



Pharmaceuticals Limited

Registered & Corporate Office :

Plot No. 72, H. No. 8-2-334/3 & 4, Road No. 5,
Opp. SBI Executive Enclave, Banjara Hills,
Hyderabad - 500 034, Telangana, INDIA.
Tel : +91-40-2525 9999, Fax : +91-40-2525 9889
CIN : L24239TG1987PLC008066
Email: info@smspharma.com, www.smspharma.com

Date: 01st July, 2025

To,
The Manager,
Listing Compliance 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,

Sub: Submission of Disclosures received under Regulation 29(2) & 31(1)&(2) of SEBI (SAST) Regulations, 2011.

We are here with submitting disclosure received from Potluri Laboratories Private Limited, Promoter group of the Company regarding release of Non Disposal Undertaking of 11,20,320 equity shares and subsequently creation of Pledge on the same number of shares of the Company on 30th June, 2025.

In this regards we are submitting the disclosure received under Regulation 29(2) & 31(1)&(2) of SEBI (SAST) Regulations, 2011.

We request you to please take the same on your record.

Thanking you,

Yours Faithfully,

For SMS Pharmaceuticals Limited

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Company Secretary

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Potluri Laboratories Private Limited

Plot No.72, H. No.8-2-334/3 & 4, 6th Floor, Road No.5,
Opp. SBI Executive Enclave, Banjara Hills,
Hyderabad - TG 500034 IN
Tel No.8978377337 Email: potlurilabs@gmail.com
CIN NO:U24233TG1993PTC015678

30th June, 2025

To:
BSE Ltd
National Stock Exchange of India Limited

Dear Sir/Madam,

Sub: Disclosure under Regulation 29 and 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Reg

We would like to inform you that, we have released the Non-Disposal Undertaking (NDU) on 30th June, 2025 pertaining to 11,20,320 equity shares held in SMS Pharmaceuticals Limited, which were created NDU in favour of Vistra ITCL (India) Limited (Debenture Trustee), on behalf of the Lender: Avendus PE Investment Advisors Private Limited (funds managed by Avendus) (Debenture Holder).

Subsequently, on the same date, a pledge has been created over the same number of shares in favour of the same parties.

Accordingly, the NDU has been replaced by a pledge, without any change in the quantity of encumbered shares.

We are enclosing here with disclosures under Regulation 29 and 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 disclosing both release of NDU and creation of Pledge on the shares.

We request you to kindly take the same on your record and disseminate further.

Yours faithfully

For Potluri Laboratories Private Limited

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POTLURU

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Seeta Rama Brahnam Potluru
Director
DIN:00166881

CC: SMS PHARMACEUTICALS LIMITED
Company Secretary & Compliance Officer
Plot No. 72, H.No: 8-2-334/3&4,
Road No. 5 Opp. SBI Executive Enclave,
Banjara Hills, Hyderabad,
Telangana, India- 500034

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	SMS Pharmaceuticals Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Potluri Laboratories Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal/encumbrance under consideration, holding of:			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/ ~~lien~~ / non-disposal undertaking/ ~~others~~)	11,20,320	1.26	1.20
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	11,20,320	1.26	1.20
Details of acquisition/sale/encumbrance/NDU			
a) Shares carrying voting rights acquired/ ~~old~~	-	-	-
b) VRs acquired /sold otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered/ ~~NDU released/ invoke/ (Pledge created)/~~ by the acquirer	11,20,320#	1.26	1.20
e) Total (a+b+c+/-d)	11,20,320#	1.26	1.20

After the acquisition/sale/encumbrance/Pledge holding of:			
a) Shares carrying voting rights	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
d) Shares in the nature of encumbrance -Pledge	11,20,320	1.26	1.20
e) Total (a+b+c+d)	11,20,320	1.26	1.20
Mode of acquisition/sale/encumbrance (e.g. open market / off market/ public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)	Non-disposal Undertaking (NDU)- Released Pledge - Created		
Date of acquisition / sale of shares / encumbrance /VR /NDU/ Pledge or date of receipt of intimation of allotment of shares, whichever is applicable	Released NDU on 30.06.2025 and created pledge 30.06.2025 for same 11,20,320 equity shares in favour of Vistra ITCL (India) Limited (Debenture Trustee), Lender: Avendus PE Investment Advisors Private Limited (funds managed by Avendus) (Debenture Holders), as a security against the Debentures issued by the Company.		
Equity share capital / total voting capital of the TC before the said acquisition/sale/encumbrance.	8,86,52,030 Equity Shares of Rs.1/- each aggregating to Rs.8,86,52,030/-		
Equity share capital/ total voting capital of the TC after the said acquisition/sale/encumbrance.	8,86,52,030 Equity Shares of Rs.1/- each aggregating to Rs.8,86,52,030/-		
Total diluted share/voting capital of the TC after the said creation of encumbrance /acquisition/sale.	9,36,52,030 Equity Shares of Rs.1/- each aggregating to Rs.9,36,52,030 /-		

For Potluri Laboratories Private Limited

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Seeta Rama Brahnam Potluru
Director

Date: 30.06.2025

Place: Hyderabad

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (LODR) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants (90,00,000 warrants issued to promoter/promoter group) into equity shares of the TC.

(#) 11,20,320 equity shares were released from the Non-Disposal Undertaking (NDU) on 30.06.2025, and the same number of shares were pledged on the same date i.e., 30.06.2025. Therefore, the net effect is that the NDU replaced by pledge.

Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	SMS Pharmaceuticals Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Potluri Laboratories Private Limited
Total promoter shareholding in the listed company	No. of shares – 5,87,45,010 % of total share capital -66.26%
Encumbered shares as a % of promoter shareholding	1.26 %
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 Date of Creation of Pledge 30-06-2025
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Creation of Pledge
No. and % of shares encumbered		No.11,20,320 of shares 1.26% of total Share capital;
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Vistra ITCL (India) Limited (Debenture Trustee), Lender: Avendus Group (Debenture Holder)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, Vistra ITCL (India) Limited is provider of trustee Services across debentures and bonds, Private Equity and alternative funds and Bank Lending
	Names of all other entities in the agreement	Potluri Infra Projects LLP (one of the Promoters of Target Company)
	Whether the encumbrance is relating to any debt instruments viz.	1. Whether the encumbrance is relating to any debt? Yes

	debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	2. Name of the issuer: Potluri Laboratories Private Limited 3. Details of the debt instrument: senior, unrated, unlisted, Secured, redeemable, Non-Convertible Debentures. 4. Whether the debt instrument is listed on stock exchanges? No 5. Credit Rating of the debt instrument: NA
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs.27,85,11,552/- (11,20,320 nos. Shares @ Rs.248.60/- BSE closing price on 27.06.2025)
	Amount involved (against which shares have been encumbered) (B)	Rs.165,00,00,000/-
	Ratio of A / B	0.17
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Nil Nil Potluri Laboratories Private Limited (Potluri Labs) has created as Pledge for the shares held in SMS Pharmaceuticals Limited as security for Non-Convertible Debentures subscribed by Avendus PE Investment Advisors Private Limited (funds managed by Avendus) issued by the Company

		The funds are utilizing for long term strategic business objects, working capital and general corporate purpose of Potluri Labs

For Potluri Laboratories Private Limited

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Seeta Rama Brahnam Potluru
Director

Place: Hyderabad
Date: 30.06.2025