



## 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**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 1 <sup>st</sup> July, 2025 at 9:00 a.m. (IST)	Wednesday, 30 <sup>th</sup> July, 2025 at 5:00 p.m. (IST)

*Dear Shareholders,*

**NOTICE** is hereby given to the members of SMS Lifesciences India Limited (**“the Company”**) pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) as amended from time to time, read with the General Circular No. 9/2024 dated 19<sup>th</sup> September, 2024 and such other relevant previous circulars as were issued by the Ministry of Corporate Affairs pertaining to holding of General Meetings / conducting Postal Ballot process through voting by electronic means (**“MCA Circulars”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 (**“SEBI Circular”**), and Secretarial Standard (**“SS-2”**) issued by the Institute of Company Secretaries of India (ICSI) on General Meetings, that the resolution set out below is proposed for approval of the shareholders of SMS Lifesciences India Limited (**the “Company”**) through Postal Ballot by way of voting through electronic means (**“remote e-voting”**) only.

Pursuant to Section 102, 110 and other applicable provisions of the Act, the explanatory statements pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (**‘this Notice’**) for your consideration and forms part of this Notice.

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 remote e-voting facility to all its shareholders to cast their vote electronically. In this regard, 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 **Wednesday 30<sup>th</sup> July, 2025 (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, 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 completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results shall be declared on **Friday, 1<sup>st</sup> August, 2025** and will be displayed on the Company's website ([www.smslife.in](http://www.smslife.in)) on the website of Central Depository Services (India) Limited ("CDSL") at ([www.evotingindia.com](http://www.evotingindia.com)) and will be communicated to Stock Exchanges.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday 30<sup>th</sup> July, 2025** i.e., the last date specified for receipt of votes through e-voting process.

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

### **SPECIAL BUSINESS:**

#### **1) APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other acts, rules, regulations, circulars as may be applicable and subject to the approval of the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from **"SMS Lifesciences India Limited"** to **"Haleos Labs Limited"** with effect from the date of issuance of "Fresh Certificate of Incorporation" in favour of the Company by the Registrar of Companies, Telangana.

**RESOLVED FURTHER THAT** pursuant to approval of name change of the Company, the name "SMS Lifesciences India Limited" be substituted for "Haleos Labs Limited" wherever it appears in the Memorandum of Association and Articles of Association of the Company be altered and substituted with the following clause:

#### **I. The name of the Company is HALEOS LABS LIMITED.**

**RESOLVED FURTHER THAT** the name "SMS Lifesciences India Limited" wherever appearing in any of the documents/ records of the Company be substituted by the new name "Haleos Labs Limited" in accordance with the provisions of applicable laws.

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

#### **2) APPROVAL FOR REAPPOINTMENT OF MR. TV PRAVEEN AS EXECUTIVE DIRECTOR.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188, 196, 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and under the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, Nomination & Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for reappointment of Mr. TV Praveen (DIN: 08772030), as Whole-time Director designated as "Executive Director" of the Company, for a further period of 3 (three) years commencing from 1<sup>st</sup> September, 2025, on such terms and conditions as set out in the explanatory statement relating to this resolution.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration by way of salary, perquisites and allowances as specified in the explanatory statement.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification(s) or relaxation(s) pursuant to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc., within such prescribed limit or ceiling as amended without any further reference to the members of the Company.

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

**3) APPROVAL FOR INCREASE OF INDIVIDUAL MANAGERIAL REMUNERATION LIMITS PAYABLE TO ANY EXECUTIVE DIRECTOR 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 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 limit of individual managerial remuneration payable to any Executive Director of the Company, in respect of any financial year, from 5% (Five percent) to 8% (Eight 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** 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 OF OVERALL MANAGERIAL REMUNERATION LIMITS 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 Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to the following managerial remuneration payable 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	9,00,000	1,08,00,000
Mrs. Sudeepthi Gopineedi	2,00,000	24,00,000
<b>Total</b>	<b>27,50,000</b>	<b>3,30,00,000</b>

**\*\* 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 ₹4,00,00,000/- (Rupees Four Crores Only).

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

5) **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2025-26.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into / continue with the existing Related Party Transaction(s)(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as set out in the Explanatory Statement with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may exceed 10% of the annual consolidated turnover of the Company for the last year (i.e. 2024-25), on such terms and conditions as may be agreed between the Company and such related parties, in the ordinary course of business of the Company and at an arm’s length basis.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate, finalize, amend and revise the terms and conditions of the aforesaid transactions and execute such agreements, documents and letters thereof as may be necessary, from time to time and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

6) **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE MATERIAL SUBSIDIARY OF THE COMPANY FOR THE YEAR 2025-26.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on materiality of Related Party Transactions and dealing with Related Party Transactions and based on the approval / recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into / continue with the existing Related Party Transaction(s) by the material subsidiary of the Company (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as set out in the Explanatory Statement with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which may exceed 10% of the annual consolidated turnover of the Company for the last year (i.e. 2024-25) on such terms and conditions as may be agreed between the material subsidiary of the Company and such related parties, in the ordinary course of business of the Company and at an arm’s length basis.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate, finalize, amend and revise the terms and conditions of the aforesaid transactions and execute such agreements, documents and letters thereof as may be necessary, from time to time and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

Date: 29.05.2025  
Place: Hyderabad

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

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

**Trupti Ranjan Mohanty**  
Company Secretary

## NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.
2. The Board of Directors of the Company in the Board meeting held on 29<sup>th</sup> May, 2025 has reappointed Mr. TV Praveen as Executive Director of the Company and accorded in principle approval for name change of the Company. It is hereby informed that pursuant to Regulation 17 (1C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for reappointment of Directors is required to be obtained within 3 (three) months from the date of reappointment in the Board.

