



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

September 8, 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 Portal

SUB: NOTICE OF THE 16TH 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 9, 2022 and August 30, 2022, please find enclosed herewith the Notice of the 16th (Sixteenth) Annual General Meeting ("AGM") of the Company scheduled to be held on **Friday, September 30, 2022 at 3.00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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

For SMS Lifesciences India Limited


Trupri Ranjan Mohanty
Company Secretary



[Enclosed: AGM Notice]

AGM NOTICE:

Notice is hereby given that the 16th Annual General Meeting (AGM) of the members of **SMS Lifesciences India Limited** (CIN: L74930TG2006PLC050223) to be held on **Friday, 30th September, 2022 at 03.00 pm** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS.

To consider and adopt the audited (Standalone and Consolidated) financial statements of the Company for the year ended 31st March, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. RE-APPOINTMENT OF MRS. SUDEEPHI GOPINEEDI, RETIRING BY ROTATION, AS DIRECTOR OF THE COMPANY.

To re-appoint Mrs. Sudeepthi Gopineedi (DIN: 09102540), who retires by rotation, at this Annual General Meeting and being eligible, seeks re-appointment.

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 Mrs. Sudeepthi Gopineedi (DIN: 09102540), as Director of the Company, who shall be liable to retire by rotation.”

3. DECLARING THE DIVIDEND FOR THE YEAR 2021-22.

To declare Dividend on Equity Shares at ₹1.50 per Equity Share of the face value of ₹10/- each (15%), for the year 2021-22.

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/- per equity share of ₹10/- each (15%) as recommended by the Board for the year 2021-22, out of the profits for the year, be and is hereby approved and declared.”

SPECIAL BUSINESS:

4. RATIFICATION OF THE RELATED PARTY TRANSACTIONS FOR THE YEAR 2021-22.

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 (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time) and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company, be and is hereby accorded to ratify all the Related Party Transactions entered into by the Company with “Related Parties” within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whether material or not, for the year ended 31st March, 2022, as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/ delegate such authority as may be deemed necessary and execute such addendum contracts/ arrangements/ transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

5. CONTINUATION OF PAYMENT OF MANAGERIAL REMUNERATION TO EXECUTIVE DIRECTORS.

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

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

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

** plus perquisites.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(1) read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder and pursuant to the recommendation of Nomination & Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to continue paying the overall managerial remuneration to:

- a) **All Directors**, in respect of any financial year **upto 15% (fifteen percent)** of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

- b) **Managing Director and other Whole-time Directors**, in respect of any financial year **upto 14% (fourteen percent)** of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

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

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

6. APPROVE THE REMUNERATION PAYABLE TO THE COST AUDITOR 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 148 (3) 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, the members of the Company hereby approve the remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) plus out of pocket expenses, at actuals and applicable taxes, 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 Auditor for the year ending 31st March, 2023.

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

By Order of the Board
For SMS Lifesciences India Limited

Date: 09.08.2022
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”), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, is annexed hereto. The Board of Directors of the Company at its meeting held on 9th August, 2022, concluded that the special businesses under item number 4 to 6, are critical and considered unavoidable, and hence need to be transacted at the 16th Annual General Meeting (AGM) of the Company.
- 2) In view of the continuing Covid 19 pandemic, the companies are permitted to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, for the calendar year 2022, by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 2/2021 dated 13th January, 2021 and General Circular No. 02/2022 dated 5th May, 2022 and all other relevant circulars (“MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (“SEBI Circulars”).

In terms of the aforesaid circulars, the 16th AGM of the members will be convened through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.

- **The deemed venue for the 16th AGM shall be the Registered Office of the Company i.e. Plot No.19-III, Road No.71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.**
- **Company is providing VC/OAVM facility to its members to attend the 16th AGM on Friday, 30th September, 2022 through Central Depository Services Limited (CDSL).**

Pursuant to the above circulars, since this AGM is being held through VC/OAVM, the physical attendance of Members has been dispensed with, and there is no requirement for the appointment of proxies. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives by sending representation at cs@smslife.in to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

- 3) 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/OAVM is mentioned in note no. 20 - 26 and can be accessed from www.smslife.in/investors/Evoting%20procedure.pdf]

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- 4) The VC/OAVM facility for shareholders to join the meeting, shall be kept open 30 minutes before the start of the AGM (i.e. 2.30 pm) and shall remain open during the proceedings of the meeting.
- 5) In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, 2nd September, 2022 (“First Cutoff Date”)**. Members may note that Notice and Annual Report 2021-22 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 16th AGM and the Annual Report for the year 2021-22, has been sent to any members. However, members will be entitled to a physical copy of the Annual Report for the year 2021-22, free of cost, upon sending a request to the Company Secretary at the Registered office of the Company.

- 6) During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, on the website of the Company at www.smslife.in. Members seeking to inspect such documents can send their requests to the Company at cs@smslife.in
- 7) Members seeking any information with regard to accounts or any other information are requested to write to the Company at least 10 (ten) days before the meeting so as to enable the management to keep the information ready.
- 8) A brief resume of Mrs. Sudeepthi Gopineedi, Director proposed to be re-appointed at this AGM, nature of expertise in specific functional areas, names of companies in which she 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.
- 9) 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>.

- 10) 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:

- a. to their Depository Participants (DPs) in respect of their electronic share accounts, and
- b. to the Company's Registrar & Share Transfer Agents (RTA), M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad – 500029, in respect of their physical share folios, if any, quoting their folio numbers.

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

- 11) 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
- 12) 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 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.

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 said form ISR-1.

- 13) 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.

