



LifeSciences
September 06, 2024

SMS Lifesciences India Limited

Registered & Corporate Office :

Plot No. 19-III, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills, Hyderabad - 500 096, Telangana, INDIA.
Tel : +91-040-6628 8888, Fax : +91-40-2355 1401
CIN : L74930TG2006PLC050223
Email : info@smslife.in, Website : www.smslife.in

To

BSE Limited,

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

Scrip code: 540679

Through: BSE Listing Center

National Stock Exchange of India Limited,

Listing Department, "Exchange Plaza",
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Trading Symbol: SMSLIFE

Through: NEAPS Portal

SUB: NOTICE OF THE 18TH ANNUAL GENERAL MEETING.

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

Dear Sir/Madam,

Further to our intimations dated August 09, 2024 and August 24, 2024, please find enclosed herewith the Notice of the 18th (Eighteenth) Annual General Meeting ("AGM") of the Company scheduled to be held on **Monday, September 30, 2024 at 3.00 p.m.** through Video Conference.

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

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

For SMS Lifesciences India Limited


Trupti Ranjan Mohanty
Company Secretary



[Enclosed: AGM Notice]

AGM NOTICE:

Notice is hereby given that the 18th Annual General Meeting (AGM) of the members of **SMS Lifesciences India Limited** (CIN: L74930TG2006PLC050223) to be held on **Monday, 30th September, 2024 at 03.00 pm** through Video Conferencing (“VC”), to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS.

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the year ended 31st March, 2024 and the reports of the Board of Directors and the Auditors thereon.

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

“RESOLVED THAT the Audited (standalone and consolidated) Financial Statements of the Company for the year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. DECLARING THE DIVIDEND FOR THE YEAR 2023-24.

To declare Dividend on Equity Shares at ₹1.50 per Equity Share of the face value of ₹10/- each (15%), for the year 2023-24.

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

“RESOLVED THAT dividend at ₹1.50/- (15%) per equity share of the face value of ₹10/- each, as recommended by the Board for the year ended 31st March, 2024, out of the profits for the year, be and is hereby approved and declared.”

3. RE-APPOINTMENT OF MR. TALLURI VENKATA PRAVEEN, RETIRING BY ROTATION, AS DIRECTOR OF THE COMPANY.

To re-appoint Mr. Talluri Venkata Praveen (DIN: 08772030), who retires by rotation.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Talluri Venkata Praveen (DIN: 08772030), as Director of the Company, who shall retire by rotation and being eligible, offer himself for reappointment.”

SPECIAL BUSINESS:

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2024-25.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into / continue with the existing Related Party Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as set out in the Explanatory Statement with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may exceed 10% of the annual consolidated turnover of the Company for the last year (i.e. 2023-24), on such terms and conditions as may be agreed between the Company and such related parties, in the ordinary course of business of the Company and at an arm length basis.

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

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

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE MATERIAL SUBSIDIARY OF THE COMPANY FOR THE YEAR 2024-25.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into / continue with the existing Related Party Transaction(s) by the material subsidiary of the Company (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as set out in the Explanatory Statement with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may exceed 10% of the annual consolidated turnover of the Company for the last year (i.e. 2023-24), on such terms and conditions as may be agreed between the material subsidiary of the Company and such related parties, in the ordinary course of business of the Company and at an length basis.

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

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

6. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Harshitha Annapragada & Co, Cost Accountants (Firm registration no. 006031), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the year ending 31st March, 2025, amounting to ₹75,000/- (Rupees Seventy-Five Thousand only) plus out of pocket expenses, at actuals and applicable taxes be and is hereby ratified and confirmed.

