

**July 25, 2022**

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: NSE Digital Exchange*

**SUB: SUBMISSION OF POSTAL BALLOT NOTICE.**

Dear Sir/Madam,

In continuation to our intimation dated July 21, 2022 regarding the Postal-Ballot, this is to inform you that the Company has initiated the process of Postal Ballot by way of remote e-voting, for seeking approval of the Members of the Company, for the following matters:

Sr. No.	Particulars of Resolution	Type of Resolution
1.	Reappointment of Mr. Sarath Kumar Pakalapati as an Independent Director of the Company.	Special Resolution
2.	Reappointment of Mr. TVVSN Murthy as Managing Director of the Company.	Special Resolution
3.	Approval of the material Related Party Transactions for the year 2022-23.	Ordinary resolution

The Postal Ballot Notice was approved by the Board vide circular resolution dated July 21, 2022.

The Notice is being sent to all the Members, whose names appear in 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, July 22, 2022 (cut-off date) and whose email IDs are registered with the Company / Depositories.



**NO HARD COPY OF THE SAID NOTICE ALONG WITH POSTAL BALLOT FORMS AND PREPAID BUSINESS ENVELOPE WILL BE SENT TO THE MEMBERS FOR THIS POSTAL BALLOT.**

Shareholders are required to communicate their assent or dissent through the "remote e-voting" system only.

The Instructions for e-voting and the procedure to be followed for registering the e-mail IDs, in case of Shareholders of the Company who have not registered their e-mail addresses are mentioned in the notice of Postal Ballot. The copy of the said Postal Ballot Notice has been uploaded on the website of the Company at [www.smslife.in](http://www.smslife.in) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).

**The remote e-voting facility will be available for the period as mentioned below:**

Commencement	Conclusion
Tuesday, July 26, 2022 (9.00 am)	Wednesday, August 24, 2022 (5.00 pm)

**(both days inclusive)**

The results of the Postal Ballot will be declared on or before Thursday, August 25, 2022.

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

**For SMS Lifesciences India Limited**

  
**Trupti Ranjan Mohanty**

Company Secretary



**[Enclosed: Postal Ballot Notice]**



## 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**

*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 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, the General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, the General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI /HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 (**“SEBI Circulars”**), and Secretarial Standard (**“SS-2”**) issued by the Institute of Company Secretaries of India (ICSI) on General Meetings, the following resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means (**“remote e-voting”**) only.

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 a remote e-voting facility to all its shareholders to cast their votes electronically.

In this regard, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing a 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, 24<sup>th</sup> August, 2022 (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, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

**Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.**

The 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 resolutions 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 the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results shall be declared on or before **Thursday, 25<sup>th</sup> August, 2022** and will be displayed on the Company’s website ([www.smslife.in](http://www.smslife.in)) and will also be communicated to the Stock Exchanges, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Company will also display the results of the Postal Ballot at its Registered Office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, 24<sup>th</sup> August, 2022** 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) REAPPOINTMENT OF MR. SARATH KUMAR PAKALAPATI AS AN INDEPENDENT DIRECTOR.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of Nomination & Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sarath Kumar Pakalapati (DIN 01456746), as an “Independent Director” of the Company, for a further period of 5 (five) consecutive years, not liable to retire by rotation, with effect from 25<sup>th</sup> May, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and to take all such steps as may be required to 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 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 (as amended from time to time) and under the provisions of the Articles of Association of the Company and pursuant to the recommendation of 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, 2022, 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 such acts, deeds and things as may be necessary and to take all such steps as may be required to expedient to give effect to this resolution.”

### **3) APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2022-23.**

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 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 Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to approve the proposed material Related Party Transactions 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, on such terms and conditions as may be agreed between the Company and such related parties.

**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.

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

by order of the Board  
**for SMS Lifesciences India Limited**

Date: 21.07.2022  
Place: Hyderabad

**Trupti Ranjan Mohanty**  
Company Secretary

**Registered office:**

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

**NOTES:**

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 as per Regulation 17(IC) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with NSE FAQ dated 8<sup>th</sup> April, 2022, the reappointment of Directors by the Board is to be approved by the shareholders within 3 (three) months from the date of reappointment of the Directors. 2 (two) Directors i.e. Mr. P Sarath Kumar and Mr. TVVSN Murthy, were reappointed w.e.f. 25<sup>th</sup> May, 2022 and 1<sup>st</sup> June, 2022 respectively.

