

**December 29, 2021**

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*

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

Dear Sir/Madam,

With reference to the outcome of the Board meeting held November 30, 2021, regarding decision of the Board of Directors of the Company to conduct Postal Ballot, this is to further inform that the Company has initiated the process of Postal Ballot by way of remote e-voting, for seeking approval of the Members of the Company by way of **Special Resolutions** for the following matters:

SI no.	Businesses being transacted through Postal Ballot
1.	Appointment of Dr. (Mr.) Mannam Malakondaiah (DIN: 01431923) as Non-Executive & Independent Director of the Company, for a period of 5 (five) consecutive years.
2.	Appointment of Dr. (Mr.) Srinivas Samavedam (DIN: 02488555) as Non-Executive & Independent Director of the Company, for a period of 5 (five) consecutive years.
3.	Approval for increase in overall managerial remuneration limits payable to Directors pursuant to Section 197 of the Companies Act, 2013.
4.	Approval for increase in overall managerial remuneration limits payable to Executive Directors pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Conti...

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 24, 2021 (cut-off date). Further, Shareholders are required to communicate their assent or dissent through the 'remote e-voting' system only. No hard copy of the said Notice along with Postal Ballot Forms and prepaid business envelope will be sent to the Members for this Postal Ballot.

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

Commencement	Conclusion
Thursday, December 30, 2021 (9.00 am)	Friday, January 28, 2022 (5.00 pm)

(Both days inclusive)

Board has appointed the following in its meeting held on November 30, 2021:

- I. **Central Depository Services (India) Limited** to act as authorised agency to provide a platform for providing e-voting facilities to its members in respect of the business to be transacted through Postal Ballot.
- II. **Mr. C. Sudhir Babu**, Practicing Company Secretary, Proprietor, CSB Associates (csbassociates27@gmail.com) to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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

Please note that the Results of Postal Ballot will be declared not later than two working days of conclusion of voting through Postal Ballot i.e. on or before Monday, January 31, 2022.

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

**For SMS Lifesciences India Limited**

  
**Trupti Ranjan Mohanty**  
Company Secretary





## SMS LIFESCIENCES INDIA LIMITED

CIN: L74930TG2006PLC050223

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

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

### NOTICE OF POSTAL BALLOT

Dear Shareholders,

**NOTICE** is hereby given that the resolution set out below is proposed to be passed by the members of SMS Lifesciences India Limited ("the Company") by means of ("**Postal Ballot**"), only by way of remote e-voting process ("**e-voting**") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by Institute of Company Secretaries of India (ICSI) on General Meetings read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, the General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, the General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and the General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI /HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ("**SEBI Circulars**").

In accordance with the provisions of the aforesaid Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its members, Shareholders are requested to read the instructions in the Notes under the section "Instructions relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **Friday, 28<sup>th</sup> January, 2022 (5.00 pm)** to be eligible for being considered, failing which it will be considered that no vote has been received.



In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

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

The Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules thereunder, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company has appointed Mr. C. Sudhir Babu, Practicing Company Secretary as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results shall be declared on or before **Monday, 31<sup>st</sup> January, 2022** and will be displayed on the Company's website ([www.smslife.in](http://www.smslife.in)) and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Company will also display the results of the Postal Ballot at its Registered Office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 28<sup>th</sup> January, 2022** i.e., the last date specified for receipt of votes through the e-voting process.

The shareholders are requested to consider and, if thought fit, pass the following resolutions:





**SPECIAL BUSINESS:**

**1) APPOINTMENT OF DR. (MR.) MANNAM MALAKONDAIAH (DIN: 01431923) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY, FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, Dr. (Mr.) Mannam Malakondaiah (DIN: 01431923), who was appointed as an Additional Director by the Board of Directors, in the category of Independent Director, be and is hereby appointed as "Non-Executive and Independent Director" of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 13<sup>th</sup> November, 2021 to 12<sup>th</sup> November, 2026.