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

By Order of the Board
For SMS Lifesciences India Limited

Date: 09.08.2024
Place: Hyderabad

Trupti Ranjan Mohanty
Company Secretary

NOTES TO E-AGM NOTICE:

- 1) The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 7th October, 2023 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 18th AGM of the Company is being held through VC / OAVM.
 - ❑ **The deemed venue for the 18th AGM shall be the Registered Office of the Company i.e. Plot No.19-III, Road No.71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.**
 - ❑ **Company is providing VC/OAVM facility to its members to attend the 18th AGM on Monday, 30th September, 2024 through Central Depository Services Limited (CDSL).**
 - 2) The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the notice, Secretarial Standard on General Meetings (“SS-2”), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, is annexed hereto. The Board of Directors of the Company at its meeting held on 9th August, 2024, has considered and decided to include the Item Nos. 4 to 6 given above as Special Business in the AGM.
 - 3) Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Accordingly, the facility for **appointment of proxies by the Shareholders will not be available for the AGM** and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives by sending representation at cs@smslife.in to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 - 4) In case of joint Shareholders attending the AGM, only such joint Shareholder who is higher in the order of the names will be entitled to vote.
 - 5) The VC/OAVM facility for members to join the meeting shall be kept open 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/ OAVM only, by following the instructions given in note no. 26 of this Notice.
 - 6) The facility for attending the AGM virtually will be made available for 1,000 shareholders on a first come first served basis. This will not include large members (i.e. members with 2% or more shareholding, promoters, institutional investors, Directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination
- Further, additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), in respect of Director seeking re-appointment at the AGM as mentioned in Item No. 3 of this AGM Notice is provided in **Annexure I** of this report.
- Members may also note that the notice of the AGM and the Annual Report 2023-24 will be posted on the Company’s website, www.smslife.in and also on the websites of the stock exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively.

& Remuneration Committee and Stakeholders' Relationship committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

[The detailed instructions for e-voting and attending the AGM through VC/OAVM is mentioned in note no. 23 – 29 and can be accessed from www.smslife.in/investors/procedure.pdf]

- 7) The transcript of the AGM and link of video recording shall be made available on the website of the Company www.smslife.in in the "Investors relations" section as soon as possible, after the meeting is concluded.
- 8) In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, 30th August, 2024 ("First Cutoff Date")**. Members may note that Notice and Annual Report 2023-24 can also be accessed from the websites of the Company at www.smslife.in, websites of the Stock Exchange(s) www.bseindia.com and www.nseindia.com, website of CDSL (agency for providing the remote / venue e-voting facility) at www.evotingindia.com.

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

No physical copy of the notice of the 18th AGM and the Annual Report for the year 2023-24, has been sent to any members. However, members will be entitled to a physical copy of the Annual Report for the year 2023-24, free of cost, upon sending a request to the Company Secretary at cs@smslife.in or at the Registered Office of the Company.

- 9) The registers, i.e. Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act 2013, respectively, will be available electronically for

inspection by members during the AGM. All documents referred to in this Notice and the explanatory statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 30th September, 2024. Members seeking to inspect such documents can send an email to cs@smslife.in.

- 10) Members seeking any information with regard to accounts or any other information are requested to write to the Company atleast 10 (ten) days before the meeting so as to enable the management to keep the information ready.
- 11) The annual accounts of the Subsidiary (i.e. Mahi Drugs Private Limited) is made available on the website of the Company at <https://www.smslife.in/financials.php>.
- 12) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify immediately any change of particulars such as name, postal address, e- mail address, telephone/ mobile numbers, PAN, registering of nomination, bank mandate details and / or demise of any Member as soon as possible:
- to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - to the Company's Registrar & Share Transfer Agents (RTA), M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad – 500029, in respect of their physical share folios, if any, quoting their folio numbers.

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

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

14) SEBI has mandated the submission of permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. The Company has sent 4 reminder letters to all the Members holding shares in physical form on (i) 1st June, 2022, (ii) 22nd February, 2023, (iii) 27th February, 2024 and (iv) 13th July, 2024 pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 read with Master Circular for RTAs dated 7th May, 2024 for furnishing their PAN, KYC details and Nomination forms in form ISR-1.