As the General Meeting is not scheduled within the stipulated timeline, approval of the shareholders is sought by this Postal Ballot as per the provisions of the Companies Act, 2013 and rules made thereunder.

3. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Company Secretary and Compliance Officer at [cs@smslife.in](mailto:cs@smslife.in).
4. 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.
5. 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, 27<sup>th</sup> June, 2025 (**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**") i.e. Aarthi Consultants Private Limited.
6. 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@arthiconsultants.com](mailto:info@arthiconsultants.com)), along with their folio no./DP ID client ID and valid email address for registration.

7. 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, 27<sup>th</sup> June, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cutoff date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
8. Resolutions, 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., on **Wednesday, 30<sup>th</sup> July, 2025** and shall be deemed to have been passed at a general meeting of Members convened on that behalf.
9. A member cannot exercise his vote by proxy on a Postal Ballot.
10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023, 17<sup>th</sup> November, 2023 and 7<sup>th</sup> May, 2024. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

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

i) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing the facility of e-voting to its members in respect of the business to be transacted through postal ballot.

ii) Company has appointed Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means.

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

iii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 27<sup>th</sup> June, 2025 (“**Cut-off Date**”), shall be entitled to avail the facility of e-voting.

iv) The voting period begins on **Tuesday, 1<sup>st</sup> July, 2025 (9.00 am) and will end on Wednesday, 30<sup>th</sup> July, 2025 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

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

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

**Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in various modes with CDSL / NSDL is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period.</li> <li>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</li> <li>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 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.

**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.

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the “Shareholders” module.

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

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	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 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 Bank details field.</li> </ul>

- vii) After entering these details appropriately, click on the **“SUBMIT”** tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- x) Click on the **EVSN** for the relevant <SMS Lifesciences India limited> on which you choose to vote.
- xi) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **“YES OR NO”** as desired. The option **“YES”** implies that you assent to the Resolution and option **“NO”** implies that you dissent to the Resolution.
- xii) Click on the **“RESOLUTION FILE LINK”** if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgotten Password & enter the details as prompted by the system.

xvii) Additional Facility for Non – Individual Shareholders and Custodians –for Voting only.

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 with a copy marked to the Company, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email.**

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

- a) **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@smslife.in](mailto:cs@smslife.in) and [info@arthiconsultants.com](mailto:info@arthiconsultants.com) .
- b) **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

Detail procedure is laid down in <https://www.smslife.in/shareholding-information.php>

**IN CASE OF ANY QUERY/GRIEVANCE IN CONNECTION WITH THE POSTAL BALLOT INCLUDING REMOTE E-VOTING, MEMBERS MAY CONTACT THE BELOW:**

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

The shareholders of the Company had previously approved the proposal for changing the name of the Company from 'SMS Lifesciences India Limited' to 'Haleos Labs Limited' by way of a Postal Ballot dated 27<sup>th</sup> February, 2025. However, due to the emergence of certain business-related contingencies and strategic considerations, the implementation of the proposed name change was deferred. Consequently, the shareholders, through a subsequent Postal Ballot dated 30<sup>th</sup> April, 2025, resolved to postpone the said proposal to a more appropriate time.

The Board of Directors, after careful deliberation, has now considered it is prudent to reinstate the name change proposal, taking into account the current business environment and long-term objectives of the Company.

#### **Chronology of events:**

<b>Date</b>	<b>Event</b>
21.01.2025	Board approval vide circular resolution for name change of the Company.
28.02.2025	Shareholders' approval for name change of the Company vide Postal Ballot between 28.01.2025 to 27.02.2025.
02.03.2025	Application for approval of Central Government for change of name.
28.03.2025	Board approval vide circular resolution for postponing the name change of the Company due to certain business related contingencies.
02.05.2025	Shareholders' approval for postponing the name change of the Company vide Postal Ballot between 01.04.2025 to 30.04.2025.
29.05.2025	Board approved to proposal of name change.

It is further informed that the Company had filed Form RUN (Reserve Unique Name) with the Ministry of Corporate Affairs (MCA) on 1<sup>st</sup> April, 2025, for reservation of the proposed name. The application was approved on 3<sup>rd</sup> April, 2025, and the proposed name has accordingly been reserved for a period of 60 (sixty) days in accordance with Section 4(5) of the Companies Act, 2013.

#### **Business activities:**

Company is engaged in the business of manufacturing and dealing with all types of Organic & Inorganic Chemicals, Pharmaceuticals, Active Pharmaceutical Ingredients (API) and their Intermediates.

#### **Justification of name change:**

The proposed name 'Haleos Labs Limited' is intended to accurately reflect the core business activities of the Company, enhance and reposition its brand identity, and provide greater leverage to explore new verticals and expand into broader geographical markets.

In the opinion of the Board, the term "*Haleos*" is a coined word derived from "*Hale*", meaning "Good Health", and "*Leos*", symbolizing "Strength". The Board believes that the proposed name effectively aligns with the Company's core objectives and long-term vision. The rebranding initiative is designed to represent the Company's commitment to "*Chemistry for Good Health*" and to establish a distinct and focused identity within its industry peer group.