**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."

**2) APPOINTMENT OF DR. (MR.) SRINIVAS SAMAVEDAM (DIN: 02488555) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY, FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of Nomination and Remuneration, Dr. (Mr.) Srinivas Samavedam (DIN: 02488555), who was appointed as an Additional Director by the Board of Directors, in the category of Independent Director, be and is hereby appointed as "Non-Executive and Independent Director" of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 13<sup>th</sup> November, 2021 to 12<sup>th</sup> November, 2026.



**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."

**3) APPROVAL FOR INCREASE IN OVERALL MANAGERIAL REMUNERATION LIMITS PAYABLE TO EXECUTIVE DIRECTORS PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013.**

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 first proviso to sub section (1) of Section 197 of the Companies Act, 2013, read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company to its Directors, including Managing Director, Whole-Time Directors and Manager, if any, in respect of any financial year from 11% (eleven percent) to 15% (fifteen percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to clause (i) of the second proviso to sub section (1) of Section 197 of the Companies Act, 2013, read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to increase the overall limit as stipulated in clause (i) of the second proviso to sub section (1) of Section 197 of the Companies Act, 2013, payable to any one or more Managing Director and Whole-Time Directors of the Company, in respect of any financial year from 10% (ten percent) to 14% (fourteen percent) of the net profits of the Company, computed in the manner 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 ₹ 3,00,00,000/- (Rupees Three Crores 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."

**4) APPROVAL FOR INCREASE AGGREGATE ANNUAL REMUNERATION PAYABLE TO EXECUTIVE DIRECTORS PURSUANT TO REGULATION 17(6)(E) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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 Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and as approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to continue with the payment of remuneration payable as per the terms and conditions approved by the shareholders to the Executive Directors as mentioned below, notwithstanding the fact that the aggregate annual remuneration, in respect of any financial year, payable 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.

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

MD – Managing Director | ED – Executive Director | WTD – Whole-time Director

\*\* Plus perquisites.



**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 ₹ 3,00,00,000/- (Rupees Three Crores 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."

Date: 30.11.2021  
Place: Hyderabad



by order of the Board  
for SMS Lifesciences India Limited

  
**Trupti Ranjan Mohanty**  
Company Secretary

**Registered office:**

Plot No.19-III, Road No.71, Jubilee Hills,

Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.



## NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.
2. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the **Company has engaged the services of CDSL for facilitating e-voting** to enable the Members to cast their votes electronically.
3. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 24<sup>th</sup> December, 2021 (**the 'cut-off date'**) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's Registrar and Share Transfer Agent ("**RTA**"), Aarathi Consultants Private Limited.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.smslife.in](http://www.smslife.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility). Accordingly, members who have not registered their e-mail address may register their e-mail address by sending an email to Company ([cs@smslife.in](mailto:cs@smslife.in)) / RTA ([info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)), along with their folio no./DP ID client ID and valid email address for registration.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday, 24<sup>th</sup> December, 2021. Only those Members holding shares either in physical form or dematerialized form as on the Cutoff date will be entitled to cast their votes by remote e-voting.



6. Resolution, if passed by the Members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Friday, 28<sup>th</sup> January, 2022 and shall be deemed to have been passed at a general meeting of Members convened on that behalf.
7. A member cannot exercise his vote by proxy on a Postal Ballot.

#### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

The procedure and instructions for the voting through electronic means are as follows:

- i) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 e-voting to its members in respect of the business to be transacted through postal ballot.
- ii) Company has appointed Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.

- iii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 24<sup>th</sup> December, 2021 ("**Cut-off Date**"), shall be entitled to avail the facility of e-voting.
- iv) The voting period begins **Thursday, 30<sup>th</sup> December, 2021 (9.00 am) and will end on Friday, 28<sup>th</sup> January, 2022 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.





- v) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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.

- vi) 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
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

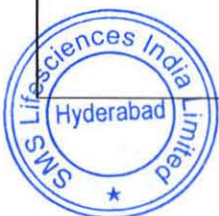




2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period
3. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
4. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
5. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

**Individual Shareholders holding securities in demat mode with NSDL**

1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <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 the e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>2. If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> .</p> <p>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.





