



## 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@smslife.in](mailto:cs@smslife.in) | Website: [www.smslife.in](http://www.smslife.in)

### **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, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 1 <sup>st</sup> April, 2025 at 9:00 a.m. (IST)	Wednesday, 30 <sup>th</sup> April, 2025 at 5:00 p.m. (IST)

Dear Shareholders,

**NOTICE** is hereby given to the members of 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. 9/2024 dated 19<sup>th</sup> September, 2024 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 read with SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 (**“SEBI Circular”**), 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 SMS Lifesciences India Limited (**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 resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (**‘this 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 (**“Postal Ballot Notice”**) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **Wednesday, 30<sup>th</sup> April, 2025 (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 the 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 only through the remote e-voting system.**

The Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules thereunder, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company has appointed Mr. C. Sudhir Babu, 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 or any person authorized by him. The results shall be declared on **Friday, 2<sup>nd</sup> May, 2025** and will be displayed on the Company's website ([www.smslife.in](http://www.smslife.in)) 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, 30<sup>th</sup> April, 2025** i.e., the last date specified for receipt of votes through the e-voting process.

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

### **SPECIAL BUSINESS:**

**1) APPOINTMENT OF MRS. SUNDARAMMA PATIBANDLA AS NON-EXECUTIVE AND WOMEN INDEPENDENT DIRECTOR OF THE COMPANY, FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, Mrs. Sundaramma Patibandla (DIN: 02366355), who was appointed as an Additional Director by the Board of Directors, in the category of Independent Director, be and is hereby appointed as "Non-Executive and Women Independent Director" of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 12<sup>th</sup> February, 2025 to 11<sup>th</sup> February, 2030.

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

**2) REAPPOINTMENT OF MR. TVVSN MURTHY AS MANAGING DIRECTOR.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and clause 78 of the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, Nomination & Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for reappointment of Mr. TVVSN Murthy (DIN: 00465198), as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1<sup>st</sup> June, 2025, on such terms and conditions, including minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification(s) or relaxation(s) pursuant to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc., within such prescribed limit or ceiling as amended without any further reference to the members of the Company.

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





**3) CONTINUATION OF PAYMENT OF MANAGERIAL REMUNERATION TO EXECUTIVE DIRECTORS.**

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

**“RESOLVED THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to continue paying the following remuneration to Executive Directors, which may exceed the limit of 5% (five percent) of the net profits of the Company in any year, computed in the manner laid down in Section 198 of the Companies Act, 2013:

Name of Executive Director	Monthly Remuneration [₹]	Annual remuneration [₹]
Mr. TVVSN Murthy	16,50,000**	1,98,00,000**
Mr. TV Praveen	6,00,000	72,00,000
Mrs. Sudeepthi Gopineedi	2,00,000	24,00,000
<b>Total</b>	<b>24,50,000</b>	<b>2,94,00,000</b>

**\*\* plus perquisites.**

**RESOLVED FURTHER THAT** where in any year, the Company has no profits or profits are inadequate, the overall annual managerial remuneration paid to the Executive Directors shall not exceed ₹3,50,00,000/- (Rupees Three Crores and Fifty lakhs Only).

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

**4) APPROVAL TO POSTPONE THE NAME CHANGE ACTIVITY 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 applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, the Consent of the shareholders be and is hereby accorded to postpone the name change activities of the Company due to current business priorities and other contingencies.

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

Date: 28.03.2025  
Place: Hyderabad

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



By order of the Board  
for SMS Lifesciences India Limited

*(Signature)*  
**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 resolutions in respect of the businesses set out above is annexed hereto.
2. The Board of Directors of the Company hereby informs that the following Directors were appointed / reappointed in the Board meeting held on 12<sup>th</sup> February, 2025 and pursuant to Regulation 17 (1C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment / reappointment of Directors is required to be obtained within 3 (three) months from the date of appointment / reappointment in the Board.
  - ≡ Mrs. Sundaramma Patibandla (Women Independent Director) and
  - ≡ Mr. TVVSN Murthy (Managing Director)

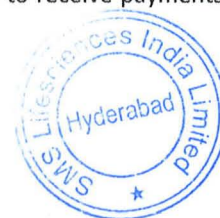
As the General Meeting is not scheduled within the stipulated timeline, approval of the shareholders is sought by this Postal Ballot as per the provisions of the Companies Act, 2013 and rules made thereunder.

3. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Company Secretary and Compliance Officer at [cs@smslife.in](mailto:cs@smslife.in).
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, 28<sup>th</sup> March, 2025 (**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.smslife.in](http://www.smslife.in). 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@smslife.in](mailto:cs@smslife.in)) / 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 on Friday, 28<sup>th</sup> March, 2025. 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, 30<sup>th</sup> April, 2025** 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, 28<sup>th</sup> March, 2025 ("**Cut-off Date**"), shall be entitled to avail the facility of e-voting.
- iv) The voting period begins **Tuesday, 1<sup>st</sup> April, 2025 (9.00 am) and will end on Wednesday, 30<sup>th</sup> April, 2025 (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 accounts in order to access e-Voting facility.

**Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode 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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 CDSL	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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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:

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"> <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 <SMS Lifesciences India 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.
  - a) 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.



- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly 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 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.**

- a) **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@smslife.in](mailto:cs@smslife.in) and [info@arthiconsultants.com](mailto:info@arthiconsultants.com) .
- b) **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

Detail procedure is laid down in <https://www.smslife.in/shareholding-information.php>

**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>SMS Lifesciences India Limited</b> Phone: 40-6628 8888 / 9861129909 Email: <a href="mailto:info@smslife.in">info@smslife.in</a> / <a href="mailto:cs@smslife.in">cs@smslife.in</a>
<b>Registrar &amp; Transfer Agent</b>	:	<b>Aarhi 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>