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

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

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

The form ISR-1 is available at the website of the Company at www.smslife.in/investors/KYC-updation-forms.pdf; attention of the Members holding shares of the Company in physical form is invited to go through and submit the details to info@aarthisconsultants.com and cs@smslife.in

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

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

Pursuant to SEBI Circular dated 3rd November, 2021, the RTA/ Company shall verify and process the service requests and **issue a 'Letter of Confirmation' in lieu of physical securities certificate(s)**, to the securities holder/ claimant after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerializing the said securities. If the Members fail to submit the dematerialisation request within 120 days, then the Company shall **credit those shares in the Suspense Escrow Demat account** held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

Further, SEBI in its notification dated 24th January, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of this, to eliminate all risks associated with physical shares and avail themselves of various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Aarthis Consultants, for assistance in this regard.

- 16) Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
- 17) **SEBI has introduced a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.**
Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at <https://smartodr.in/login>.
- 18) Dividend of ₹1.50/- (15%) per equity share of ₹10/- each, for the year 2023-24, as recommended by the Board of Directors in the meeting held on 27th May, 2024, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, to those persons or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on **Monday, 23rd September, 2024 (“Record Date”)** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Monday, 23rd September, 2024 after giving effect to valid request(s) received for transmission/transposition of shares.
- Dividend, if declared, at the 18th AGM, will be paid within 30 days by way of credit to the respective Bank accounts of the members from the date of approval by the Shareholders, subject to deduction of tax at source, to those members whose names appear on the register of members of the Company as on the record date.
- 19) **The register of members and share transfer books of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of Dividend and AGM.**
- 20) In terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to use the Reserve Bank of India’s approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc., for making payments like dividends to the members.
Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request to update their bank details, to the Company’s RTA.
- 21) Pursuant to the changes introduced in the Income Tax Act, 1961 (“the IT Act”) as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the members and the Company is required to deduct tax at source (TDS) at the time of making the payment of dividend to members at the prescribed rates. (For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2023 and amendments thereof.)
However, no tax shall be deducted on the dividend payable to a resident individual member, if the total dividend to be received by them during the year 2024-25 does not exceed ₹5,000/- and also in cases where members provide Form 15G (applicable to any person other than HUF or a company or a firm)/Form 15H (applicable to an individual who is 60 years and older) subject to such conditions as specified in the IT Act. Members may also submit any other document as prescribed under the IT Act, to claim a lower/nil withholding tax. PAN is mandatory for members providing Form 15G/Form 15H or any other documents as mentioned above.
The formats are available on the website of the Company at www.smslife.in/investors/TDS.pdf
- The aforesaid declarations and documents need to be submitted by the members on or before Wednesday, 25th September, 2024 to the Company / RTA. No communication on the tax determination/deduction shall be entertained post the aforesaid

date. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

Members are requested to update their Permanent Account Number (“PAN”) with the Company (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode). PAN linked with Aadhar shall only be considered as valid PAN.

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

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

Financial Year	Date of declaration of Dividend	Unclaimed dividend as on 31.03.2024	Last date for claiming unpaid/unclaimed dividend
2018-19	30.09.2019	₹ 37,911	07.11.2026
2019-20	-	-	-
2020-21	30.09.2021	₹ 17,214	07.11.2028
2021-22	30.09.2022	₹10,745	07.11.2029
2022-23	29.09.2023	₹23,460	06.11.2030

Members who have not uncashed the sale consideration against fractional shares issued pursuant to demerger (i.e. ₹6,16,645/-), are requested to make their claims to RTA (info@aarthicconsultants.com) or the Company (cs@smslife.in).

Detailed list unclaimed dividend and unclaimed fractional share amount as on 31st March, 2024 is uploaded in the website of the Company at www.smslife.in/shareholding-information.php.

Shareholders are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with IEPF Rules, all shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to IEPF Authority as notified by the MCA. Similarly, the unclaimed fractional share amount remaining unclaimed shall become due for transfer to IEPF on 15th December, 2024, upon expiry of 7 (Seven) years from the sale proceeds payout date pursuant to demerger order, in terms of Section 124 of the Companies Act, 2013.