Accordingly, the Board of Directors in the meeting held on 29<sup>th</sup> May, 2025 has approved the change of the Company's name from "*SMS Lifesciences India Limited*" to "*Haleos Labs Limited*", subject to approval by the shareholders and receipt of all requisite approvals from statutory, regulatory, and Government authorities under applicable laws. Consequent amendments to the Memorandum of Association and Articles of Association of the Company will also be undertaken.

It is further clarified that the proposed change in name will not affect any rights of the Company, its shareholders, or any other stakeholders. All existing share certificates bearing the current name of the Company shall continue to remain valid and effective for all purposes, even after the name change.

**Members may please note that there is change only in the name of the Company and the objects and the line of business of the Company stays untouched. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.**

The Company has complied with the requirements of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has obtained certificate from M/s Rambabu & Co. Practising Chartered Accountants (Firm Registration No. 002976S), which is annexed and forms part of this notice as “Annexure I” .

**Details of previous name changes of the Company:**

Date	Name
31 <sup>st</sup> May, 2006 (incorporation)	Potluri Real Estate Private Limited
6 <sup>th</sup> November, 2013	Potluri Packaging Industries Private Limited
4 <sup>th</sup> August, 2014	SMS Lifesciences India Private Limited
22 <sup>nd</sup> June, 2016	SMS Lifesciences India Limited

Since then, there has been no change in the name of the Company.

The Board hereby recommends members to approve the resolution set forth in Item No. 1 for name change proposal and alteration in the Memorandum of Association and Articles of Association by way of passing a **Special Resolution** pursuant to Section 13 of the Companies Act, 2013 for better growth and alignment of the Company’s strategic long-term goals.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this Item set out in the Notice except to the extent of their shareholdings in the Company, if any.

**ITEM#02: REAPPOINTMENT OF MR. TV PRAVEEN AS EXECUTIVE DIRECTOR:**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2025, on recommendation of Nomination and Remuneration Committee and Audit Committee, approved the re-appointment of Mr. TV Praveen (DIN: 08772030) as “Whole Time Director” designated as Executive Director of the Company, commencing from 1<sup>st</sup> September 2025, for a term of 3 (three) consecutive years upto August 31, 2028, subject to approval of shareholders.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the above, approval of the members is sought for re-appointment of Mr. Praveen as “Whole Time Director” designated as Executive Director of the Company. The Company has received the requisite consents, declarations, etc., from Mr. Praveen in relation to his re-appointment.

**Brief profile:**

Mr. T.V. Praveen is an accomplished business leader with over 16 years of experience in the pharmaceutical sector. He currently serves as the Executive Director of the Company, overseeing key functions including marketing, supply chain, R&D, finance, administration, regulatory affairs, and overall operations under the guidance of Mr. TVSSN Murthy.

**Work Experience:**

He joined SMS Pharmaceuticals Limited (Demerged company) in 2008 as Vice President – Marketing and later Rising through the ranks to become Senior Vice President – Operations, where he was instrumental in expanding business across international markets such as the US, Japan, Canada and EU apart from India. His efforts have significantly contributed to the long-term business generation and global footprint of the Demerged Company.

Post-demergers, Mr. Praveen played a key role in the acquisition of Mahi Drugs Private Limited, Visakhapatnam in 2018, and continues to oversee its operations and business integration. He is currently leading strategic initiatives focused on partnerships, operational efficiency, and sustainable growth. An accomplished business leader, Mr. Praveen has led international marketing efforts, built sustainable customer relationships, and collaborated extensively with cross-functional teams including R&D, production, quality, regulatory, supply chain, and finance.

Before joining SMS Pharma, Mr. Praveen worked with Deloitte as a Consultant, advising leading healthcare clients including Johnson & Johnson and Pfizer on strategic and operational issues. He also worked as a Business Analyst at Cognizant.

**Academic:**

Mr. Praveen holds a Post Graduate degree in Management with a specialization in Strategy and Marketing from the Indian Institute of Management, Kozhikode (IIMK), and an Engineering degree from Birla Institute of Technology & Science (BITS), Pilani. A state topper in intermediate education, he has a distinguished academic and extracurricular record.

**Rationale for Reappointment:**

- Mr. Praveen has played a vital role in the Company's growth, operational excellence, and strategic decision-making during the current tenure.
- He possesses extensive industry experience and in-depth knowledge of the Company's core operations, which has contributed significantly to business expansion and organizational stability.
- Demonstrated strong leadership, managerial capabilities, and effective team-building skills that align with the long-term vision and mission of the Company.
- Actively contributed to enhancing stakeholder value and implementing sound governance practices.

The Nomination & Remuneration Committee and the Board are of the view that Mr. Praveen possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the Nomination & Remuneration Committee and the Board considers that this association would be of immense benefit to the Company.

**Terms and Conditions of the reappointment:**

**a) Period of reappointment:**

Reappointment is for a period of 3 years w.e.f. 1<sup>st</sup> September, 2025

*(liable to retire by rotation).*

**b) Remuneration / Salary:**

₹7,50,000 /- (Rupees Seven Lakhs and Fifty Thousand only) per month.

**c) Perquisites & Allowances:**

House Rent Allowance (HRA) not exceeding ₹1,50,000/- per month.

In addition to above, he shall also be entitled to perquisites together with reimbursement of actual expenses for utilities such as gas, electricity, water, furnishings, air-conditioning and repairs, all of which may be hired or owned; medical reimbursement; club fees, foreign travel and leave travel concession for himself and his family; medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors.

All such perquisites and allowances will be subject to a maximum of his annual salary.

**d) Commission:**

Mr. Praveen is also entitled to a Commission on the profit of the Company as may be decided by the Board of Directors from time to time.