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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in 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 in 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

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

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

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>





Dividend Bank Details OR Date of Birth (DOB)	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"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
--	---

- viii) After entering these details appropriately, click on the **"SUBMIT"** tab.
- ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 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.

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) Additional Facility for Non – Individual Shareholders and Custodians –for Voting only.
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- a) **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@smslife.in](mailto:cs@smslife.in) and [info@arthiconsultants.com](mailto:info@arthiconsultants.com) .



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

**Detail procedure is laid down in <https://www.smslife.in/investors/procedure-for-attending-agm-through-vc-e--voting-email-registration.pdf>**

- xix) In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact the below:

<b>Company</b>	:	<b>SMS Lifesciences India Limited</b> Phone: 40-6628 8888 / 9861129909 Email: <a href="mailto:info@smslife.in">info@smslife.in</a> / <a href="mailto:cs@smslife.in">cs@smslife.in</a>
<b>Registrar &amp; Transfer Agent</b>	:	<b>Aarhi Consultants Private Limited</b> Phone: 040-27638777/ 27642217 / 27634445 Email: <a href="mailto:info@aarhiconsultants.com">info@aarhiconsultants.com</a>
<b>e-Voting Agency</b>	:	<b>Central Depository Services (India) Limited</b> Phone : 022- 23058738 and 022-23058542/43 E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	:	<b>Mr. C. Sudhir Babu</b> , Practicing Company Secretary Phone: 7981191458/ 9493676368 Email : <a href="mailto:csbassociates27@gmail.com">csbassociates27@gmail.com</a>





## ANNEXURE TO NOTICE:

### Explanatory statement pursuant to section 102 of the Companies Act, 2013

**ITEM#01** The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013, approved the appointment of Dr. (Mr.) Mannam Malakondaiah as an Additional Director, in the category of Non-Executive and Independent Director of the Company for a term of 5 (five) years with effect from 13<sup>th</sup> November, 2021 subject to approval of the shareholders.

#### BRIEF PROFILE:

<b>Education</b>	: IPS Officer [1985 batch] (Retd)
<b>Working Experience</b>	: <b>Current Association:</b> Director in NSL Textiles Limited & NSL SEZ (Hyderabad) Pvt. Ltd
	<b>Erstwhile Associations:</b> <ul style="list-style-type: none"><li>▪ Director General of Police [DGP] of Andhra Pradesh</li><li>▪ Vice-Chairman and Managing Director of APSRTC</li><li>▪ Technical officer, Corporation Bank</li><li>▪ SP for Adilabad, Medak, TS and Guntur Districts of combined Telangana &amp; Andhra Pradesh.</li><li>▪ Commandant in APSP, Kakinada, CISF, Vizag Port Trust, Addl. Charge of Vizag Steel Plant, HPCL etc.</li><li>▪ SP of the Vigilance Cell and DG of Civil Supplies department.</li><li>▪ Group Commander, GreyHounds (1985 – 2003).</li><li>▪ Jt. Managing Director, Vigilance and Security AP Transco (2003-2008)</li><li>▪ IGP Police Transport Organisation (2008-2010)</li></ul>

Details of Dr. Malakondaiah pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided as "**Annexure A**" forming part of the Postal Ballot Notice.



The Company has received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, Dr. Malakondaiah has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Dr. Malakondaiah.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of Dr. Malakondaiah for the office of Independent Director of the Company.

The Board considers that appointment of Dr. Malakondaiah as an Independent Director will be of immense benefit to the Company and it is desirable to avail services of him as an Independent Director. He would bring with him immense experience to the Company in the areas of Corporate Leadership, Financial Acumen, diversity, Governance, Technology and Risk Management, to name a few.

Copy of the letter for appointment proposed to be issued to Dr. (Mr.) Mannam Malakondaiah as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the Postal ballot is open.

Dr. (Mr.) Mannam Malakondaiah is interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment. Save and except the above, none of the other 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. 1 of the notice.

The Board, on the recommendation of the Nomination and Remuneration Committee, recommends the resolution set forth in item no. 1 of the notice for approval of the members by passing a **Special Resolution**.