Complying with various requirements set out in the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company shall send individual notices / reminders within the specific timelines to the concerned persons at their latest available address(es) / email id / contact no. registered with the Company or RTA, whose fractional share sale consideration amount has remained unpaid or unclaimed, giving them the opportunity to claim the same latest by 15th November, 2024 to avoid transfer to IEPF, by making an application to the Company or the Company’s Registrar & Transfer Agent, Aarthi Consultant along with all the requisite documents.

The concerned claimant are requested to send their claims preferably well in advance in order to allow sufficient time for processing their claims.

It may be further noted that, in case no valid claims in respect of such unclaimed amount are received by the due date or such other date as may be extended under the provisions of law, the Company shall be compelled to transfer the said unclaimed amount to IEPF by the due date, as per stipulated procedure, without any further notice. No claim shall lie against the Company in respect of unclaimed fractional share amount transferred to IEPF.

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

- a) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 18th AGM to be held on Monday, 30th September, 2024, at 3.00 p.m.

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

- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Monday, 23rd September, 2024 (“Second Cut-off Date”)**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of this Notice, who has no voting rights as on the “Second Cut-off date”, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after “First cut-off date” (i.e. after dispatch of the Notice of the AGM) and prior to “Second Cut-off date” (i.e. entitled to participate in AGM), shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the AGM.
- d) **The remote e-voting will commence on Thursday, 26th September, 2024 at 9.00 a.m. and will end on Sunday, 29th September, 2024 at 5.00 p.m.**

- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the “Second Cut-off date”.

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

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

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

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

- b) In terms of aforesaid SEBI circular, e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings (Individual) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR	
Date of Birth (DOB)	<input type="checkbox"/> If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- d) After entering these details appropriately, click on **“SUBMIT”** tab.
- e) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g) Click on the **EVSN** for the Company.
- h) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- i) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- j) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- k) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- l) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- m) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

25) Note for Non – Individual Shareholders and Custodians

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

- a) Members will be provided with a facility to attend the AGM through VC/OAVM by CDSL. Members may access the same at www.evotingindia.com under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Members may to join the Meeting through Laptops, smartphones, Tablets and ipads for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) For ease of conduct, members who would like to express their views or ask questions during the AGM may **register themselves as a speaker by sending request from their registered email address mentioning their questions by 25th September, 2024** mentioning their name, demat account number (along with DP ID) / folio number, PAN, email id, mobile number at cs@smslife.in.

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

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

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- c) If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

28) 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 and info@aarthiconsultants.com.
- b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Detailed procedure is laid down in www.smslife.in/investors/procedure.pdf

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

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

- 30) The Board of Directors of the Company at their meeting held on 9th August, 2024, have appointed Mr. C. Sudhir Babu, Practicing Company Secretary, Proprietor, CSB Associates as the Scrutinizer, for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting during the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than two (2) working days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman for counter signature.

The Results shall be declared by the Chairman or by an authorized person of the Chairman, and the resolutions will be deemed to have been passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

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

CONTACT DETAILS:

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

ANNEXURE TO NOTICE:

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

ITEM#04

Material Related Party Transactions for the year 2024-25:

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds the specified threshold limits. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

In this regard, all Related Party Transactions with an aggregate value exceeding ₹1,000 crore or 10% of annual audited consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as "material" and requires prior approval of members by means of an Ordinary Resolution.

Given the nature of the Company, the Company works closely with its subsidiary and other related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on at arm's length basis.

Following shall be considered as "Material Related Party Transactions" of the Company for the year 2024-25, based on the annual audited consolidated turnover of the Company for the previous year (i.e. 2023-24) :

[₹ in Crores]

SL No.	Name of Related Party	Nature of transaction	Threshold limit**	Estimated Transaction(s) value
1.	Mahi Drugs Private Limited ¹	Sale & Purchase of Goods & Services, rent	30.60	85.10
2.	Purogene Labs Private Limited ² (Formerly known as "RCHEM Somanahalli Private Limited)	Sale & Purchase of Goods & Services, rent	30.60	70.10
3.	ChemWerth Inc, USA ³	Sale & Purchase of Goods & Services, Business advance	30.60	40.00