**e) Annual Bonus:**

Mr. Praveen is also entitled to an Annual Bonus based on the performance of the Company and subject to the approval of the Board of Directors. All the payments made to him shall be within the overall ceiling stipulated under the Act.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to him in accordance with Schedule V to the Act or any amendments thereto made hereinafter in this regard.

**f) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration by way of salary, perquisites and allowances as specified above.

**g) Others Terms & Conditions:**

- For the purposes of calculating the above overall ceiling, perquisites and allowances shall be as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- He is entitled to travel in India or aboard, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone / Internet facility at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent that these either singularly or together are not taxable under the Income Tax Act. He is also entitled to Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure.

All these shall not be included in the computation of perquisites for the purpose of calculating the ceilings aforesaid and if at any time Mr. Praveen ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be Executive Director of the Company.

**Note –**

- **The above may be treated as an abstract and written memorandum setting out the terms of appointment and remuneration of Mr. Praveen as an Executive Director under Section 190 of the Companies Act, 2013.**
- **Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice as "Annexure II"**
- **Information as per Item No. (iv) of the third proviso of Section II of Part II of Schedule V is provided in "Annexure III" forming part of this Notice.**

**Additional information:**

1. During the year 2024-25, 4 (four) meetings of the Board of Directors were held and all the meetings were attended by Mr. Praveen.
2. As on date, Mr. Praveen holds 2,52,752 (8.36%) equity shares in the Company.
3. Mr. Praveen is member in CSR Committee of the Company:
4. Mr. Praveen is Managing Director in Mahi Drugs Private Limited (Subsidiary Company).

In compliance with circular no. NSE/CML/2018/02 issued by National Stock Exchange of India Limited and circular No. LIST/COMP/14/2018-19 issued by BSE Limited dated 20<sup>th</sup> June, 2018 and based on the available information, the Board hereby affirm that Mr. Praveen is not debarred from holding the office of Director by virtue of any SEBI order or any other authorities.

The Board, based on the recommendation made by the Audit Committee, 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**.

Mr. TVVS Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution set out at Item No. 2 of the Notice with regard to reappointment of Mr. TV Praveen as Executive Director of the Company. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM#3: INCREASE IN INDIVIDUAL MANAGERIAL REMUNERATION LIMITS PAYABLE TO ANY EXECUTIVE DIRECTOR(S) PURSUANT TO SECTION 197 (I) OF THE COMPANIES ACT, 2013.**

Pursuant to clause (i) of the second proviso to sub section (1) of Section 197 of the Companies Act, 2013, the individual managerial remuneration payable to any Executive Director (including Managing Director, Whole-Time Director or Manager) may exceed 5% (five percent) of net profits of the Company, in respect of any financial year, 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 overall remuneration to the Directors as mentioned below, in case of inadequacy of profit as per Section 197 and Schedule V of the Companies Act, 2013.

- ❑ **All Directors**, upto 15% (fifteen percent) of the net profits of the Company, in respect of any financial year, computed in the manner as laid down in section 198 of the Companies Act, 2013.
- ❑ **Managing Director and Whole-time Directors**, upto 14% (fourteen percent) of the net profits of the Company, in respect of any financial year, computed in the manner as laid down in section 198 of the Companies Act, 2013.

In recognition of the increased responsibilities and continued contributions of the managerial personnel towards the Company' growth, the Nomination and Remuneration Committee and Audit Committee have recommended and the Board of Directors, at their meeting held on 29<sup>th</sup> May, 2025, has approved, for increase in the individual managerial remuneration limits from 5% (five percent) to 8% (eight percent) of the net profits of the Company, in respect of any financial year, calculated as per Section 198 of the Companies Act, 2013.

The proposed increase in the limit of managerial remuneration payable to any individual Executive Director(s) of the Company is only to provide omnibus authority to the Board of Directors to pay remuneration upto the limit as specified in the resolution and not with a view to give any additional remuneration to the Managerial Personnel. Except the change in limit of maximum remuneration as proposed in the resolution, all other terms and conditions of the appointment of Directors, as approved by the Members shall remain unchanged.

The Board recommends the resolution set forth in item no. 3 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. 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.

**ITEM#04: OVERALL REMUNERATION PAYABLE TO EXECUTIVE DIRECTORS.**

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 vide Postal Ballot dated 30<sup>th</sup> April, 2025, 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
<b>Total</b>	<b>24,50,000</b>	<b>2,94,00,000</b>

\*\* 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. Since the tenure of Mr. T.V. Praveen as Executive Director is set to conclude on 31<sup>st</sup> August, 2025, his reappointment is proposed for a further period of 3 (three) years.

Fresh approval of the members is required to continue with the aggregate annual managerial remuneration payable to the Executive Directors, as it may exceed the prescribed limit of 5% (five percent) of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

Accordingly, pursuant to Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, at its meeting held on 29<sup>th</sup> May, 2025, considered and approved the proposal to increase the aggregate managerial remuneration payable to the Executive Directors of the Company, *as mentioned below*, in respect of any financial year, even if such remuneration exceeds 5% (five percent) of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, subject to the approval of the members of the Company.

