



LifeSciences
September 07, 2023

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 17TH 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 08, 2023 and August 19, 2023, please find enclosed herewith the Notice of the 17th (Seventeenth) Annual General Meeting ("AGM") of the Company scheduled to be held on **Friday, September 29, 2023 at 2.00 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 17th Annual General Meeting (AGM) of the members of **SMS Lifesciences India Limited** (CIN: L74930TG2006PLC050223) to be held on **Friday, 29th September, 2023 at 02.00 pm** through Video Conference (“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, 2023 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, 2023 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 2022-23.

To declare Dividend on Equity Shares at ₹1.50 per Equity Share of the face value of ₹10/- each (15%), 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 a 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, 2023, out of the profits for the year, be and is hereby approved and declared.”

3. RE-APPOINTMENT OF MR. VEERAVENKATA SATYANARAYANA MURTHY TALLURI, RETIRING BY ROTATION, AS DIRECTOR OF THE COMPANY.

To re-appoint Mr. Veeravenkata Satyanarayana Murthy Talluri (DIN: 00465198), 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 the re-appointment of Mr. Veeravenkata Satyanarayana Murthy Talluri (DIN: 00465198), 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 2023-24.

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. 2022-23), 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 arm’s 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 2023-24.

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. 2022-23), 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 subsidiary and at arm’s 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 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 Mr. K.S.N. Sarma, Cost Accountants (Membership No. 6875 and CP No. 3748), 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, 2024, amounting to ₹75,000/- (Rupees Seventy-Five Thousand only) plus out of pocket expenses, at actuals and applicable taxes be and hereby ratified.

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: 08.08.2023
Place: Hyderabad

Trupti Ranjan Mohanty
Company Secretary

NOTES TO E-AGM NOTICE:

- 1) 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”) 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 8th August, 2023, has considered and decided to include the Item Nos. 4 to 6 given above as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.
- 2) Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“MCA”) read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 10/2022 dated 28th December, 2022 (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 (“SEBI Circular”), (collectively referred to as ‘Circulars’), companies are allowed to hold Annual General Meeting through VC without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 17th AGM of the Company is being held through Video Conference.
 - ❑ **The deemed venue for the 17th 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 facility to its members to attend the 17th AGM on Friday, 29th September, 2023 through Central Depository Services Limited (CDSL).**
- 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 will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, physical attendance of Members has been dispensed with. Accordingly, the facility for **appointment of Proxies by the Members 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 and participate there at and cast their votes through e-voting.
- 5) 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 & 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 is mentioned in note no. 22 – 27 and can be accessed from www.smslife.in/investors/Evoting%20procedure.pdf]
- 6) The VC facility for shareholders to join the meeting, shall be kept open 30 minutes before the start of the AGM (i.e. 1.30 pm) and shall remain open during the proceedings of the meeting.
- 7) In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, 1st September, 2023 (“First Cutoff Date”)**.

Members may note that Notice and Annual Report 2022-23 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) 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@aarthiconsultants.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 17th AGM and the Annual Report for the year 2022-23, has been sent to any members. However, members will be entitled to a physical copy of the Annual Report for the year 2022-23, free of cost, upon sending a request to the Company Secretary at cs@smslife.in or at the Registered Office of the Company.

- 8) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection on the website of the Company at www.smslife.in.

All documents referred to in the Notice 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. 29th September, 2023. Members seeking to inspect such documents can send an email to cs@smslife.in

- 9) 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.

- 10) A brief resume of Mr. TVVSN Murthy, Director proposed to be re-appointed at this AGM, nature of expertise in specific functional areas, names of companies in which he hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure I**.

- 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 Aarthy 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 individual letters to all the Members holding shares in physical form on 1st June, 2022 and 22nd February, 2023 pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 for furnishing their PAN, KYC details and Nomination forms in form ISR-1.

Folios which are not KYC Compliant on or after 1st October, 2023, shall be frozen and members shall be eligible for receipt of dividend through electronic mode with effect from 1st April, 2024.

Folios which continue to remain frozen till 31st December 2025, post the deadline the same shall be referred by Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

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@aarthiconsultants.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.

SEBI vide 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 the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are requested to dematerialise the shares held by them in physical form.

- 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) **The register of members and share transfer books of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive) for the purpose of Dividend and AGM.**
- 18) Dividend of ₹1.50/- (15%) per equity share of ₹10/- each, for the year 2022-23, as recommended by the Board of Directors in the meeting held on 29th May, 2023, 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 Friday, 22nd September, 2023 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 Friday, 22nd September, 2023 after giving effect to valid request(s) received for transmission/transposition of shares.

Dividend, if declared, at the 17th 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 **Friday, 22nd September, 2023 ("Record Date")**.

- 19) 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.

In case, the Company is unable to pay dividend to any Member by the electronic mode due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such Member by post/courier.