1- Subsidiary Company | 2 - Directors have significant influence | 3 - Other related party

****10% of consolidated turnover (i.e. ₹306.00 Crs) of the Company for the year 2023-24**

Note –

- Approval is required even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.
- The amended Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Accordingly, the Board of Directors based on recommendation of the Audit Committee at their meeting held on 10th February, 2024, have accorded approval to enter into and/or continue with aforesaid material Related Party Transactions with 'Related Parties' within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (whether individual transaction or transactions taken together or series of transactions or otherwise) for the year 2024-25.

Additional Information pursuant to SEBI master circular dated 11th July, 2023:

Sl.No.	Description	Details		
1.	Details of summary of information as provided by the Management to the Audit Committee			
a.	Name of the related party and its relationship with the Company	Mahi Drugs Private Limited, [Material Subsidiary]	Purogene Labs Private Limited [Directors have significant influence]	ChemWerth Inc, USA [Other related party -Strategic Investor (40% stake) in Subsidiary Company]
b.	Name of the Director or key managerial personnel who is related and nature of relationship	Mr. TVVSN Murthy, Mr. TV Praveen & Mr. P Sarath Kumar are also Directors in the Board of Mahi Drugs Private Limited.	Mr. TVVSN Murthy, Mr. TV Praveen & Mrs. Sudeepthi Gopineedi are shareholders in Purogene Labs Private Limited	-
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Sale & Purchase of goods, availing & rendering of Services and renting of property / Business advance. The maximum annual value of the proposed transactions is estimated based on the Company's current transactions and future business projections.		
d.	Value of Transaction (aggregate limits is an enabling limit to help the business to operate smoothly without interruptions)	₹85.10 Crores	₹70.10 Crores	₹40.00 Crores
e.	Tenure of the proposed transaction	This related party transactions are recurring in nature. However, the approval of the shareholders is being sought for related party transactions for the year 2024-25.		
f.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	27.82%	22.91%	13.07%

Sl.No.	Description	Details
2.	Justification for the transaction	<p>The proposed transactions are in the best interest of the Company and are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.</p> <p>These proposed transactions with related parties shall support the availability of prime raw material & intermediaries to API's, for increase of its overall operations and profitability.</p> <p>These transactions shall be purely on the basis of day to day business requirements and in the Ordinary Course of business and at an arm's length basis as per the guidelines of related party policy of the Company.</p>
3.	Details of transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction	The transactions do not contemplate any valuation.
5.	Any other information that may be relevant	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business.

The aforesaid estimated value of the proposed transactions may exceed the materiality threshold limits as prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Actual value of the transactions may vary depending upon the business requirements.

Furthermore, the value of Related Party transactions with aforesaid Related Parties for the period commencing from 1st April, 2024 to the date of this Notice has not exceeded the materiality thresholds and the Company will ensure that the same does not exceed the aforesaid threshold upto the date of the 18th AGM.

The aforesaid transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and shall at all time remain within the aforesaid limits. However, in case of any subsequent material modifications as defined in the Company's policy on materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no. 4 of the notice for approval of the members by passing an **Ordinary Resolution**. All entities falling under the definition of the related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution as set out at Item No. 4 of the Notice with regard to approval of proposed material Related Party Transactions for the year 2024-25.

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#05

Material Related Party Transactions of Mahi Drugs Private Limited, Material Subsidiary of the Company, for the year 2024-25:

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds the specified threshold limits. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and at arm's length basis.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and at arm's length basis.

In this regard, all Related Party Transactions with an aggregate value exceeding ₹1,000 crore or 10% of annual audited consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as "material" and requires prior approval of members by means of an Ordinary Resolution.

