



pharmaceuticals ltd.

Registered & Corporate Office :

Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096. Telangana. INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Date: 8th February, 2019

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

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

Security Code: 532815

Symbol: SMSPHARMA

Dear Sir/Madam,

Subject: Change in Nominee Director of Exim Bank of India.

This is to inform you that Exim Bank has withdrawn their nominee director Mr. Utpal Gokhale from the Board of M/s SMS Pharmaceuticals Limited and in his place Ms. Shilpa Waghmare has been appointed as their Nominee director vide their letter dated 31st January, 2019. A copy of the letter is attached for your information and records.

Please take the same on your records.

Yours faithfully

For SMS PHARMACEUTICALS LIMITED

V S Venkatish

Company Secretary



DMDM:94:19

January 31, 2019

श्री रमेश बाबू पोटलुरी

Mr. Ramesh Babu Pottluri

अध्यक्ष एवं प्रबंध निदेशक

Chairman & Managing Director

एस एम एस फार्मास्यूटिकल्स लि.

SMS Pharmaceuticals Ltd.

प्लॉट नंबर-19 III, भारतीय विद्या भवन पब्लिक

Plot No. 19-III,, Opp. Bhartiya Vidya Bhavan

स्कूल के सामने, रोड नंबर 71, जुबली हिल्स,

Public School, , Road No. 71, Jubilee Hills,

हैदराबाद 500096

Hyderabad 500096

प्रिय महोदय Dear Sir,

कंपनी के निदेशक मंडल में भारतीय निर्यात-आयात बैंक (एक्जिम बैंक) के नामिती की नियुक्ति**Appointment of a nominee of Export-Import Bank of India (Exim Bank) on the Company's Board of Directors**

हम एक्जिम बैंक की ओर से सहर्ष सूचित करते हैं कि सुश्री शिल्पा वाघमारे, महाप्रबंधक को आपकी कंपनी के निदेशक मंडल में हमारे बैंक के नामिती के रूप में तत्काल प्रभाव से नियुक्त किया गया है।

We are happy to convey on behalf of Exim Bank, the appointment of Ms. Shilpa Waghmare, General Manager, as our nominee on the Board of Directors of your Company, with immediate effect.

2. आपकी कंपनी के निदेशक मंडल में नामिती निदेशक के रूप में सुश्री शिल्पा वाघमारे की नियुक्ति एक्जिम बैंक तथा आपकी कंपनी के बीच किए गए ऋण प्रलेखीकरण करार के प्रावधानों एवं भारतीय निर्यात-आयात बैंक अधिनियम, 1981 की धारा 32 के आधार पर की गई है। (विवरण **अनुलग्नक I** में संलग्न है)

The appointment of Ms. Shilpa Waghmare as a Nominee Director on your Board is pursuant to the provisions of loan documentation entered into between Exim Bank and your Company and Section 32 of the Export-Import Bank of India Act, 1981 (Exim Act). [Extract enclosed at **Annexure I**].

3. आपकी कंपनी में एक्जिम बैंक के नामिती निदेशक के रूप में सुश्री शिल्पा वाघमारे की नियुक्ति संबंधी नियम एवं शर्तें **अनुलग्नक II** में दिए गए हैं।

The terms of appointment of Ms. Shilpa Waghmare as Exim Bank's Nominee Director on the Board are specified at **Annexure II**.



4. सुश्री शिल्पा वाघमारे आपके बोर्ड में एक्जिम बैंक के नामिती निदेशक के रूप में नियुक्ति के संबंध में सभी सांविधिक प्रक्रियाएं प्रभावी तरीके से पूरी करने हेतु कंपनी से संपर्क करेंगे।

Ms. Shilpa Waghmare will get in touch with the Company in order to effectively complete all statutory formalities in connection with his appointment as Exim Bank's nominee on your Board.

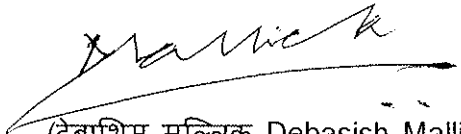
5. आपकी कंपनी के साथ हमारे संबंधों का हम आदर करते हैं तथा सुश्री शिल्पा वाघमारे को आपकी ओर से हर संभव मदद एवं सहयोग की आशा करते हैं. हम यह भी आशा करते हैं कि इस नियुक्ति से बोर्ड की चर्चाएं और सार्थक होंगी। .

We value our relationship with your Company and look forward to your support and cooperation to Ms. Shilpa Waghmare. We do hope that this step would contribute positively towards enriching the Board's discussions.

6. कृपया इसकी प्राप्ति सूचना देने का अनुरोध है।

Please acknowledge receipt.