As the General Meeting is not scheduled within 3 (three) months from the aforesaid dates, the approval of the shareholders is sought by this Postal Ballot as per the provisions of the Companies Act, 2013 and rules made thereunder.

3. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013 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.
4. 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, 22<sup>nd</sup> July, 2022 (**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 i.e. Aarthi Consultants Private Limited.
5. 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@aarthiconsultants.com](mailto:info@aarthiconsultants.com)), along with their folio no./DP ID client ID and valid email address for registration.

6. 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, 22<sup>nd</sup> July, 2022. 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.
7. Resolution, 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. Wednesday, 24<sup>th</sup> August, 2022 and shall be deemed to have been passed at a general meeting of Members convened on that behalf.
8. A member cannot exercise his vote by proxy on a Postal Ballot.

## 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, 22<sup>nd</sup> July, 2022 (“Cut-off Date”), shall be entitled to avail the facility of e-voting.
- iv) The voting period begins **Tuesday, 26<sup>th</sup> July, 2022 (9.00 am) and will end on Wednesday, 24<sup>th</sup> August, 2022 (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 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</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 or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting &amp; voting during the meeting.</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 options. 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 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 above mentioned websites.

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 Dividend 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 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.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the **EVSN** 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 **“RESOLUTIONS 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](mailto: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](mailto: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 and 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.

**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 [www.smslife.in/investors/procedure-for-attending-agm-through-vc-e--voting-email-registration.pdf](http://www.smslife.in/investors/procedure-for-attending-agm-through-vc-e--voting-email-registration.pdf)

**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</b> , Practicing Company Secretary 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>Mr. P. Sarath Kumar was appointed as an Independent Director for a period of 5 years with effect from 25<sup>th</sup> May, 2017 till 24<sup>th</sup> May, 2022 (“first term”) and he is eligible for reappointment for the second term of 5 years i.e. from 25<sup>th</sup> May, 2022 till 24<sup>th</sup> May, 2027.</p> <p>The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, at its meeting held on 11<sup>th</sup> February, 2022, approved the reappointment of Mr. P. Sarath Kumar, for a further period of 5 (five) consecutive years, not liable to retire by rotation, with effect from 25<sup>th</sup> May, 2022, subject to the approval of the Members of the Company.</p> <p>Mr. P. Sarath Kumar has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is not restrained from acting as a Director under any order passed by the SEBI or any such authority and is eligible to be reappointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also given his consent for reappointment.</p> <p>In the opinion of the Board, Mr. P. Sarath Kumar is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being reappointment as an “Independent Director” of the Company and he is independent of the management.</p> <p>In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P. Sarath Kumar has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.</p> <p>Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. P. Sarath Kumar on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. P. Sarath Kumar as an “Independent Director” for a further period of 5 years, as proposed in the Resolution No. 1 for approval by the Members as a <b>Special Resolution</b>.</p> <p>The terms and conditions of appointment of the Independent Directors is available on the website of the Company (<a href="http://www.smslife.in/policies.php">www.smslife.in/policies.php</a>) for inspection.</p> <p>Detailed profile of Mr. P. Sarath Kumar is provided in <b>Annexure A</b> 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.</p> <p>Except Mr. P. Sarath Kumar and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.</p>
<b>ITEM#02</b>	<p>Mr. TVVSN Murthy was appointed as “Managing Director” of the Company for a period of 5 (five) years w.e.f. 1<sup>st</sup> June, 2017 in the 11<sup>th</sup> Annual General Meeting (AGM) held on 10<sup>th</sup> June, 2017, with a monthly remuneration of ₹15 lakhs basic salary and ₹1.50 lakhs HRA (aggregating to ₹16.50 lakhs). Accordingly, the tenure of the Managing Director of the Company was completed on 31<sup>st</sup> May, 2022.</p> <p>Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide letter dated 1<sup>st</sup> January, 2018 approved the remuneration payable to the Managing Director for initial 3 (three) years of his tenure i.e. till 31<sup>st</sup> May, 2020 and thereafter, members of the Company in the 14<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020, approved to continue paying the same remuneration to the Managing Director for the remaining period of his tenure i.e. till 31<sup>st</sup> May, 2022.</p> <p><b>Brief profile:</b></p> <p>Mr. TVVSN Murthy is a Graduate in Chemistry and has a rich experience in Bulk Drugs (API’s) and the 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 the commercialization of products by scaling up the laboratory-scale process to pilot plant and up to commercial scales.</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 the substantial development of production and turnover. 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.</p>

