



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 : U74930TG2006PLC050223
Email : info@smslife.in, www.smslife.in

Date: 27th August, 2018

To,
The Manager,
Corporate Filings Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Security Code: 540679

Symbol: SMSLIFE

Subject: Intimation of Notice convening AGM and Book closure.

We hereby inform you that the 12th Annual general Meeting of SMS Lifesciences India Limited will be held on Thursday, 20th September, 2018 at 4.00 pm at Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad- 500033 and the Register of members and Share Transfer book will remain closed from 15th September, 2018 to 20th September, 2018 [both days inclusive].

Further, 14th September, 2018 is fixed as cut-off date for e-voting facility purpose and accordingly a person whose name is recorded in the register of members (either in physical form or in dematerialisation form as on the cut-off date only are entitled to avail the e-voting facility. The remote e-voting shall commence on Monday, 17th September, 2018 at 9.00 AM and ends on Wednesday, 19th September, 2018 at 5.00 PM.

The Notice of the Annual General Meeting is enclosed herewith.

Kindly take the above information on record.

Thanking You.

Yours truly,

Pavan Pise
Company Secretary



NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of the Company, will be held on **Thursday the 20th September, 2018 at 4:00 P.M.** at the Jubilee Hills, International Centre, Jubilee Hills, Hyderabad – 500 033 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors & Auditors thereon.
2. To re-appoint Mr.TVVSN Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Shraavan Kudaravalli as Independent Director.**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shraavan Kudaravalli (DIN: 06905851), who has been appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years from the conclusion of this annual general meeting, not liable to retire by rotation.

4. **Ratification of Remuneration Payable to the Cost Auditor for the Financial Year Ending on 31st March, 2019.**

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 all other applicable provisions of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), Mr. K.S.N. Sarma, Cost Accountant having Registration No. 102145 and Membership No. 6875 appointed by the Board of Directors of the Company as Cost Auditor of the Company, who had confirmed his eligibility in terms of the provisions of Section 141 read with Section 148 of the Companies Act, 2013 for the financial year 2018-19, to conduct the audit of the cost records of the Company.

RESOLVED FURTHER THAT, pursuant to the approval by the Board, the Cost Auditor be paid a remuneration of Rs 50,000/- per annum (Rupees fifty thousand only) plus out of pocket expenses (if any) at actuals and applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, including delegate to such authority as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

5. **Ratify / Approve The Related Party Contracts/ Arrangements/ Transactions of The Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (as amended from time to time), the approval / ratification of the members of the Company, be hereby, accorded to all the arrangements / transactions with SMS Lifesciences India Limited undertaken in the financial year 2017-18 or earlier year, whether by way of continuation / extension / renewal / modification of earlier arrangements /

transactions or otherwise, and entering into further contracts / arrangements / transactions with 'Related Parties' as defined under section 2(76) of the Companies Act, 2013, within the prescribed limits of Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 whether material or not, as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors and of the Company, be hereby, authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, including delegate such authority as may be deemed necessary and execute such addendum contracts/arrangements/ transactions, documents and writings and make such changes to the terms

and conditions of these contracts/arrangements/ transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

By order of the Board of Directors
For **SMS LIFESCIENCES INDIA LIMITED**

(TVVSN Murthy)
Managing Director
Din: 00465198

Place: Hyderabad.
Date: 28th May 2018

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting, wherever applicable is annexed hereto.
2. A MEMBER OF THE Company ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE Company. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE Company DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC. MUST BE ACCOMPANIED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder/member.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Transfer Books of the Company will be remaining closed from Saturday 15th September, 2018 to Thursday 20th September, 2018, both days inclusive.
9. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014

as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.

10. The Securities and Exchange Board of India has instructed all the Listed Companies to collect copy of PAN and bank account details of all the shareholders holding shares in physical form. Please provide a copy of PAN card and original cancelled cheque leaf / attested bank passbook showing name of account holder either to the Company or to the RTA.
11. The Company will provide the “Remote E-Voting” facility to all the members, whose names appear on the register of members of the Company as of the end of the day on Friday, 14th September, 2018. Pursuant to the above mentioned rule 4(3) (b) the Company will provide the Voting by way of ballot or polling paper at the AGM Venue. The detailed instructions for e-voting are given as a separate attachment to this notice.
12. The E-Voting facility will be available during the following period:

Commencement of E-Voting :	From 9:00 A.M. (IST) on Monday, 17th September, 2018
End of E-Voting :	On 05:00 P.M. (IST) on Wednesday, 19th September, 2018

13. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode at their address. A copy of the notice of the AGM along with the

Annual Report is also available for download on the website of the Company www.smslife.in. To support the ‘Green Initiative’ Members who have not registered their e-mail addresses are requested to register the same with Aarthi Consultants Private Limited/Depositories. The members will be entitled to a physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Company Secretary at Plot No:19-III, Road No:71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad - 500096.

14. The members are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company’s Share Transfer Agent M/s. Aarthi Consultants Private Limited at their office, 1-2-285, Domalguda Hyderabad, Telangana 500029” or mail them at info@aarthiconsultants.com stating their details, if the shares are held in physical form.
15. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other information relating to e-voting are given separately.
16. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is part of the annual report. Members are requested to duly fill in and sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
17. Shareholder/member desiring any information relating to the accounts are requested to write to the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready.
18. Relevant documents referred to in the notice and the Explanatory Statement is open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

Appointment of Mr. Shravan Kudaravalli as Independent Director.