भवदीय, Yours faithfully,


(देबाशिस मल्लिक Debasish Mallick)

अनुलग्नक: यथोक्त Encl: as above



The Export-Import Bank Of India Act, 1981
Section 32 (Extract)

Arrangement with
Exim Bank on
appointment of
direction to prevail.

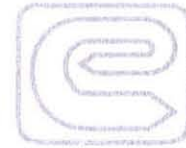
32. (1) Where any arrangement entered into by the Exim Bank with a company provides for the appointment by the Exim Bank of one or more directors of such company, such provision and any appointment of directors made in pursuance thereof shall be valid and effective notwithstanding anything to the contrary contained in the Companies Act, 1956, or in any other law for the time being in force or in the memorandum, articles of association or any other instrument relating to the company, and any provision regarding share qualification, age limit, number of directorships, removal from office of directors and such like conditions contained in any such law or instrument aforesaid, shall not apply to any director appointed by the Exim Bank in pursuance of the arrangement as aforesaid.

(2) Any director appointed as aforesaid shall –

(a) hold office during the pleasure of the Exim Bank and may be removed or substituted by any person by order in writing of the Exim Bank;

(a) not incur any obligation or liability by reason only of his being a director or for anything done or omitted to be done in good faith in the discharge of his duties as a director or anything in relation thereto;

(b) not be liable to retirement by rotation and shall not be taken into account for computing the number of directors liable to such retirement.

**Terms of Appointment of Nominee Director pursuant to Section 32 of Exim Act**

1. Exim Bank's Nominee Director is not required to hold any qualification shares and shall not be liable to retire by rotation. His/Her appointment shall not be subject to the approval of your Board of Directors or the general body of shareholders and shall be valid and effective for all purposes notwithstanding anything to the contrary contained in the Companies Act, 2013, or any other law for the time being in force or in your Memorandum and Articles of Association or any other related instrument.
2. By virtue of Section 32 (2) of Exim Bank Act, Exim Bank's Nominee Director shall:
 - (a) hold office during the pleasure of Exim Bank and may be removed or substituted by any person by an order in writing of Exim Bank;
 - (b) not incur any obligation or liability by reason only of his being a director or for anything done or omitted to be done in good faith in the discharge of his duties as a director or anything in relation thereto;
 - (c) not be taken into account for computing the number of directors liable to retirement by rotation.
3. The sitting fees or any other remuneration payable to Exim Bank's Nominee Director for attending meetings of the Board/Committee shall accrue to Exim Bank and shall be paid by you directly to Exim Bank. The Company shall also reimburse all travelling and halting allowances and any other expenses payable by Exim Bank to its Nominee Director in connection with his /her attending such meetings. Exim Bank's Nominee Director would submit a claim to the Company for reimbursement of the amount incurred by him/her towards travelling and halting allowances. It may therefore, please be ensured that the amounts of sitting fees, and the travelling and halting allowances payable to Exim Bank's Nominee Director by the Company in respect of the Board/Committee Meetings attended by the Nominee Director, are paid at the concerned Meeting itself by means of a crossed demand draft/pay order drawn in favour of Export-Import Bank of India, Mumbai.
4. The Company shall give a minimum of seven days' notice to the Nominee Director and to Exim Bank of the ensuing Board/Committee meeting and shall forward the agenda items and copies of all papers circulated amongst directors of the Company including background papers, sufficiently in advance to the Nominee Director as also to Exim Bank's Chief General Manager – Corporate Banking at Exim Bank's Head Office. Copies of minutes of the proceedings of the meetings of the Board/Committee shall be furnished to

भारतीय निर्यात-आयात बैंक

EXPORT-IMPORT BANK OF INDIA

देबाशिस मल्लिक
उप प्रबंध निदेशक



Debasish Mallick
Deputy Managing Director

DMDM:139:19

January 31, 2019

Mr. Ramesh Babu Potluri
Chairman and Managing Director
SMS Pharmaceuticals Ltd.
Plot No. 19-III, Opp. Bhartiya Vidya Bhavan Public School
Road No. 71, Jubilee Hills, Hyderabad - 500096.

Dear Sir,

Exim Bank Nominee Director: Withdrawal

We hereby withdraw our nomination of Mr. Utpal Gokhale, General Manager from the Board of your Company. Accordingly, Mr. Utpal Gokhale ceases to be the Nominee Director of the Company, with immediate effect.

We would like to take this opportunity to express our sincere appreciation for the excellent cooperation and courtesies extended to Mr. Utpal Gokhale, and look forward to the continued growth of our business relationship.

Yours faithfully,

(Debasish Mallick)