He has been with SMS Pharmaceuticals Limited since 1990. He played a vital role in developing the production and R& D activities of SMS Pharma. He also played a major part in reducing the Ranitidine production Process from 7 stages to 4 stages. He has vast experience in the pharmaceutical industry.

He has been associated with SMS Lifesciences India Limited since 2016 and has always strives towards the product development and growth of the Company, under his able guidance, the Company has recently completed the USFDA audit with zero observations.

Under the dynamic and able leadership of Mr. TVVSN Murthy the Company has crossed various milestones and has enhanced the stakeholders' value & considering his rich experience in the pharmaceutical business, the Nomination & Remuneration Committee & the Board at their meetings held on 28<sup>th</sup> May, 2022 recommended the reappointment of Mr. TVVSN Murthy for further period of 3 (three) consecutive years w.e.f. 1<sup>st</sup> June, 2022 on existing remuneration i.e. ₹16.50 lakhs per month, pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, subject to the approval of the Members of the Company, at the terms and conditions as set out below:

i. **Period of reappointment:**

Reappointment is for a period of 3 years w.e.f. 1<sup>st</sup> June, 2022 (liable to retire by rotation)

ii. **Remuneration / Salary:**

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

iii. **Perquisites & Allowances:**

- In addition to the salary payable, he shall also be entitled for ₹1,50,000/- per month as house rent allowance;
- Reimbursement of actual expenses 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 approved by the Board of Directors.

iv. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure, 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.

v. **Commission:**

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

vi. **Annual Bonus:**

In addition to the salary, perquisites and allowances, commission payable, Mr. Murthy is also entitled for an Annual Bonus based on the performance of the Company and subject to the approval of the Board of Directors. All the payments made to him shall be within the overall ceiling stipulated in Sections 196, 197 and Schedule V of the Companies Act, 2013.

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 the Companies Act, 2013 or any amendments thereto made hereinafter in this regard.

vii. **Other Terms & Conditions:**

- ❑ For the purposes 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 for travelling 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 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.