**ITEM#02** The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013, approved the appointment of Dr. (Mr.) Srinivas Samavedam as an Additional Director, in the category of Non-Executive and Independent Director of the Company for a term of 5 (five) years with effect from 13<sup>th</sup> November, 2021 subject to approval of the shareholders.

**BRIEF PROFILE:**

<b>Education</b>	:	<ul style="list-style-type: none"><li>▪ Masters in Hospital Administration , Symbiosis Institute</li><li>▪ Fellow of Indian College of Critical Care Medicine</li><li>▪ Diploma in Medical Law and Ethics - NLSIU</li><li>▪ Diploma in Health Care Quality , Apollo Medvarsity</li><li>▪ European Diploma in Intensive Care</li><li>▪ Fellowship of National Board in Critical Care Medicine</li><li>▪ DNB Internal Medicine</li><li>▪ MD (Internal Medicine) , NTRUHS</li></ul>
<b>Working Experience</b>	:	<p><b>Current Association:</b></p> <ul style="list-style-type: none"><li>▪ Head of the Department, Critical Care and Medical Director, Virinchi Hospitals, Hyderabad.</li></ul> <p><b>Erstwhile Associations:</b></p> <ul style="list-style-type: none"><li>▪ Director Critical Care, Century Super specialty Hospital, Hyderabad.</li><li>▪ Director, Critical Care, Care Hospitals, Hyderabad.</li><li>▪ Registrar in ICU, Westmead Hospital, NSW, Australia.</li><li>▪ Associate consultant, Critical Care, Manipal Hospital, Bangalore.</li><li>▪ Consultant in Internal Medicine and Critical Care, Image Hospital, Hyderabad.</li></ul>

Details of Dr. Srinivas pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided as "**Annexure A**" forming part of the Postal Ballot Notice.





The Company has received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, Dr. Srinivas has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Dr. Srinivas.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of Dr. Srinivas for the office of Independent Director of the Company.

Considering the extensive knowledge and experience in the pharma sector as well as his educational background, appointment of Dr. Srinivas as an Independent Director is in the interest of the Company.

Copy of the letter for appointment proposed to be issued to Dr. Srinivas as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the Postal ballot is open.

Dr. Srinivas is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. Save and except the above, none of the other 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. 2 of the notice.

The Board, on the recommendation of the Nomination and Remuneration Committee, recommends the resolution set forth in item no. 2 of the notice for approval of the members by passing a **Special Resolution**.



**ITEM#03** Pursuant to the first proviso to sub section (1) of Section 197 of the Companies Act, 2013, the total managerial remuneration payable to its Directors, including Managing Director and Whole-time Directors, and its Manager in respect of any financial year, may exceed 11% (eleven percent) of net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, provided the same is approved by the members of the Company through a Special resolution. However, the Companies (Amendment) Act, 2017 has done away with the requirement of seeking approval of the Central Government for increasing the overall limit of remuneration in excess of 11% (eleven percent) of net profits of the Company.

Further, the overall managerial remuneration payable to Managing Director and Whole-time Directors, pursuant to clause (i) of the second proviso to sub section (1) of section 197 of the Companies Act, 2013, read with schedule V and the rules made thereunder, in respect of any financial year may exceed 10% (ten percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, provided the same is approved by the members of the Company through a Special resolution.

The approval of the shareholders (vide Special resolution) had already been obtained for payment of remuneration to the Directors as mentioned below, on an individual basis, in case of inadequacy of profit as per Section 197 and Schedule V of the Companies Act, 2013.

Name of Director	Minimum monthly remuneration (₹)	AGM Date
Mr. TVVSN Murthy, MD	16.50 lakhs**	30.09.2020
Mr. TV Praveen, ED	6.00 lakhs	30.09.2020
Mrs. Sudeepthi Gopineedi, WTD	2.00 lakhs	30.09.2021

MD – Managing Director | ED – Executive Director | WTD – Whole-time Director

\*\* Plus perquisites.

