives, Directors or Key Managerial Personnel of the Company intends to subscribe shares proposed to be issued under the Preferential Allotment.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis)

Sl. No	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding*	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of shares	% of Shares
A	Promoters						
1	Individuals /HUF	72,95,657	49.27	--	--	72,95,657	31.45

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2	Body Corporate/ Trust	--	--	--	--	--	--
	Sub-Total (A)	72,95,657	49.27	--	--	72,95,657	31.45
B	Non-Promoters						
1	Institutions						
	A. Domestic	--	--	--	--	--	--
	B. Foreign	--	--	--	--	--	--
2	Non-Institutions						
(i)	Individuals	66,26,600	44.74	38,40,000	45,50,004	1,50,16,604	64.73
(ii)	NRIs	8,25,480	5.57	--	--	8,25,480	3.56
(iii)	Bodies Corporate	60,968	0.41	--	--	60,968	0.26
(iv)	Any Other	1	0.00	--	--	1	0.00
	Sub-Total (B)	75,13,049	50.73	38,40,000	45,50,004	1,59,03,053	68.55
	Grand Total (A+B)	1,48,08,706	100.00	38,40,000	45,50,004	2,31,98,710	100.00

*** Note: Assuming that 38,40,000 Equity shares and 45,50,004 Equity shares as mentioned in the resolution no. 2 and resolution no. 3 respectively are fully subscribed to and allotted to the non-promoters (public category).**

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter or non – promoter pre and post preferential issue.

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Sl. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	equity shares proposed to be allotted	Post issue holding	Post* issue % holding
NON-PROMOTER						
1	Vase K B Christ	--	--	17,59,002	17,59,002	7.58
2	Chopperla Naga Pattabhi Ravikanth	--	--	16,16,001	16,16,001	6.97
3	Uppuluri Krishna Ved	--	--	11,75,001	11,75,001	5.06
	Total			45,50,004	45,50,004	19.61

Change in control: As a result of the proposed preferential allotment of equity shares, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1	Vase K B Christ	Non-promoter	Non-promoter
2	Chopperla Naga Pattabhi Ravikanth	Non-promoter	Non-promoter
3	Uppuluri Krishna Ved	Non-promoter	Non-promoter

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- Neither the Company, its Directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

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3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees. Not applicable, since the issue and allotment of shares is for consideration other than cash.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

(VIII) Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 30.04.2025 from Mr. Vivek Surana, Practicing Company Secretary certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address <https://drhlsl.com/investor/statutory-info>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 23.04.2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 23.05.2025).

The Equity Shares of the Company are listed on BSE Limited and Metropolitan Stock Exchange of India Limited. The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 30.04.2025 issued by CA. Maligi Madhusudhana Reddy, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/05/2019/10954) having office at M M R Lion Corp, 4th Floor, HSR Eden, Beside Cream Stone, Road No.2, Banjara Hills, Hyderabad - 500 034. The valuation report of the Registered Valuer pursuant to Regulation

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165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://drhlsl.com/investor/statutory-info>.

As per the Valuation Report, the price of equity share of the Company Stands at Rs. 10/- per share against which it is proposed to issue equity shares at an issue price of Rs. 10/- each.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

It was proposed to acquire 15,16,668 Equity Shares of Rs.10/- each constituting 28.62% stake in Qrops Advisory Services Private Limited, from the shareholders of Qrops Advisory Services Private Limited for 45,50,004 Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per share on swap basis in the ratio of 1:3 (i.e., for every 1 Equity share of Rs. 10/- each held in Qrops Advisory Services Private limited, 3 Equity shares of Rs. 10/- each of Samsrita Labs Limited will be issued) based on the Valuation Report of both the companies.

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA. Maligi Madhusudhana Reddy, Independent Registered Valuer

Address: M M R Lion Corp, 4th Floor, HSR Eden, Beside Cream Stone, Road No.2, Banjara Hills, Hyderabad - 500 034

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to come out with open offer to the public shareholders except making certain disclosures to Stock Exchanges.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited, where the securities of the Company are listed. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.

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(XIII) Lock-in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not made any preferential allotment.

(XV) Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVI) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

(XVII) Monitoring Agency:

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in Item No. 3 of the Notice.

None of Directors of the Company, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

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Item No.4:

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company by alteration of the object clause III (A) in order to carry on the business of manufacturing, processing, labs, incubation centers, logistics, e-commerce, Clinical research and allied activities by addition of new sub clause 4 as mentioned below. The said amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

“4. To carry on in India or elsewhere on its own or through its subsidiaries, associates, joint ventures or any other business associations, the business to establish, acquire fully and/or partly the existing businesses and /or startups related to designing, research and development, manufacturing, processing, labs, incubation centres, distilling, compounding, storing, formulating, marketing, distribution, buying, selling, importing, exporting, dealing and developing of biofuels, food industry including processing, seeds, Green technologies, Information technology including deep technologies, logistics, e-commerce, Clinical research and allied activities, advisory services, investments including to act as management consultants or advisors or consultants to corporate bodies and other entities in industry of all kinds whether in India or outside for Pharma and other fields of business.”

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

The Board recommends passing of the resolution set out at Item No. 4 as a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution.

**For and on behalf of the Board of Directors of
Samsrita Labs Limited**

Place: Hyderabad

Date: 30.04.2025

**Krishnam Raju Kalidindi
Chairman and Whole-time Director
(DIN: 00874650)**

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NOTES:

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2024 dated 19.09.2024 and SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of Extra Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)”, permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said Circulars, the EGM of the Company is being held through VC/OAVM.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) The Deemed Venue of the EGM of the Company shall be its Registered Office.
- 4) Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
- 5) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
- 6) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ R&T Agent. Members may note that the Notice will also be available on the Company’s website <https://drhlsl.com/> and on the website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. and Metropolitan Stock Exchange of India Limited i.e., <https://www.msei.in/> The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com.
- 7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 8) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
- 9) To avoid fraudulent transaction(s), the identity/ signature of the Members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

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- 10) Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
- 11) Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
- 12) For any communication, the shareholders may also send requests to the Company's email id: cs@drhlsl.com
- 13) Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
- 14) In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
- 15) Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at cs@drhlsl.com.
- 16) Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Registrar and Share Transfer Agents Venture Capital and Corporate Investments Private Limited.
- 17) Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital and Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
- 18) In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
- 19) The company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
- 20) Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.

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- 21) In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
- 22) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 23) The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

24) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 20.05.2025 at 09:00 a.m. and ends on 22.05.2025 at 05:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 16.05.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e., 16.05.2025

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (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 facility 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.

In case of Individual shareholders holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p> <p>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</p> <p>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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 in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote 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.
- 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.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 1. 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Samsrita Labs Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 and to the Company at the email address cs@drhlsl.com. (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - The company has appointed Mr. Vivek Surana, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within 24 hours from the conclusion of the Meeting.

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

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. 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.

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Contact No.9490424639,

SAMSRITA LABS LIMITED

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33

**For and on behalf of the Board of Directors of
Samsrita Labs Limited**

**Place: Hyderabad
Date: 30.04.2025**

**Krishnam Raju Kalidindi
Chairman and Whole-time Director
(DIN: 00874650)**

Regd.Off & Corp Off: 6-3-354/13/B2, Suryateja Apartments, Hindinagar, Punjagutta,
Hyderabad.500082.

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