- 14) 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.
- 15) **The register of members and share transfer books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).**
- 16) The Board of Directors of the Company at its meeting held on 28th May, 2022, have recommended a dividend of ₹1.50/- per equity share of ₹10/- each, for the year 2021-22 (15%).

Dividend, if declared, at the 16th 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 of end of **Friday, 23rd September, 2022 ("Record Date")**. However, dispatch of physical warrants/ instruments will be subject to normalization of situation.

- 17) 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 dividend etc. 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 compliance with the Circulars, the Company shall dispatch by post the dividend warrants/demand drafts to only those members who have not registered their bank mandate with the Company.

- 18) 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.

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 2022-23 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 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, 26th September, 2022 to the Company / RTA. The Company will arrange to e-mail the soft copy of TDS certificate to only those members who request the same, post payment of the Dividend.

- 19) 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 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 31.03.2022	Last date for claiming unpaid/ unclaimed dividend
2018-19	30.09.2019	₹ 38,185	07.11.2026
2019-20	-	-	-
2020-21	30.09.2021	₹ 17,471	07.11.2028

Members who have not encashed their dividend and the sale consideration against fractional shares issued pursuant to demerger, 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, 2022 is uploaded in the website of the Company at www.smslife.in/shareholding-information.php.)

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

- 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 16th AGM to be held on Friday, 30th September, 2022, at 3.00 pm, 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.
- Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 23rd September, 2022 (“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.
- 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.
- The remote e-voting will commence on Tuesday, 27th September, 2022 at 9.00 a.m. and will end on Thursday, 29th September, 2022 at 5.00 p.m.**
- 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.
- 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”.

21) 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 Listed Companies, 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. <p>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.</p>

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) <ul style="list-style-type: none"> • 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. <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 (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.

22) 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.

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

- a) Members will be provided with a facility to attend the AGM through VC/OAVM by CDSL. Members may access the same at www.evotingindia.com under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Members may to join the Meeting through Laptops, smartphones, Tablets and ipads for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) For ease of conduct, members who would like to express their views or ask questions during the AGM may **register themselves as a speaker by sending request from their registered email address mentioning their questions in atleast 5 (Five) days advance before AGM (i.e. 25th September, 2022)** 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.

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

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

25) 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/Evoting%20procedure.pdf

- 26)** 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.

- 27)** The Company has appointed Mr. C. Sudhir Babu, Practicing Company Secretary, Proprietor, CSB Associates to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.smslife.in and on the website of CDSL i.e. www.cdslindia.com within 2 (two) working days of the passing of the Resolutions at the 16th AGM of the Company and shall also be communicated to the Stock Exchange(s).

CONTACT DETAILS:

Company	SMS Lifesciences India Limited Phone: 40-6628 8888 / 9861129909 Email: info@smslife.in / cs@smslife.in
Registrar and Transfer Agent	Aarathi Consultants Private Limited Phone: 040-27638777/ 27642217 / 27634445 Email: info@aarthiconsultants.com
Virtual Meeting / e-Voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone : +91-22-22723333/8588
Scrutinizer	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

The material Related Party Transactions entered into by the Company during the year ended 31st March 2022 requires approval / ratification of members of the Company vide **Special Resolution** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with rules made thereunder. However, taking a conservative approach the Company is seeking approval of the members on all the Related Party Transactions during the year ended 31st March, 2022.

Detailed description of Transactions with related parties during the year ended 31st March, 2022 is provided in Note No. 47 of the Standalone financial statement and also set out in form AOC -2 of this Annual Report.

Details of material Related Party Transactions:

[₹ in Crores]

Name of Related party	Nature of Transaction	Threshold Limit*	Aggregate Transaction value
Mahi Drugs Private Limited	Sales & Purchase	26.55	34.95

*10% of consolidated turnover of the Company for the year 2020-21.

The Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members by passing a Special 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 set out at Item No. 4 of the Notice with regard to ratification/ approval of Related Party Transactions for the year 2021-22.

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

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

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

In this regard, the Company has obtained the approval of members of the Company through Postal Ballot dated 28th January, 2022, in order to pay the following aggregate managerial remuneration to the Executive Directors of the Company:

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

** plus perquisites.

However, as per the second proviso of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members shall be valid only till the expiry of the term of such Executive Director and as the tenure of Mr. TVVSN Murthy as Managing Director expired on 31st May, 2022 and shall be reappointed for a further period of 3 (three) years. Hence, fresh approval of members is required in order to continue with the aggregate annual managerial remuneration payable to the Executive Directors, which may exceed the limit of 5% (five percent) of the net profit of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, in its meeting held on 28th May, 2022, considered the proposal to continue the payment of the remuneration to Executive Directors by the Company as given in the table above, in respect of any financial year, not with standing the fact that the annual remuneration payable to all of them in aggregate may exceed the limit of 5% (five percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, as prescribed in the Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of members of the Company.

The Board recommends the resolution set forth in Item No. 5 of the notice for approval of the members by passing a **Special Resolution**.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 5 of the Notice with regard to continue paying the managerial remuneration to Executive Directors of the Company.

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

ITEM# 06

The Board, on the recommendation of the Audit Committee, has approved the reappointment of Mr. K.S.N. Sarma, Cost Accountants, as Cost Auditor at a remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) per annum plus out of pocket expenses, at actuals and applicable taxes, to conduct the audit of the cost records of the Company for the year ending 31st March, 2023.

In accordance with the provisions of the Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be Approved by the members of the Company.

The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 6 of the notice for approval of the members by passing an **Ordinary Resolution**.

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

By Order of the Board
For SMS Lifesciences India Limited

Date: 09.08.2022
Place: Hyderabad

Trupti Ranjan Mohanty
Company Secretary