Name of Executive Director	Monthly Remuneration [₹]**	Annual remuneration [₹]**
Mr. TVVSN Murthy	16,50,000	1,98,00,000
Mr. TV Praveen	9,00,000	1,08,00,000
Mrs. Sudeepthi Gopineedi	2,00,000	24,00,000
<b>Total</b>	<b>27,50,000</b>	<b>3,30,00,000</b>

**\*\* plus perquisites.**

The Board recommends the resolution set forth in Item No. 4 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. 4 of the Notice with regard to increase of managerial remuneration to Executive Directors of the Company. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM#05: MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY FOR THE YEAR 2025-26:**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds the specified threshold limits. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and at an arm's length basis.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, approval of the members is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and at an arm's length basis.

In this regard, all Related Party Transactions with an aggregate value exceeding ₹1,000 crore or 10% of annual audited consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as "material" and requires prior approval of members by means of an Ordinary Resolution.

Given the nature of the Company, the Company works closely with its subsidiary, group companies and other related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and at an arm's length basis.

Following shall be considered as “Material Related Party Transactions” of the Company for the year 2025-26, based on the annual audited consolidated turnover of the Company for the previous year (i.e. 2024-25):

[₹ in Crores]

SL No.	Name of Related Party	Nature of transaction	Threshold limit**	Estimated Transaction(s) value
1.	Mahi Drugs Private Limited <sup>1</sup>	Sale & Purchase of Goods & Services and rent	34.47	85.10
2.	Purogene Labs Private Limited <sup>2</sup> (Formerly known as “RCHEM Somanahalli Private Limited)	Sale & Purchase of Goods & Services and rent	34.47	70.10
3.	ChemWerth Inc, USA <sup>3</sup>	Sale & Purchase of Goods & Services, Business advance	34.47	40.00
4.	SMS Pharmaceuticals Limited <sup>3</sup>	Sale & Purchase of Goods & Services	34.47	35.10

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

\*\*10% of consolidated turnover (i.e. ₹344.72 Crs) of the Company for the year 2024-25

Note –

- The amended Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.
- Audit Committee was provided with the relevant details about the proposed Related Party Transactions including rationale, material terms and justification for proposed Related Party Transactions. Accordingly, the Audit Committee has granted approval for entering into the aforesaid Related Party Transactions to be entered during the year 2025-26.
- The Committee has noted that the said transactions will be on an arm’s length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the Related Party Transactions, the Committee has determined that the promoter(s) will not benefit from the proposed Related Party Transactions at the expense of public shareholders.

Accordingly, the Board of Directors based on recommendation of the Audit Committee at their meeting held on 12<sup>th</sup> February, 2025, have accorded approval to enter into aforesaid material Related Party Transactions with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (whether individual transaction or transactions taken together or series of transactions or otherwise) for the year 2025-26.

**Additional Information pursuant to SEBI master circular dated 11<sup>th</sup> November, 2024:**

Sl. No.	Description	Details			
1.	<b>Details of summary of information as provided by the Management to the Audit Committee</b>				
a.	<b>Name of the related party and its relationship with the Company</b>	Mahi Drugs Private Limited, [Material Subsidiary]	Purogene Labs Private Limited [Directors have significant influence]	ChemWerth Inc, USA [Other related party -Strategic Investor (40% stake) in Subsidiary Company]	SMS Pharmaceuticals Limited [Other related party – Common Promoters]

Sl. No.	Description	Details			
b.	<b>Name of the Director or key managerial personnel who is related and nature of relationship</b>	Mr. TVVSN Murthy, Mr. TV Praveen & Mr. P Sarath Kumar are also Directors in the Board of Mahi Drugs Private Limited.	Mr. TVVSN Murthy, Mr. TV Praveen & Mrs. Sudeepthi Gopineedi are shareholders in Purogene Labs Private Limited	-	-
c.	<b>Type, material terms, monetary value and particulars of contracts or arrangement</b>	The transaction involves Sale & Purchase of goods, availing & rendering of Services and renting of property / Business advance. The maximum annual value of the proposed transactions is estimated based on the Company's current transactions and future business projections.			
d.	<b>Value of proposed Transaction (aggregate limits is an enabling limit to help the business operate smoothly without interruptions)</b>	₹85.10 Crores	₹70.10 Crores	₹40.00 Crores	₹35.10 Crores
e.	<b>Tenure of the proposed transaction</b>	This related party transactions are recurring in nature. However, the approval of the shareholders is being sought for entering into Related Party Transactions for the year 2025-26.			
f.	<b>Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year</b>	24.69%	20.34%	11.60%	10.18%
2.	<b>Justification for the transaction</b>	The proposed Related Party Transactions are in the best interest of the Company and are intended to further its core business objectives. These arrangements aim to achieve operational synergies, reduce costs, and enhance long-term sustainability. Specifically, the transactions will ensure the steady availability of key raw materials and intermediates required for API production, thereby supporting business expansion and improved profitability. All transactions shall be conducted in the ordinary course of business and on an arm's length basis and in accordance with the Company's Related Party Transactions Policy.			
3.	<b>Details of transactions relating to any loans, inter-corporate deposits, advances or investments.</b>	Not Applicable			
4.	<b>A copy of the valuation or other external party report, if any, such report has been relied upon</b>	As and when the Board feels appropriate, valuation report or other external report would be sought in accordance with the Companies Act, 2013 and other relevant laws for undertaking proposed Related Party Transactions.			
5.	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis:</b>	201.32%	Not available	Not available	Not available
6.	<b>Any other information that may be relevant</b>	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business.			

The aforesaid estimated value of the proposed transactions may exceed the material threshold limits as prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Actual value of the transactions may vary depending upon the business requirements.