Following shall be considered as "Material Related Party Transactions" of the Company pertaining to the Material Subsidiary for the year 2024-25, based on the annual audited consolidated turnover of the Company for the previous year (i.e. 2023-24):

[₹ in Crores]

Sl. No.	Name of Related Party	Nature of transaction	Threshold limit**	Estimated Transaction value
1.	SMS Lifesciences India Limited ¹	Sale & Purchase of Goods & Services, Rent	30.60	85.10
2.	ChemWerth Inc, USA ²	Sale & Purchase of Goods & Services, Business advance	30.60	55.00

1- Company | 2 - Other related party

**10% of consolidated turnover (i.e. ₹306 Crs) of the Company for the year 2023-24

Note –

- Approval is required even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.
- The amended Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Accordingly, the Board of Directors based on recommendation of the Audit Committee at their meeting held on 10th February, 2024, have accorded approval to enter into and/or continue with aforesaid material Related Party Transactions pertaining to Mahi Drugs Private Limited (Material Subsidiary) with its 'Related Parties' within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (whether individual transaction or transactions taken together or series of transactions or otherwise) for the year 2024-25.

Additional Information pursuant to SEBI master circular dated 11th July, 2023:

Sl No.	Description	Details	
1.	Details of summary of information as provided by the Management to the Audit Committee		
a.	Name of the related party and its relationship with the Company	SMS Lifesciences India Limited [Company]	ChemWerth Inc, USA [Other related party -Strategic Investor (40% stake) in Subsidiary Company]
b.	Name of the Director or key managerial personnel who is related and nature of relationship	Mr. TVVSN Murthy, Mr. TV Praveen & Mr. P. Sarath Kumar are also Directors in the Board of Mahi Drugs Private Limited.	-
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Sale & Purchase of goods, availing & rendering of Services and renting of property / Business advance. The maximum annual value of the proposed transactions is estimated based on the Company's current transactions and future business projections.	
d.	Value of Transaction (aggregate limit is an enabling limit to help the business operate smoothly without interruptions)	₹85.10 Crores	₹ 55.00 Crores
e.	Tenure of the proposed transaction	This related party transactions are recurring in nature. However, the approval of the shareholders is being sought for entering into related party transactions for the year 2024-25.	
f.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	27.82%	17.98%
2.	Justification for the transaction	<p>The proposed transactions are in the best interest of the Mahi Drugs (Subsidiary) and are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Mahi Drugs (Subsidiary) and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.</p> <p>Under current business scenario, these proposed transactions with related parties shall support the availability of prime raw material & intermediaries to API's, for increase of its overall operations and profitability.</p> <p>These transactions shall be purely on the basis of day to day business requirements and in the Ordinary Course of business & on an arm's length basis as per the guidelines of related party policy of the Company.</p>	

SI No.	Description	Details
3.	Details of transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction	The transactions do not contemplate any valuation.
5.	Any other information that may be relevant	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business.

The aforesaid estimated value of the proposed transactions may exceed the materiality threshold limits as prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Actual value of the transactions may vary depending upon the business requirements.

Furthermore, the value of Related Party transactions with aforesaid Related Parties for the period commencing from 1st April, 2024 to the date of this Notice has not exceeded the materiality thresholds and the Company will ensure that the same does not exceed the aforesaid threshold upto the date of the 18th AGM.

The aforesaid transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and shall at all time remain within the aforesaid limits. However, in case of any subsequent material modifications as defined in the Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no. 5 of the notice for approval of the members by passing an **Ordinary Resolution**. All entities falling under definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution as set out at Item No. 5 of the Notice with regard to approval of proposed material Related Party Transactions of the Subsidiary Company for the year 2024-25.

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#06

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meeting held on 27th May, 2024, had approved the appointment of M/s Harshitha Annapragada & Co Cost Accountants, Hyderabad (firm registration no. 006031), as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the year 2024-25 at a remuneration of ₹75,000/- (excluding all taxes and reimbursement of out of pocket expenses, if any at actuals).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the year 2024-25. The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 6 of the notice for approval of the members by passing an **Ordinary Resolution**.

None of the Directors/ key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the notice.

By Order of the Board
For SMS Lifesciences India Limited

Date: 09.08.2024
Place: Hyderabad

Trupti Ranjan Mohanty
Company Secretary