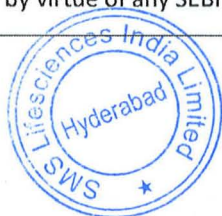




## ANNEXURE TO NOTICE:

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

<b>ITEM#01</b>	<p>The Board of Directors of the Company in the meeting held on 12<sup>th</sup> February, 2025, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013, approved the appointment of Mrs. Sundaramma Patibandla as an Additional Director, in the category of Non-Executive and Women Independent Director of the Company for a term of 5 (five) years with effect from 12<sup>th</sup> February, 2025 subject to approval of the shareholders.</p> <p><input type="checkbox"/> <b>Brief Profile:</b></p> <p>Mrs. Sundaramma Patibandla is a Chartered Accountant, a proven entrepreneur, mentor and a multifaceted personality with a portfolio spanning more than a decade in delivering a variety of advisory and audit services to diverse customer categories based in several corners of the world.</p> <p>She started her journey as a Managing Partner with SPC &amp; Associates, a reputed Chartered Accountant Firm that offers a diverse range of services Under Sundaramma active leadership, vision and business acumen, SPC &amp; Associates grew fast to be a trusted firm serving several business entities in diverse industries. Mrs. Sundaramma Patibandla did all of that and after more than a decade of being a professional, she started a business in non-finance sector, iSprout's fast growth and pioneering service range showcase her versatility and adaptability to learn and execute, practice, and perfect. She also started working a Unique Vineyard project with a brand called Irya.</p> <p><b>Education:</b> She is an alumna of Acharya Nagarjuna University, Andhra Pradesh, India, and finished her Chartered Accountancy from the Institute of Chartered Accounts of India (ICAI) in 2005 and Diploma in Information Systems Audit from ICAI, India, and a certificate course from IFRS.</p> <p>Details of Mrs. Sundaramma pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are provided as "Annexure A" forming part of the Postal Ballot Notice.</p> <p>The Company has received a declaration from her stating that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. She has also confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given her consent to act as a Director.</p> <p>The Company has also received notice under Section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of Mrs. Sundaramma for the office of Independent Director of the Company. The Board of Directors have taken on record the declaration and confirmation submitted by Mrs. Sundaramma.</p> <p>The Board considers that appointment of Mrs. Sundaramma as Women Independent Director will be of immense benefit to the Company and it is desirable to avail services of her as an Independent Director. She would bring with her immense experience to the Company in the areas of Corporate Leadership, Financial Acumen, diversity, Governance, Technology and Risk Management, to name a few.</p> <p>Copy of the appointment letter issued to Mrs. Sundaramma as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the Postal ballot is open.</p> <p>Mrs. Sundaramma is member of following Committees of the Company:</p> <ol style="list-style-type: none"><li>Audit Committee (member)</li><li>Nomination &amp; Remuneration Committee (member)</li><li>Stakeholders Relationship Committee (member)</li></ol> <p>In compliance with circular no. NSE/CML/2018/02 issued by National Stock Exchange of India Limited and circular No. LIST/COMP/14/2018-19 issued by BSE Limited dated 20<sup>th</sup> June, 2018 and based on the available information, the Board hereby affirm that Mrs. Sundaramma is not debarred from holding the office of Director by virtue of any SEBI order or any other authorities.</p>
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	<p>Mrs. Sundaramma is interested in the resolution set out at Item No. 1 of the Notice with regard to her appointment. Save and except the above, none of the other Directors/key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the notice.</p> <p>The Board, on the recommendation of the Nomination and Remuneration Committee, recommends the resolution set forth in Item No. 1 of the notice for approval of the members by passing a <b>Special Resolution</b>.</p>																						
ITEM#02	<p>Mr. TVVSN Murthy was reappointed as “Managing Director” of the Company for a period of 3 (three) years w.e.f., 1<sup>st</sup> June, 2022 vide Postal Ballot held between 26<sup>th</sup> July, 2022 and 24<sup>th</sup> August, 2022, with remuneration of ₹15.00 lakhs basic salary and ₹1.50 lakhs HRA per month (aggregating to ₹16.50 lakhs).</p> <p><b>Details of Mr. TVVSN Murthy as Managing Director:</b></p> <table border="1" data-bbox="295 616 1452 795"> <thead> <tr> <th rowspan="2">Particulars</th> <th rowspan="2">Duration</th> <th rowspan="2">No. of years</th> <th colspan="2">Date of Approval</th> </tr> <tr> <th>Board</th> <th>Shareholders</th> </tr> </thead> <tbody> <tr> <td>Appointed as Director</td> <td>01.04.2016</td> <td>-</td> <td>01.04.2016</td> <td>30.09.2016</td> </tr> <tr> <td>Appointed as Managing Director</td> <td>01.06.2017 – 01.05.2022</td> <td>05</td> <td>25.05.2017</td> <td>10.06.2017</td> </tr> <tr> <td>Reappointed as Managing Director</td> <td>01.06.2022 – 31.05.2025</td> <td>03</td> <td>28.05.2022</td> <td>24.08.2022</td> </tr> </tbody> </table> <p>The tenure of Mr. TVVSN Murthy as Managing Director of the Company will complete on 31<sup>st</sup> May, 2025, hence, the Board of Directors of the Company in the meeting held on 12<sup>th</sup> February, 2025, based on the recommendation of the Audit Committee, Nomination and Remuneration Committee, approved the reappointment of Mr. TVVSN Murthy for a further period of 3 (three) years from 1<sup>st</sup> June 2025 pursuant to Section 196(2) of the Companies Act, 2013, subject to approval of the shareholders.</p> <p>Note – as per Section 196(2) of the Companies Act, 2013, the reappointment of the Managing Director can be considered before 1 (one) year of the expiry of the tenure.</p> <p><input type="checkbox"/> <b>Brief profile:</b></p> <p><b>Education:</b></p> <p>Mr. Murthy is a Graduate in Chemistry.</p> <p><input type="checkbox"/> <b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>● In 1981, Mr. Murthy began his career with Standard Organics Limited, Hyderabad, as a chemist in the R&amp;D dept. During that period, he was instrumental in developing technologies and processes for several bulk drugs.</li> </ul> <p>He was actively involved in commercialization of products by scaling up the laboratory-scale process to pilot plant and up to commercial scales.</p> <ul style="list-style-type: none"> <li>● In 1990, Mr. Murthy associated with SMS Pharmaceuticals Limited and played a vital role in developing the manufacturing and R&amp; D activities of SMS Pharma. He also played a major part in reducing the Ranitidine production Process from 7 stages to 4 stages. Basically, he has vast experience in the pharmaceutical industry.</li> <li>● Since, 2016 (i.e. post demerger), Mr. Murthy has lead SMS Lifesciences India Limited as Managing Director and under his able guidance, Mahi Drugs (material subsidiary) has recently completed the US-FDA audit with Nil observations.</li> </ul> <p>Under the visionary leadership and strategic guidance of Mr. TVVSN Murthy, the Company has achieved significant milestones, expanded its market presence, and consistently delivered enhanced value to stakeholders. His in-depth expertise in the pharmaceutical industry, business acumen, and leadership capabilities have been instrumental in driving the Company’s growth, innovation, and operational excellence.</p> <p>Recognizing his unparalleled contributions and extensive experience, the Audit Committee, Nomination &amp; Remuneration Committee and the Board of Directors, at their respective meetings held on 12<sup>th</sup> February, 2025, have reviewed and unanimously recommended his reappointment for a further term of 3 (three) years, effective from 1<sup>st</sup> June, 2025, subject to approval of the shareholders.</p> <p>The reappointment will be on the existing remuneration structure of ₹16.50 lakhs per month, in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.</p>	Particulars	Duration	No. of years	Date of Approval		Board	Shareholders	Appointed as Director	01.04.2016	-	01.04.2016	30.09.2016	Appointed as Managing Director	01.06.2017 – 01.05.2022	05	25.05.2017	10.06.2017	Reappointed as Managing Director	01.06.2022 – 31.05.2025	03	28.05.2022	24.08.2022
Particulars	Duration				No. of years	Date of Approval																	
		Board	Shareholders																				
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Appointed as Managing Director	01.06.2017 – 01.05.2022	05	25.05.2017	10.06.2017																			
Reappointed as Managing Director	01.06.2022 – 31.05.2025	03	28.05.2022	24.08.2022																			