Accordingly, based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the Board of Directors considered the following proposal to increase the overall maximum limit of managerial remuneration payable to:





- i. **All Directors**, in respect of any financial year **from 11% (eleven percent) to 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, subject to approval of Shareholders.
- ii. **Managing Director and Whole-time Directors**, in respect of any financial year from **10% (ten percent) to 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, subject to approval of Shareholders.

The proposed increase in the overall maximum limit of managerial remuneration payable to Directors of the Company is only to provide omnibus authority to the Board of Directors to pay remuneration upto the overall limit as specified in the resolution and not with a view to give any additional remuneration to the Managerial Personnel.

Except the change in overall limit of maximum remuneration as proposed in the resolution, all other terms and conditions of the appointment of aforesaid Directors, as approved by the Members at the respective Annual General Meeting shall remain unchanged.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other 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. 3 of the notice.

The Board recommends the resolution set forth in item no. 3 of the notice for approval of the members by passing a **Special Resolution**.

**ITEM#04** Pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aggregate annual remuneration payable to Executive Directors who are promoters or members of the promoter group, in respect of any financial year may exceed 5% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, provided the same is approved by the members of the Company through a Special resolution.





The aggregate remuneration payable to following Directors may exceed the aggregate limit of 5% of the net profits prescribed in Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Details of remuneration payable to Executive Directors of the Company:**

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

MD – Managing Director | ED – Executive Director | WTD – Whole-time Director

\*\* Plus perquisites.

Accordingly, based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the Board of Directors in its meeting held on 13<sup>th</sup> November, 2021, 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, notwithstanding 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, as prescribed in the Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of any financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013, subject to approval of Shareholders.

The proposed resolution is with an object to continue with the payment of remuneration as per the terms approved by the members in respect of their appointments/reappointments and not with a view to give any additional remuneration to the Managerial Personnel.

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. Save and except the above, none of the other 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. 4 of the notice.



The Board recommends the resolution set forth in item no. 4 of the notice for approval of the members by passing as a **Special Resolution**.

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



  
**Trupti Ranjan Mohanty**  
Company Secretary

Date: 30.11.2021  
Place: Hyderabad



**DETAILS OF DIRECTORS SEEKING APPOINTMENT**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclose Requirement) Regulations, 2015 read along with Secretarial Standard -2 issued by ICSI]

<b>Sl no.</b>	01
<b>Name of the Director</b>	Dr. (Mr.) Mannam Malakondaiah
<b>Director Identification Number (DIN)</b>	01431923
<b>Date of Birth</b>	01.07.1958 [63 years]
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	13.11.2021
<b>Qualification</b>	IPS Officer [1985 batch] (Retd)
<b>Experience</b>	Retired as Director General of Police of Andhra Pradesh. Before his appointment as DGP, he worked as Vice-Chairman and Managing Director of APSRTC and other long lists of achievements.
<b>Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	Nil
<b>Directorships /chairmanship held in other public Companies</b>	NSL Textiles Limited
<b>Relationship between Directors Inter-se</b>	None
<b>Shareholding</b>	Nil
<b>Terms and conditions of appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</b>	Terms and conditions of appointment are as per the Policy of the Company as displayed on the Company's website. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board.





<b>Sl no.</b>	02
<b>Name of the Director</b>	Dr. (Mr.) Srinivas Samavedam
<b>Director Identification Number (DIN)</b>	02488555
<b>Date of Birth</b>	03.01.1971 [50 years]
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	13.11.2021
<b>Qualification</b>	Masters in Hospital Administration, Symbiosis Institute, Fellow of Indian College of Critical Care Medicine along with various other degrees.
<b>Experience</b>	More than 20 years' experience in health care. Pharma sector and currently, associated with Virinchi Hospitals, Hyderabad as Head of the Department, Critical Care and Medical Director.
<b>Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	Nil
<b>Directorships /chairmanship held in other public Companies</b>	Nil
<b>Relationship between Directors Inter-se</b>	None
<b>Shareholding</b>	Nil
<b>Terms and conditions of appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</b>	Terms and conditions of appointment are as per the Policy of the Company as displayed on the Company's website. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board.