Mr. Shravan Kudaravalli is a Chartered Accountant standing in the Profession of financial consultancy for more than a decade.

The Board of Directors of the Company had appointed him as an Additional Director in the category of Independent Director w.e.f. 28th May, 2018. In terms of the provisions of Sec. 161(1) of the Companies Act, 2013 Mr. Shravan Kudaravalli would hold office upto the date of ensuing general meeting. As per the provision of Sec. 149 of the Companies Act, 2013 an independent Director shall hold office for a term not exceeding five consecutive years in the Board of the Company and is not liable to retire by rotation.

The Board recommends the resolution for approval of the members.

Except Mr. Shravan Kudaravalli, None of the Directors of the Company /Key Managerial Personnel/ their relatives is any way concerned or interested, financially or otherwise, in this resolution.

Item No.4

Ratification of Remuneration Payable to the Cost Auditor for the Financial Year Ending On 31st March, 2019.

The Board has approved the appointment of the Cost Auditor Sri K.S.N. Sarma, to conduct the Audit of the cost records of the Company for the Financial Year 2018-19. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditor needs ratification from the members of the Company. Accordingly consent of the members is accorded, for ratification of the

remuneration payable to the Cost Auditor for the year ending 31st March, 2019 as set out in the Notice.

The Board recommends the resolution for approval of the members.

None of the Directors/Key Managerial Personnel/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.5

Ratification / Approval the Related Party Contracts/ Arrangements/ Transactions of the Company

The Company had made the following Contracts/ Arrangements/Transactions with its Related Parties:

- Job work assignment to R.Chem (Somanahalli) Private Limited at an arm's length price.
- Sales and purchase of products/by-products/ material at an arm's length price to VKT Pharma Private Limited , R.Chem (Somanahalli) Private Limited and SMS Pharmaceuticals Limited.

The Board recommends the resolution for approval of the members. Except Mr. Ramesh Babu Potluri, Director and Mr. TVVSN Murthy, Managing Director, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For **SMS LIFESCIENCES INDIA LIMITED**

(TVVSN Murthy)
Managing Director
Din: 00465198

Place: Hyderabad.
Date: 28th May 2018

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[in pursuance of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.]**

Name of Director	TVVSN Murthy	Shravan Kudaravalli
Date of Birth	10.02.1960	28.04.1978
Date of Appointment	25.05.2017	28.05.2018
Qualification	B.Sc	Chartered Accountant
Expertise in specific functional areas	Chemical	Finance & Accounts
No. of Shares held in the Company	2,93,821	Nil
List of companies in which Directorship held as on 28.05.2018	SMS Lifesciences India Limited SMS Pharmaceuticals Limited Mahi Drugs Private Limited	SMS Pharmaceuticals Limited SMS Lifesciences India Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2018	CSR Committee- Chairman Stakeholders Relationship Committee – Member	Audit Committee-Member

AGM Venue Route Map

Jubilee Hills, International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad – 500 033



SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 17.09.2018 at 9.00 a.m. and ends on 19.09.2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> • 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 (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

SMS LIFESCIENCES INDIA LIMITED

CIN: L74930TG2006PLC050223

Registered Office: 19-III, Road No.71, Opp. Bharatiya Vidya Bhavan Public School,

Jubilee Hills, Hyderabad-500 096, Telangana, India.

Tel.: 040-66288888 - Fax: 040 - 23551401

website: www.smslife.in | E-mail: info@smslife.in

ATTENDANCE SLIP

Name of the Member(s)/ Proxy (In Block Letters)	
Folio No.	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the 12th Annual General Meeting of the Company at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 on the 20th day of September, 2018 at 4.00 p.m.

Signature of the Member(s) / Proxy

Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. Please strike off whichever is not applicable.



SMS LIFESCIENCES INDIA LIMITED

CIN: L74930TG2006PLC050223

Registered Office: 19-III, Road No.71, Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills, Hyderabad-500 096, Telangana, India.

Tel.: 040-66288888 - Fax: 040 - 23551401

website: www.smslife.in | E-mail: info@smslife.in

PROXY FORM

Name of the Member (s): _____

Registered Address: _____

Email-Id: _____

Folio No./Client ID: _____ DP ID: _____

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint -

1. Name:
Address:.....
..... E-mail Id:

Signature:....., or failing him.

2. Name:
Address:.....
..... E-mail Id:

Signature:....., or failing him.

3. Name:
Address:.....
..... E-mail Id:

Signature:.....



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting, SMS Lifesciences India Limited to be held on the 20th day of September, 2018 At 4.00 p.m. at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote for	Vote against
Ordinary Business			
01.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2018, the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors & Auditors thereon		
02.	To re-appoint Sri TVVSN Murthy (DIN : 00465198) who retires by rotation, and being eligible, offers himself for re-appointment		
Special Business			
03.	Appointment of Mr. Shraavan Kudaravalli as Independent Director		
04.	Ratification of Remuneration Payable to the Cost Auditor for the Financial Year Ending on 31 st March, 2019.		
05.	To Ratify / Approve The Related Party Contracts/Arrangements/Transactions of The Company.		

Signed this..... day of..... 2018.

Please Affix
Re. 1/-
Revenue
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission. (To be handed over at the entrance of the Meeting Hall).