**Rationale for Reappointment:**

- **Proven Leadership & Strategic Vision** – Mr. Murthy has played a pivotal role in shaping the Company's long-term strategic roadmap, ensuring sustainable growth and profitability.
- **Industry Expertise & Business Growth** – With decades of experience in pharmaceutical sector, he has led the Company through expansion, regulatory compliance, and market leadership.
- **Commitment to Innovation & Operational Excellence** – His focus on innovation, quality standards, and operational efficiencies has strengthened the Company's competitive position.
- **Strong Financial & Stakeholder Management** – Under his leadership, the Company has delivered consistent financial performance, maintained investor confidence, and enhanced overall shareholder value.

This decision reflects the Board's confidence in his continued ability to lead the Company towards sustained success.

**Terms and Conditions of the reappointment:**

a) **Period of reappointment:**

Reappointment is for a period of 3 years w.e.f. 1<sup>st</sup> June, 2025 (liable to retire by rotation).

b) **Remuneration / Salary:**

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

c) **Perquisites & Allowances:**

- In addition to the salary payable, he shall also be entitled to perquisites and allowances not exceeding ₹1,50,000/- per month as house rent allowance;
- House maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, air-conditioning and repairs, all of which may be hired or owned; medical reimbursement; club fees, foreign travel and leave travel concession for himself and his family; medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Murthy.

d) **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration by way of salary, perquisites and allowances as specified above.

e) **Commission:**

In addition to the salary, perquisites and allowances payable, Mr. Murthy is also entitled to a Commission on the profit of the Company as may be decided by the Board from time to time.

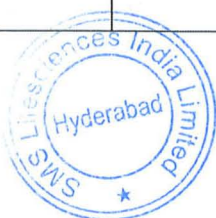
f) **Annual Bonus:**

In addition to the salary, perquisites and allowances & commission payable, Mr. Murthy is also entitled to an Annual Bonus based on the performance of the Company and subject to the approval of the Board of Directors.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to him in accordance with Schedule V to Companies Act, 2013 or any amendments thereto made hereinafter in this regard.

g) **Others Terms & Conditions:**

- For the purpose of calculating the above overall ceiling, perquisites and allowances shall be as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.



- He is entitled to travel in India or aboard, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone / Internet facility at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent that these either singularly or together are not taxable under the Income Tax Act. He is also entitled to Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure. All these shall not be included in computation of perquisites for the purpose of calculating the ceilings aforesaid.
- If at any time Mr. Murthy ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be Managing Director of the Company.

**Note -- all the payments made to him shall be within the overall managerial remuneration ceiling limits as approved by the shareholders.**

**□ Additional information:**

1. During the year 2024-25, 4 (four) meetings of the Board of Directors were held and all the meetings were attended by Mr. Murthy.
2. As on date, Mr. Murthy holds 4,80,034 (15.88%) equity shares in the Company.
3. Mr. Murthy is member of following Committees of the Company:
  - a) Audit Committee (member)
  - b) CSR Committee (chairman)
  - c) Stakeholders Relationship Committee (member)
4. Mr. Murthy is also Director in Mahi Drugs Private Limited (Subsidiary Company).

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

Information as per Item No. (iv) of the third proviso of Section II of Part II of Schedule V is provided in **Annexure B** forming part of this Notice.