	<ul style="list-style-type: none"> <li>❑ 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 for 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 ceiling aforesaid.</li> <li>❑ He is entitled for one foreign travel per year during the tenure of his appointment and the cost of foreign travel shall not form part of the perquisites.</li> <li>❑ 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.</li> </ul> <p>During the year 2021-22, 6 (Six) meetings of the Board of Directors were held and all the meetings were attended by Mr. Murthy and he aggregately holds 7,07,224 (23.39%) equity shares in the Company. He is the Chairman of the CSR Committee &amp; Member of Stakeholders Relationship Committee &amp; Audit Committee of the Company and Director in Mahi Drugs Private Limited (a Subsidiary Company).</p> <p>Detailed profile of Mr. TVVSN Murthy is provided in <b>Annexure A</b> 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.</p> <p>Information as per item no. (iv) of the third proviso of Section II of Part II of Schedule V is provided in <b>Annexure B</b> forming part of this Notice.</p> <p>The Board, based on the recommendation made by the Nomination and Remuneration Committee, recommends the resolution set forth in item No. 2 of the notice for approval of the members by passing a <b>Special Resolution</b>.</p> <p>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.</p> <p>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.</p>																
<p><b>ITEM#03</b></p>	<p>The proposed material Related Party Transactions for the year 2022-23 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, effective 1<sup>st</sup> April, 2022, states that all Material Related Party Transactions (‘RPT’) with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of members by means of an <b>Ordinary Resolution</b>.</p> <p>The said limits are applicable 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.</p> <p>The Company proposes to enter into following material Related Party Transactions with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year 2022-23, which are in the ordinary course of business and at arm’s length basis.</p> <p><b>Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021:</b></p> <table border="1" data-bbox="215 1392 1256 1698"> <thead> <tr> <th data-bbox="215 1392 271 1452">Sl. No.</th> <th data-bbox="271 1392 605 1452">Description</th> <th colspan="2" data-bbox="605 1392 1256 1452">Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="215 1452 271 1488">1.</td> <td colspan="3" data-bbox="271 1452 1256 1488"><b>Details of summary of information as provided by the Management to the Audit Committee</b></td> </tr> <tr> <td data-bbox="215 1488 271 1579">a.</td> <td data-bbox="271 1488 605 1579"><b>Name of the related party and its relationship with the Company</b></td> <td data-bbox="605 1488 906 1579">Mahi Drugs Private Limited, Subsidiary of the Company.</td> <td data-bbox="906 1488 1256 1579">Rchem (Somanahalli) Private Limited, Enterprise over which the Directors have significant influence</td> </tr> <tr> <td data-bbox="215 1579 271 1698">b.</td> <td data-bbox="271 1579 605 1698"><b>Name of the Director or key managerial personnel who is related and nature of relationship</b></td> <td data-bbox="605 1579 906 1698">Mr. TVVSN Murthy &amp; Mr. TV Praveen are also Directors in the Board of Mahi Drugs Private Limited.</td> <td data-bbox="906 1579 1256 1698">Mr. TVVSN Murthy, Mr. TV Praveen &amp; Mrs. Sudeepthi Gopineedi are shareholders in Rchem (Somanahalli) Private Limited.</td> </tr> </tbody> </table>	Sl. No.	Description	Details		1.	<b>Details of summary of information as provided by the Management to the Audit Committee</b>			a.	<b>Name of the related party and its relationship with the Company</b>	Mahi Drugs Private Limited, Subsidiary of the Company.	Rchem (Somanahalli) Private Limited, Enterprise over which the Directors have significant influence	b.	<b>Name of the Director or key managerial personnel who is related and nature of relationship</b>	Mr. TVVSN Murthy & Mr. TV Praveen are also Directors in the Board of Mahi Drugs Private Limited.	Mr. TVVSN Murthy, Mr. TV Praveen & Mrs. Sudeepthi Gopineedi are shareholders in Rchem (Somanahalli) Private Limited.
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b.	<b>Name of the Director or key managerial personnel who is related and nature of relationship</b>	Mr. TVVSN Murthy & Mr. TV Praveen are also Directors in the Board of Mahi Drugs Private Limited.	Mr. TVVSN Murthy, Mr. TV Praveen & Mrs. Sudeepthi Gopineedi are shareholders in Rchem (Somanahalli) Private Limited.														

Sl. No.	Description	Details	
c.	<b>Nature, material terms, monetary value and particulars of contracts or arrangement</b>	These transactions involves Sale & Purchase of goods, availing & rendering of Services and renting of property.	
d.	<b>Value of Transaction</b>	₹50.10 Crores	₹55.10 Crores
e.	<b>Tenure of the proposed transaction</b>	FY 2022-23	
f.	<b>Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year</b>	14.33%	15.75%
2.	<b>Justification for the transaction</b>	<p>The proposed transactions are in the best interest of the Company and shall aid for growth of the business of the Company.</p> <p>Considering the current business scenario, these proposed transactions with related parties shall support the availability of prime raw material &amp; 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 &amp; on an arm's length basis as per the guidelines of related party policy of the Company.</p>	
3.	<b>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not Applicable	
4.	<b>A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction</b>	The proposed RPTs have been reviewed by M/s Adusumilli & Associates, Internal Auditor of the Company.	
5.	<b>Any other information that may be relevant</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

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.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no. 3 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution as set out at Item No. 3 of the Notice with regard to approval of proposed material Related Party Transactions for the year 2022-23.