- 20) 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.) Email communication informing the members regarding this change in the Income-tax Act, 1961 is being sent by the Company.

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 2023-24 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 of Form 15G/Form 15H are available on the website of the Company at www.smslife.in/shareholding-information.php.

The aforesaid declarations and documents need to be submitted by the members on or before Monday, 25th September, 2023 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). Further, Central Board of Direct Taxes ("CBDT") has mandated to link PAN with Aadhar on or before 30th June, 2023. Hence, only the PAN linked with Aadhar shall only be considered as valid PAN.

- 21) 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 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 31.03.2023	Last date for claiming unpaid/unclaimed dividend
2018-19	30.09.2019	₹ 37,973	07.11.2026
2019-20	-	-	-
2020-21	30.09.2021	₹ 17,267	07.11.2028
2021-22	30.09.2022	₹25,941	07.11.2029

Members who have not uncashed their dividend warrants and the sale consideration against fractional shares issued pursuant to demerger (i.e. ₹6,17,313/-), are requested to make their claims to RTA (info@aarthiconsultants.com) or the Company (cs@smslife.in).

Detailed list unclaimed dividend and unclaimed fractional share amount as on 31st March, 2023 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 seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

22) 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 17th AGM to be held on Friday, 29th September, 2023, at 2.00 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 **Friday, 22nd September, 2023 (“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 Tuesday, 26th September, 2023 at 9.00 a.m. and will end on Thursday, 28th September, 2023 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”.

23) 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.

Type of shareholders	Login Method
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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.
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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <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 **EVS**N 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.

24) 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.

25) Instruction for members for attending the AGM through VC are as under:

- a) Members will be provided with a facility to attend the AGM through VC 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 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 23rd September, 2023** 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.

26) 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 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 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.

27) 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%20for%20attending%20AGM.pdf

- 28)** 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.

- 29)** The Board of Directors of the Company at their meeting held on 8th August, 2023, 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.

After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Company Secretary. The voting results along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM and the same shall be displayed at the Registered Office and on its website www.smslife.in of the Company and on the website of CDSL i.e. www.cdslindia.com and also be communicated to the Stock Exchange(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@aarthiconsultants.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 2023-24:

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 1st April, 2022, states that all Related Party Transactions 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 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 for the year 2023-24, based on the annual consolidated turnover of the Company for the previous year (i.e. 2022-23) :

[₹ 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	31.55	85.10
2.	Rchem (Somanahalli) Private Limited ²	Sale & Purchase of Goods & Services, rent	31.55	70.10
3.	ChemWerth Inc, USA ³	Sale & Purchase of Goods & Services, Business advance	31.55	40.00

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

**10% of consolidated turnover (i.e. ₹315.56 Crs) of the Company for the year 2022-23

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 29th May, 2023, 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 2023-24.

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]	Rchem (Somanahalli) Private Limited, [Directors have significant influence]	ChemWerth Inc, USA [Other related party -Strategic Investor (40% stake) in Subsidiary Company]

Sl.No.	Description	Details		
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 Rchem (Somanahalli) 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)	₹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 entering into related party transactions for the year 2023-24.		
f.	Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year	26.97%	22.21%	12.68%
2.	Justification for the transaction	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. 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. 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.		
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	-		
5.	Any other information that may be relevant	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. However, the Actual value of the transactions may vary depending upon the business requirements.

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 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. 4 of the Notice with regard to approval of estimated material Related Party Transactions for the year 2023-24.

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 2023-24:

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 1st April, 2022, states that all Related Party Transactions 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 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 2023-24, based on the annual consolidated turnover of the Company for the previous year (i.e. 2022-23):

[₹ in Crores]

Sl. No.	Name of Related of material subsidiary	Nature of transaction	Threshold limit**	Estimated Transaction value
1.	SMS Lifesciences India Limited ¹	Sale & Purchase of Goods & Services, Rent	31.55	85.10
2.	ChemWerth Inc, USA ²	Sale & Purchase of Goods & Services, Business advance	31.55	50.00

1- Company | 2 - Other related party

**10% of consolidated turnover (i.e. ₹315.56 Crs) of the Company for the year 2022-23

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 29th May, 2023, 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 2023-24.

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	₹85.10 Crores	₹ 50.00 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 2023-24.	
f.	Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year	26.97%	15.84%
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 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>	
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	

SI No.	Description	Details
4.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction	-
5.	Any other information that may be relevant	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 transaction 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.

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 estimated material Related Party Transactions of the Subsidiary Company for the year 2023-24.

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 8th August, 2023, had approved the reappointment of Mr. K.S.N. Sarma, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the year 2023-24 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 2023-24. 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

Trupti Ranjan Mohanty
Company Secretary

Date: 08.08.2023
Place: Hyderabad