In compliance with circular no. NSE/CML/2018/02 issued by National Stock Exchange of India Limited and circular No. LIST/COMP/14/2018-19 issued by BSE Limited dated 20<sup>th</sup> June, 2018 and based on the available information, the Board hereby affirm that Mr. Murthy is not debarred from holding the office of Director by virtue of any SEBI order or any other authorities.

The Board, based on the recommendation made by the Audit Committee, Nomination and Remuneration Committee, recommends the resolution set forth in Item No. 2 of the notice for approval of the members by passing a **Special Resolution**.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 2 of the Notice with regard to reappointment of Mr. TVVSN Murthy as Managing Director of the Company.

Save and except the above, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.





**ITEM#03**

Managerial Remuneration to Executive Directors in excess of below mentioned threshold shall be paid only with the approval of members by passing Special Resolution pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Annual remuneration payable individually exceeding 2.5% of the net profit or 5 (five) crores, whichever is higher.
- Annual remuneration in aggregate payable exceeds 5% of the net profits.

In this regard, the Company has obtained the approval of members of the Company in 16<sup>th</sup> Annual General Meeting (AGM) dated 30<sup>th</sup> September, 2022, in order to pay the following aggregate managerial remuneration to the Executive Directors of the Company:

Name of Executive Director	Monthly Remuneration [₹]	Annual remuneration [₹]
Mr. TVVSN Murthy	16,50,000**	1,98,00,000**
Mr. TV Praveen	6,00,000	72,00,000
Mrs. Sudeepthi Gopineedi	2,00,000	24,00,000
<b>Total</b>	<b>24,50,000</b>	<b>2,94,00,000</b>

\*\* plus perquisites.

However, as per the second proviso of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members shall be valid only till the expiry of the term of such Executive Director and as the tenure of Mr. TVVSN Murthy as Managing Director expired on 31<sup>st</sup> May, 2025 and shall be reappointed for a further period of 3 (three) years. Hence, fresh approval of members is required in order to continue with the aggregate annual managerial remuneration payable to the Executive Directors, which may exceed the limit of 5% (five percent) of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, in its meeting held on 12<sup>th</sup> February, 2025, considered the proposal to continue the payment of the remuneration to Executive Directors by the Company as given in the table above, in respect of any financial year, notwithstanding the fact that the annual remuneration payable to all of them in aggregate may exceed the limit of 5% (five percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, as prescribed in the Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of members of the Company.

The Board recommends the resolution set forth in Item No. 3 of the notice for approval of the members by passing a **Special Resolution**.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 3 of the Notice with regard to continue for paying the managerial remuneration to Executive Directors of the Company.

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.



<b>ITEM#04</b>	<p>The Board of Directors of the Company vide circular resolution dated 21<sup>st</sup> January, 2025 and shareholders of the Company vide Postal Ballot, result of which was declared 28<sup>th</sup> February, 2025, had approved to change the name of the Company from "SMS Lifesciences India Limited" to "Haleos Labs Limited".</p> <p>However, the Board of Directors of the Company vide Circular Resolution dated 25<sup>th</sup> March, 2025, upon strategic review of business related contingencies has proposed to defer the name change activities to future date.</p> <p><input type="checkbox"/> <b><u>Justification:</u></b></p> <p>The proposal is primarily based on current operational and regulatory priorities.</p> <p>Even through, Company remains committed to enhancing the brand identity, the current focus is on ensuring operational stability and efficiency.</p> <p><input type="checkbox"/> <b><u>Key reasons for postponement:</u></b></p> <ul style="list-style-type: none"> <li>● <b>Regulatory requirement:</b> proposed regulatory scrutiny and compliance requirements demands full attention to mitigate risks and ensure adherence.</li> <li>● <b>Resource allocation:</b> name change involves substantial logistical and financial commitments, which we must carefully manage.</li> <li>● <b>Stakeholder Impact:</b> maintaining stability in our brand identity during this period is essential to preserve key relationships and market positioning.</li> </ul> <p>It is further reiterated that the proposed name change remains an integral part of the Company's long-term strategy and will be revisited at a more appropriate time, considering various business and operational factors.</p> <p>In this regard, the Board of Directors recommends that the members approve the postponement of the name change initiative in accordance with Clause 11 of the Secretarial Standards – 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI). As per SS-2, any resolution passed at a meeting cannot be rescinded except by passing a subsequent resolution.</p> <p>Furthermore, the Guidance Note on SS-2 clarifies that any resolution reversing a previously passed resolution must be approved in the same manner as the original resolution. Therefore, in compliance with these provisions, the Board recommends that the postponement of the name change be approved by the members through a Special Resolution via Postal Ballot. The Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members by passing a <b>Special Resolution</b></p> <p>None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this Item set out in the Notice except to the extent of their shareholdings in the Company, if any.</p>
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Date: Hyderabad  
Place: 28.03.2025