Furthermore, the value of Related Party Transactions with aforesaid Related Parties for the period commencing from 1<sup>st</sup> April, 2025 to the date of this Notice has not exceeded the material thresholds and the Company will ensure that the same does not exceed the aforesaid threshold upto the date of declaration of results of this Postal Ballot.

The aforesaid transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and shall at all time remain within the aforesaid limits. It is further clarified that while the sub-limits of individual transactions (i.e. sale or purchase of Goods or services) may be utilized interchangeably based on business requirements, the aggregate value of transactions shall at all times remain within the overall limits as approved by the shareholders.

However, in case of any subsequent material modifications as defined in the Company's policy on materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no.5 of the notice for approval of the members by passing an **Ordinary Resolution**. All entities falling under the definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution as set out at Item No. 5 of the Notice with regard to approval of proposed material Related Party Transactions for the year 2025-26. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM#06: MATERIAL RELATED PARTY TRANSACTIONS OF THE MATERIAL SUBSIDIARY OF THE COMPANY FOR THE YEAR 2025-26.:**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case of certain transactions with related parties exceeds the specified threshold limits. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and at an arm's length basis.

However, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, approval of the members is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and at an arm's length basis.

In this regard, all Related Party Transactions with an aggregate value exceeding ₹1,000 crore or 10% of annual audited consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as "material" and requires prior approval of members by means of an Ordinary Resolution.

Following shall be considered as “Material Related Party Transactions” of the Company pertaining to the Material Subsidiary for the year 2025-26, based on the annual audited consolidated turnover of the Company for the previous year (i.e. 2024-25):

[₹ in Crores]

SL No.	Name of Related Party	Nature of transaction	Threshold limit**	Estimated Transaction(s) value
1.	SMS Lifesciences India Limited <sup>1</sup>	Sale & Purchase of Goods & Services, rent	34.47	85.10
2.	ChemWerth Inc, USA <sup>2</sup>	Sale & Purchase of Goods & Services, Business advance	34.47	55.50

1 - Company | 2 - Other related party

\*\*10% of consolidated turnover (i.e. ₹344.72 Crs) of the Company for the year 2024-25

**Note –**

- ❑ The amended Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.
- ❑ Audit Committee was provided with the relevant details about the proposed Related Party Transactions including rationale, material terms and justification of the proposed Related Party Transactions. Accordingly, the Audit Committee has granted approval for entering into the aforesaid Related Party Transactions to be entered during the year 2025-26.
- ❑ The Committee has noted that the said transactions will be at an arm’s length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the Related Party Transactions, the Committee has determined that the promoter(s) will not benefit from the proposed Related Party Transactions at the expense of public shareholders.

Accordingly, the Board of Directors based on recommendation of the Audit Committee at their meeting held on 12<sup>th</sup> February, 2025, have accorded approval to enter into aforesaid material Related Party Transactions pertaining to Mahi Drugs Private Limited (Material Subsidiary) with ‘Related Parties’ within the definition of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (whether individual transaction or transactions taken together or series of transactions or otherwise) for the year 2025-26.

**Additional Information pursuant to SEBI master circular dated 11<sup>th</sup> November, 2024:**

Sl. No.	Description	Details	
1.	<b>Details of summary of information as provided by the Management to the Audit Committee</b>		
a.	<b>Name of the related party and its relationship with the Company</b>	SMS Lifesciences India Limited [Company]	ChemWerth Inc, USA [Other related party -Strategic Investor (40% stake) in Subsidiary Company]
b.	<b>Name of the Director or key managerial personnel who is related and nature of relationship</b>	Mr. TVVSN Murthy, Mr. TV Praveen & Mr. P Sarath Kumar are also Directors in the Board of Mahi Drugs Private Limited.	-
c.	<b>Type, material terms, monetary value and particulars of contracts or arrangement</b>	The transaction involves Sale & Purchase of goods, availing & rendering of Services and renting of property / Business advance.  The maximum annual value of the proposed transactions is estimated based on the Company’s current transactions and future business projections.	

Sl. No.	Description	Details	
d.	<b>Value of proposed Transaction (aggregate limits is an enabling limit to help the business to operate smoothly without interruptions)</b>	₹85.10 Crores	₹55.50 Crores
e.	<b>Tenure of the proposed transaction</b>	This related party transactions are recurring in nature. However, the approval of the shareholders being sought for entering into Related Party Transactions for the year 2025-26.	
f.	<b>Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year</b>	24.69% of the annual consolidated turnover of the Company and 201.32% of subsidiary' annual turnover on standalone basis.	16.10% of the annual consolidated turnover of the Company and 131.30% of subsidiary' annual turnover on standalone basis.
2.	<b>Justification for the transaction</b>	<p>The proposed transactions are in the best interest of the Mahi Drugs (Subsidiary) and are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Mahi Drugs (Subsidiary) and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.</p> <p>Under current business scenario, these proposed transactions with related parties shall support the availability of prime raw material &amp; intermediary to API's, for increase of its overall operations and profitability.</p> <p>These transactions shall be purely on the basis of day to day business requirements and in the Ordinary Course of business &amp; on an arm's length basis as per the guidelines of related party policy of the Company.</p>	
3.	<b>Details of transactions relating to any loans, inter-corporate deposits, advances or investments.</b>	Not Applicable	
4.	<b>A copy of the valuation or other external party report, if any, such report has been relied upon</b>	The transactions do not contemplate any valuation.	
5.	<b>Any other information that may be relevant</b>	Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business.	

The aforesaid estimated value of the proposed transactions may exceed the material threshold limits as prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Actual value of the transactions may vary depending upon the business requirements.