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

by order of the Board  
for SMS Lifesciences India Limited

Date: 21.07.2022  
Place: Hyderabad

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>Sl. No.</b>	<b>01</b>
<b>Name of the Director</b>	Mr. P. Sarath Kumar
<b>Director Identification Number (DIN)</b>	01456746
<b>Date of Birth</b>	15.08.1957 [64 years]
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	25.05.2017
<b>Qualification</b>	Chartered Accountant Bachelor of Law and Certified Fraud Examiner & Certified Forensic Accounting Professional.
<b>Experience</b>	Founder partner of the Sarath & Associates, with 26 years of Profession experience in Chartered Accountancy and Consulting. Advisor to C.I.D. of AP Police and Central Bureau of Investigation in investigation of major Economic Offence cases and is a Member of Multi-Disciplinary Investigation team.
<b>Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	<p><input type="checkbox"/> <b>SMS Pharmaceuticals Limited</b> <u>Committee member:</u></p> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Corporate Social Responsibility Committee</li> </ul> <p><u>Committee Chairman:</u></p> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee</li> </ul> <p><input type="checkbox"/> <b>SMS Lifesciences India Limited</b> <u>Committee member:</u></p> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Stakeholders Relationship Committee</li> <li>▪ Nomination and Remuneration Committee</li> </ul> <p><u>Committee Chairman:</u></p> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Stakeholders Relationship Committee</li> </ul>
<b>Directorships /chairmanship held in other public Companies</b>	Nil
<b>Relationship between Directors Inter-se</b>	None
<b>Shareholding</b>	3,035 (0.10%)
<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. He 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>Sl. No.</b>	<b>02</b>
<b>Name of the Director</b>	Mr. Veera Venkata Satyanarayana Murthy Talluri
<b>Director Identification Number (DIN)</b>	00465198
<b>Date of Birth</b>	10.02.1960 [62 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 40 years expertise in the field of Organic Chemistry and has a rich experience in API's and pharmaceutical industry.
<b>Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	<input type="checkbox"/> <b>SMS Lifesciences India Limited</b> <u>Committee member:</u> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Stakeholders Relationship Committee</li> <li>▪ Corporate Social Responsibility Committee</li> </ul> <u>Committee Chairman:</u> <ul style="list-style-type: none"> <li>▪ Corporate Social Responsibility Committee</li> </ul>
<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>	7,07,224 (23.39%)
<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.

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

<b>I. General Information</b>					
<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 and SMS Lifesciences vide NCLT order dated 15 <sup>th</sup> May, 2017, the said undertakings were functioning since last 30 years 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 (in ₹)</b>
	2021-22	345.62	20.28	25.38	83.95
	2020-21	260.26	19.35	13.17	43.56
	2019-20	256.92	13.34	9.15	30.26
<b>Foreign investments Or collaborators, if any.</b>	Pursuant to the Scheme of Arrangement, the Company has allotted 60,248 shares to the Foreign Portfolio Investors and NRIs.				
<b>II. Information about the Managerial person:</b>					
<b>Background details of Mr. TVVSN Murthy</b>	<p><b>Name: Veera Venkata Satyanarayana Murthy Talluri</b> Age: 62 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 pharmaceuticals 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>	For the year 2021-22, Mr. TVVSN Murthy has drawn total remuneration of ₹2.01 Crores.				



<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 getting the "Best API Manufacturing Company" and "Best API Exports Company" from the Government of India.</p> <p>The 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 API manufacturing facility located at Sy. No. I 80/2. Kazipally, Jinnaram Mandal, Sangareddy district. Telangana <b>with Zero observations</b>.</p>
<b>Job profile and his suitability</b>	<p>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.</p>
<b>Remuneration proposed</b>	<p>As given under the Explanatory statement.</p>
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	<p>The remuneration of Mr. Murthy is in tune with the remuneration in similar sized industries in same segment of business. The proposed remuneration compares favorably 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>	<p>Other than the remuneration stated above, 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, 53.85% of the Paid-up Equity Share Capital of the Company.</p>
<b>III. Other Information:</b>	
<p><b>Reasons for loss or inadequate profits</b></p> <p><b>Steps taken or proposed to be taken for improvement</b></p> <p><b>Expected increase in productivity and profits in measurable terms</b></p>	<p>The Company has not incurred loss in the preceding years.</p> <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 minimum 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> <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>	
<p>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 2021-22.</p>	

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