By order of the Board  
for SMS Lifesciences India Limited

*Trupti Ranjan Mohanty*  
**Trupti Ranjan Mohanty**  
Company Secretary



**DETAILS OF DIRECTORS SEEKING REAPPOINTMENT**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclose Requirement) Regulations, 2015 read with Secretarial Standard -2 issued by ICSI]

<b>Name of the Director</b>	<b>Mrs. Sundaramma Patibandla</b>
<b>Director Identification Number (DIN)</b>	02366355
<b>Date of Birth</b>	01.04.1977 [47 years]
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	12.02.2025
<b>Qualification</b>	Chartered Accountant
<b>Experience</b>	<ul style="list-style-type: none"> <li>● Managing Partner at SPC &amp; Associates from 2005 until 2017</li> <li>● Founded iSprout in 2017.</li> </ul>
<b>Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	Nil
<b>Directorships /chairmanship held in other public Companies</b>	Nil
<b>Relationship between Directors Inter-se</b>	None
<b>Shareholding</b>	Nil
<b>Terms and conditions of appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</b>	Terms and conditions of appointment are as per the Policy of the Company as displayed on the Company's website. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board.

<b>Name of the Director</b>	<b>Mr. TVVSN Murthy</b>
<b>Director Identification Number (DIN)</b>	00465198
<b>Date of Birth</b>	10.02.1960 [65 years]
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	01.04.2016
<b>Qualification</b>	Graduate in Chemistry
<b>Experience</b>	More than 44 years expertise in the field of Organic Chemistry and has a rich experience in API's and pharmaceutical industry.
<b>Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	Nil
<b>Directorships /chairmanship held in other public Companies</b>	Mahi Drugs Private Limited (a subsidiary of SMS Lifesciences & deemed public company)
<b>Relationship between Directors Inter-se</b>	Father of Mr. T.V. Praveen, Executive Director and Mrs. Sudeepthi Gopineedi, Whole-time Director
<b>Shareholding</b>	4,80,034 (15.88%)
<b>Terms and conditions of appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</b>	Terms and conditions as mentioned in the explanatory statement and as per the policy of the Company as displayed on the Company's website.





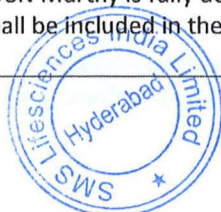
**INFORMATION PURSUAN TO ITEM (IV) OF  
THIRD PROVISO OF SECTION II OF PART II SCHEDULE V TO THE COMPANIES ACT, 2013**