Furthermore, the value of Related Party Transactions with aforesaid Related Parties for the period commencing from 1<sup>st</sup> April, 2025 to the date of this Notice has not exceeded the material thresholds and the Company will ensure that the same does not exceed the aforesaid threshold upto the date of declaration of results of this Postal Ballot.

The aforesaid transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and shall at all time remain within the aforesaid limits. It is further clarified that while the sub-limits of individual transactions (i.e. sale or purchase of Goods or services) may be utilized interchangeably based on business requirements, the aggregate value of transactions shall at all times remain within the overall limits as approved by the shareholders.

However, in case of any subsequent material modifications as defined in the Company's policy on materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation made by the Audit Committee, recommends the resolution set forth in item no. 6 of the notice for approval of the members by passing **an Ordinary Resolution**. All entities falling under the definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not.

Mr. TVVSN Murthy, Mr. T.V. Praveen and Mrs. Sudeepthi Gopineedi are interested in the resolution as set out at Item No. 6 of the Notice with regard to approval of proposed material Related Party Transactions for the year 2025-26. Save and except the above, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Place: Hyderabad  
Date : 29.05.2025

**Trupti Ranjan Mohanty**  
Company Secretary

To,  
The Board of Directors,  
**SMS Lifesciences India Limited**  
Plot No.19-III, Road No.71, Jubilee Hills,  
Opp. Bharatiya Vidya Bhavan Public School, Hyderabad - 500096

**SUB: CERTIFICATE PURSUANT TO REGULATION 45 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Dear Board members,

Based on our examination of the records of SMS Lifesciences India Limited ("the Company") and according to the information and explanation given to us, pursuant to the requirements of provisions of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we do hereby confirm about the compliance of the regulation as under:

- a) Time period of 1 (one) year has elapsed from the last name change.
- b) 50% (Fifty percent) of the total revenue in the preceding 1 (one) year period has not been accounted for by the new activity suggested by the new name as there is no change in activity of the Company.
- c) The amount invested in the new activity/project is not 50% (Fifty percent) of the assets of the Company as there is no change in activity/ project of the Company.

Place: Hyderabad

Date: 17-06-2025

For Rambabu & Co.

Chartered Accountants

Reg no. 002976S



Ravikumar Kilarapu N V

Partner

M. No. 255088



UDIN: 25255088BMKMLP1305

### DETAILS OF DIRECTORS SEEKING REAPPOINTMENT

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

<b>Name of the Director</b>	<b>Mr. TV Praveen</b>
<b>Director Identification Number (DIN)</b>	08772030
<b>Date of Birth</b>	06.09.1983
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	21.08.2020
<b>Qualification</b>	Post-Graduation in Management focusing on strategy and marketing at Indian Institute of Management, Kozhikode (IIMK). He has an engineering degree from the Prestigious Birla Institute of Technology, Pilani Campus.
<b>Nature of expertise in specific functional areas</b>	Industry experience with good track record of execution, driving robust revenue and margin growth simultaneously
<b>Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board</b>	Nil
<b>Justification for reappointment</b>	<p>Mr. Praveen fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclose Requirements) for his re-appointment as an Executive Director of the Company and possesses appropriate skills, education, experience and knowledge. Brief on his contribution to the growth of the Company is mentioned in the explanatory statement.</p> <p>In this regard, Nomination &amp; Remuneration Committee and Board has recommended the reappointment of Mr. Praveen as Executive Director.</p>
<b>Directorships /chairmanship held in other public Companies</b>	Mahi Drugs Private Limited (a subsidiary of SMS Lifesciences & deemed public company)
<b>Relationship between Directors Inter-se</b>	Son of Mr. TVVSN Murthy, Managing Director and Brother of Mrs. Sudeepthi Gopineedi, Whole-time Director
<b>Shareholding</b>	2,52,752 (8.36%)
<b>Terms and conditions of appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</b>	Terms and conditions as mentioned in the explanatory statement and as per the policy of the Company as displayed on the Company's website.