I. General Information:					
<b>Nature of Industry</b>	The Company is engaged in the business of manufacturing, buying, selling, offering consultancy, importing and exporting, acting as commission agents and generally dealing with all types of Organic & Inorganic Chemicals, Pharmaceuticals, Active Pharmaceutical Ingredients (API) and Intermediates.				
<b>Date of commencement of Commercial production.</b>	Semi-Regulatory manufacturing facilities (i.e. Kazipally unit and Jeedimetla unit) along with other assets were vested with SMS Lifesciences as part of scheme of arrangement between SMS Pharmaceuticals Limited and SMS Lifesciences India Limited vide NCLT order dated 15 <sup>th</sup> May, 2017, the said undertakings were functioning for last 35 years, out of which upto 2015-16, under the name of SMS Pharmaceuticals Limited.				
<b>In case of new companies, expected date of commencement of activities</b>	Not applicable since the Company is an existing Company.				
<b>Financial performance based on given indicators (standalone) in Crores.</b>	<b>Year</b>	<b>Income</b>	<b>PBT</b>	<b>PAT</b>	<b>EPS</b>
	2023-24	303.84	19.11	13.07	43.22
	2022-23	318.12	18.37	13.22	43.72
	2021-22	347.16	32.98	25.38	83.95
	<b>figures of FY 2022-23 and 2021-22 includes exceptional income.</b>				
<b>Foreign investments or collaborators, if any.</b>	Company has not received any foreign investment, except the investment through secondary market.				
II. Information about the Managerial person:					
<b>Background details</b>	<p><b>Name: Mr. TVVSN Murthy</b></p> <p>Age: 65 years</p> <p>He is a Graduate in Chemistry and has a rich experience in bulk drug (API) and pharmaceutical industry. He started his career in 1981 with Standard Organics Limited, Hyderabad, as a chemist in R&amp;D. During this period he was instrumental in developing technologies and processes for several bulk drugs. He was actively involved in commercialization of products by scaling up the laboratory scale process to pilot plant and up to commercial scale.</p> <p>In 1984, he joined Cheminor Drugs Limited (Group of Dr. Reddy's Limited Laboratory), Hyderabad as Production Manager. He played a major role in substantial development of production and turnover.</p> <p>He played a key role in getting US FDA approval for Cheminor Drugs Limited. As a production Manager, he contributed a lot in process improvement and cost reduction procedures and generated motivation among the work force. He has co-promoted SMS Pharmaceuticals in 1990. He played a vital role in developing the production and R&amp;D activities of SMS Pharma. He also played a major part in reducing the Ranitidine production Process from 7 stages to 4 stages.</p> <p>In his Capacity as Vice Chairman and Joint Managing Director of SMS Pharmaceuticals Limited, he has taken leadership in projects and EHS, energy saving initiatives. As part of Demerger plan, he was assigned responsibility of overseeing SMS Lifesciences.</p> <p>He has a vast experience in pharmaceutical industry. He has been associated with SMS Lifesciences India Limited since 2016. He always strives towards the product development and growth of the organization.</p>				





<b>Past remuneration</b>	Mr. TVVSN Murthy has drawn total remuneration of ₹2,98,77,686/- during the year 2023-24.
<b>Recognition or awards</b>	<p>He has been actively involved in the SMS group and has played a key role in the growth of the group since last 3 decades.</p> <p>Mr. Murthy's dedication for the long-term &amp; sustainable growth of the Company has been well recognized in the Company and he guided SMS Pharma to being a leading manufacturer in the country and also in getting the "Best API Manufacturing Company" and "Best API Exports Company" from the Government of India.</p> <p>SMS Pharma has also received Green Chemistry award from American Chemical Society for path-breaking mercaptan handling in ranitidine under his leadership.</p> <p>Under his able leadership, Company has recently successfully completed US-FDA inspection for its material subsidiary <b>with Zero observations</b>.</p>
<b>Job profile and his suitability</b>	He was Vice Chairman and Joint Managing Director in SMS Pharmaceuticals Limited prior to the demerger of the Company and has varied experience in the Pharma Industry.
<b>Remuneration proposed</b>	As given under the Explanatory statement. (Item No. 2)
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	<p>Remuneration of Mr. Murthy is in tune with the remuneration in similar sized industries in same segment of business. The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background.</p> <p>The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, his contribution as Managing Director to the growth of the Company, its business and its profitability, age and merits.</p>
<b>Pecuniary Relationship directly or indirectly with the Company, or Relationship with Managerial Personnel, if any:</b>	Other than the remuneration, Mr. Murthy has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding along with his immediate relatives, 55.39% of the Paid-up Equity Share Capital of the Company.
<b>III. Other Information:</b>	
<b>Reasons for loss or inadequate profits</b>	The Company has not incurred loss in the preceding years.
<b>Steps taken or proposed to be taken for improvement</b>	<p>However, the ever-changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approval of the Shareholders by Special Resolution is being sought to pay said remuneration to Mr. Murthy during the further period of 3 (three) years as Managing Director.</p> <p>With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase the productivity and consequent increase in profits.</p>
<b>Expected increase in productivity and profits in measurable terms</b>	<p>The Company is able to provide its customers value addition due to its strong Research &amp; Development (R&amp;D) capabilities. The Company has made substantial investment to bring Environment, Health, Safety (EHS) standard to international levels.</p> <p>The Company is therefore optimistic of making substantial strides in developing this business segment and developing new products.</p>
<b>IV. Disclosures:</b>	
Remuneration package of Mr. TVVSN Murthy is fully described in the Explanatory Statement and the requisite details of remuneration etc., of Directors shall be included in the Corporate Governance Report forming part of Annual Report for the year 2024-25.	



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