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

<b>I. General Information</b>					
<b>Nature of Industry</b>	The Company is engaged in the business of manufacturing, buying, selling, offering consultancy, importing and exporting, acting as commission agents and generally dealing with all types of Organic & Inorganic Chemicals, Pharmaceuticals, Active Pharmaceutical Ingredients (API) and Intermediates.				
<b>Date of commencement of Commercial production.</b>	<p>The Semi-Regulatory manufacturing facilities, namely the Kazipally and Jeedimetla units, along with other associated assets, were vested with SMS Lifesciences India Limited pursuant to the Scheme of Arrangement between SMS Pharmaceuticals Limited and SMS Lifesciences India Limited, as approved by the Hon'ble NCLT vide order dated 15<sup>th</sup> May, 2017.</p> <p>These undertakings have been operational for the past 35 years, and were functioning under the name of "SMS Pharmaceuticals Limited" until the financial year 2015-16.</p>				
<b>In case of new companies, expected date of commencement of activities</b>	Not applicable since the Company is an existing Company.				
<b>Financial performance based on given indicators (standalone) in Crores.</b>	<b>Year</b>	<b>Income</b>	<b>PBT</b>	<b>PAT</b>	<b>EPS</b>
	2024-25	337.31	30.04	21.37	70.69
	2023-24	303.84	19.11	13.07	43.22
	2022-23	318.12	18.37**	13.22**	43.72**
	2021-22	347.16	32.98**	25.38**	83.95**
<b>** includes exceptional income.</b>					
<b>Foreign investments or collaborators, if any.</b>	Company has not received any foreign investment, except the investment through secondary market.				
<b>II. Information about the Managerial person:</b>					
<b>Background details</b>	<p>Name: Mr. TV Praveen Age: 42 years</p> <p><b>Current Role:</b></p> <ul style="list-style-type: none"> <li>≡ Executive Director at SMS Lifesciences India Ltd.</li> <li>≡ Oversees key functions including marketing, supply chain, R&amp;D, finance, administration, regulatory, quality, and operations under the guidance of Mr. TVSSN Murthy, MD.</li> </ul> <p><b>Experience at SMS Pharma &amp; SMS Lifesciences:</b></p> <ul style="list-style-type: none"> <li>≡ Joined in SMS Pharmaceuticals Ltd. in 2008 as Vice President – Marketing.</li> <li>≡ Promoted to Senior Vice President – Operations; managed end-to-end operations of SMS Lifesciences post-demerger.</li> <li>≡ Played a key role in developing international markets – including the US, Japan, Canada, EU, and India – leading to long-term business growth.</li> <li>≡ Successfully led the acquisition of Mahi Drugs Private Limited, Visakhapatnam in 2018 and currently oversees its operations and strategic integration.</li> </ul> <p><b>Global Exposure &amp; Leadership:</b></p> <ul style="list-style-type: none"> <li>≡ Extensively travelled and built global customer and distributor relationships.</li> <li>≡ Collaborated cross-functionally with research, production, quality, regulatory, supply chain, and finance teams for business execution.</li> <li>≡ Leading strategic initiatives focused on growth, partnerships, and operational efficiency.</li> </ul>				

	<p><b>Previous Experience:</b></p> <ul style="list-style-type: none"> <li>≡ Consultant at Deloitte (USA) – advised clients like Johnson &amp; Johnson, Pfizer, and major health insurance firms on strategic and operational issues.</li> <li>≡ Business Analyst at Cognizant – worked with leading financial institutions in 2005.</li> </ul> <p><b>Educational Background:</b></p> <ul style="list-style-type: none"> <li>≡ Post Graduate in Management (Strategy &amp; Marketing) from Indian Institute of Management, Kozhikode (IIMK).</li> <li>≡ Engineering graduate from Birla Institute of Technology &amp; Science (BITS), Pilani.</li> <li>≡ State topper in intermediate education; known for academic excellence and extracurricular achievements.</li> </ul>
<b>Past remuneration</b>	Mr. TV Praveen has drawn remuneration (including commission) of ₹1.20 Crores (i.e. 3.56% of net profit) during the year 2024-25.
<b>Recognition or awards</b>	Under his able leadership, Company has recently successfully completed US-FDA inspection for its material subsidiary with Zero observations and USFDA of Kazipally unit with 1 (one) procedural observation.
<b>Job profile and his suitability</b>	<p>Mr. T.V. Praveen is a seasoned business leader with over 16 years of rich experience in the pharmaceutical industry. As Executive Director of SMS Lifesciences India Ltd., he plays a pivotal role in overseeing key functions including marketing, supply chain, R&amp;D, finance, administration, regulatory affairs, and operations, under the overall guidance of Mr. TVSSN Murthy, MD.</p> <p>In view of his extensive experience, strategic acumen, and consistent contribution to the Company's growth, the Audit Committee, Nomination and Remuneration Committee, and the Board of Directors have recommended his reappointment as Executive Director.</p>
<b>Remuneration proposed</b>	As given under the Explanatory statement. (Item No. 2)
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	<p>The remuneration proposed for Mr. Praveen is commensurate with industry benchmarks for companies of comparable size and operating within the same sector. It stands well-aligned with the compensation extended to professionals possessing similar qualifications, experience, and entrepreneurial background.</p> <p>This remuneration is considered appropriate in view of his past experience, the strategic leadership role he holds, and his notable contributions towards the Company's growth, profitability, and operational performance. Additional factors such as his age, industry standing, and overall merit have also been duly considered in determining the proposed remuneration.</p>
<b>Pecuniary Relationship directly or indirectly with the Company, or Relationship with Managerial Personnel, if any:</b>	Other than the remuneration, Mr. Praveen has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a member of Promoter Group of the Company holding along with his immediate relatives, 55.41% of the Paid-up Equity Share Capital of the Company.

<b>III. Other Information:</b>	
<b>Reasons for loss or inadequate profits</b>	While the Company has not incurred any losses in recent years, the uncertain and evolving nature of domestic and global markets presents the possibility of profit inadequacy or loss in the future.
<b>Steps taken or proposed to be taken for improvement</b>	To ensure compliance and flexibility under such circumstances, the approval of shareholders by way of Special Resolution is being sought to permit payment of the proposed remuneration to Mr. Praveen, Executive Director, for a further term of three (3) years, even in the event of inadequate profits.
<b>Expected increase in productivity and profits in measurable terms</b>	<p>The Company has undertaken capacity expansion for key products and is introducing new product lines, which are expected to drive higher productivity and profitability.</p> <p>Further, the Company continues to strengthen its Research &amp; Development (R&amp;D) capabilities and has made significant investments to align its Environment, Health, and Safety (EHS) practices with international standards.</p> <p>These strategic initiatives position the Company well for sustainable growth and long-term value creation.</p>
<b>IV. Disclosures:</b>	
Remuneration package of Mr. Praveen is fully described in the Explanatory Statement and the requisite details of remuneration etc., of Directors shall be included in the Corporate Governance Report forming part of Annual Report for the year 2024-25.	

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