



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: 12<sup>th</sup> November, 2025

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: Report of the Monitoring Agency with respect to utilization of proceeds of the Preferential issue of warrants of SMS Pharmaceuticals Limited.**

Pursuant to Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Monitoring Agency Report in respect of utilization of proceeds of the Preferential issue of convertible warrants for the quarter ended 30<sup>th</sup> September, 2025 issued by CARE Ratings Limited, Monitoring Agency.

We request to kindly take note of the same

Thanking you

Yours faithfully

**For SMS Pharmaceuticals Limited**

**Thirumalesh Tumma**  
**Company Secretary**

Encl: a/a

No. CARE/HRO/GEN/2025-26/1034

**The Board of Directors**

**SMS Pharmaceuticals Limited**

H No: 8-2-334/3 and 4, Plot No: 72,  
Opp SBI Executive Enclave, Road No: 5  
Hyderabad  
Telangana - 500096

November 12, 2025

Dear Sir/Ma'am,

**Monitoring Agency Report for the quarter ended 09/30/2025 - in relation to the Convertible share warrants - Private placement issue of SMS Pharmaceuticals Limited ("the Company")**

We write in our capacity of Monitoring Agency for the Rights Issue for the amount aggregating to Rs.114.30 crore of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended 09/30/2025 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated 03/27/2025.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

*Tejeshwar Reddy,*

**Y Tejeshwar Reddy**

Associate Director

[tejeshwar.reddy@careedge.in](mailto:tejeshwar.reddy@careedge.in)

**CARE Ratings Limited**

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CIN-L67190MH1993PLC071691

**Report of the Monitoring Agency**

Name of the issuer: SMS Pharmaceuticals Ltd

For quarter ended: 09/30/2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not applicable

**Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:



Name and designation of the Authorized Signatory: Y Tejeshwar Reddy

Designation of Authorized person/Signing Authority: Associate Director

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**1) Issuer Details:**

Name of the issuer : SMS Pharmaceuticals Limited  
Name of the promoter : Ramesh Babu Potluri  
Industry/sector to which it belongs : Healthcare - Pharmaceuticals

**2) Issue Details**

Issue Period : 03/07/2024 to 03/13/2024  
Type of issue (public/rights) : Private placement  
Type of specified securities : Convertible Share Warrants  
IPO Grading, if any : Not applicable  
Issue size (in crore) : Rs. 114.30 crore

**3) Details of the arrangement made to ensure the monitoring of issue proceeds:**

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Offer document (Form PAS-4 and EGM notice) and Chartered Accountant certificate*	Proceeds from the share warrants issue have been utilized for the objects mentioned in the offer document and EGM notice. As per the CA certificate, the utilized funds amounting to Rs.90.48 crore as of September 30, 2025. However, CA certified, out of the said proceeds, Rs.61.9 crore (Q1: Rs.38.1 crore and Q2: Rs.23.8 crore) is towards temporary reduction in working capital.	No comments received
Whether shareholder approval has been obtained in case of	No deviation	Management certificate	No deviations	No comments received

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Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
material deviations# from expenditures disclosed in the Offer Document?				
Whether the means of finance for the disclosed objects of the issue have changed?	No	Offer document (Form PAS-4 and EGM notice) and Chartered Accountant certificate* and Management certificate	No	No comments received
Is there any major deviation observed over the earlier monitoring agency reports?	No	Chartered Accountant certificate* and Management certificate	No deviations from earlier monitoring report issued for Q1FY26.	No comments received
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	Management certificate	As per management confirmation, all necessary approvals required for the objects have been obtained from time to time.	No comments received
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Management Certificate	As per management confirmation, these arrangements are not applicable.	No comments received
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Management Certificate	Not applicable	No comments received
Is there any other relevant information that may materially affect the decision making of the investors?	No	Management certificate	No. Funds have been raised within the stipulated timelines.	No comments received

\* Certificate from Suryanarayana & Suresh, Chartered Accountants (Statutory auditor) dated October 30, 2025.

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

#### 4) Details of objects to be monitored:

- Cost of objects –

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Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of -firm arrangements made
1	Capital Expenditure	Chartered Accountant certificate*, Bank statements and Offer document (Form PAS-4 and EGM notice)	62.87	NA	NA	No comments received		
2	Working Capital		40.00	NA	NA	No comments received		
3	General Corporate Purposes		11.43	NA	NA	No comments received		
Total			114.30					

\* Certificate from Suryanarayana & Suresh, Chartered Accountants (Statutory auditor) dated October 30, 2025.

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount received till September 30, 2025	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Capital Expenditure	Chartered Accountant certificate*, Bank statements and Offer document (Form PAS-4 and EGM notice).	62.87	114.30	17.14	0.00	17.14	45.73	Nil utilisation in Q2FY26.	No comments received	
2	Working Capital		40.00		11.43	0.00	11.43	28.57	In Q2FY26, the company deployed unutilized funds amounting to Rs.23.8 crore (in addition to Rs.38.10 crore in Q1FY26) temporarily for working capital requirement as per the offer document and EGM Notice. The funds were transferred to SBI CC account, and the outstanding working capital balance is reduced to that extent. The company has drawing power to an extent of ~Rs.190 crore for the three	The Company has temporarily deployed an amount of Rs.6,191 lakhs, raised through the preferential issue, in working capital accounts in order to optimise the utilisation of funds and reduce finance costs. The Audit Committee has advised that the said	
3	General Corporate Purposes		11.43		0.00	0.00	0.00	11.43			

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Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount received till September 30, 2025	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
									months ended September 2025 justifying the temporary deployment of funds towards working capital requirements.	amount be re-transferred to the specified bank account as and when required for the execution of the project.	
			114.30	114.30	28.57	0.00	28.57	85.73^			

\* Certificate from Suryanarayana & Suresh, Chartered Accountants (Statutory auditor) dated October 30, 2025.

^As per the offer document, Interim use of issue proceeds can be utilised for temporary deployment of working capital. Hence, the company had utilised the funds Rs. 38.10 crore Q1FY26 and Rs. 23.8 crores in Q2FY26, while the balance amount of Rs. 23.83 crores maintained in the monitoring account.

Note: The company must spend the funds within 2 years from the date of receipt. As the funds were received in three tranches with first tranche received on March 15, 2024 amounting to Rs.28.58 crore, the same is to be spent by March 14, 2026. SMS had already spent Rs.28.57 crore till September 30, 2025.

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
1	Monitoring account, State bank of India	23.83	-	-	-	-
2	Temporarily deployed towards working capital requirements	61.90	-	-	-	-

(iv) Delay in implementation of the object(s) –

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Capital Expenditure	Within 24 months from receipt of funds for	Ongoing*	NA	No comments received	

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Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Working Capital	the Warrants		NA	No comments received	
General Corporate Purposes			NA	No comments received	

*\*While the outer timeline is 2 years from the date of receipt of funds for implementation of the above objects. A detailed schedule for the project implementation is not available and hence Care Ratings is unable to ascertain the actual progress towards the same.*

**5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:**

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	General Corporate Purposes	0.00	Chartered Accountant certificate*, Bank statements and offer document	Proceeds are yet to be utilized.	No comments received
	<b>Total</b>				

*\* Certificate from Suryanarayana & Suresh, Chartered Accountants (Statutory auditor) dated October 30, 2025.*

*^ Section from the offer document related to GCP:*

*“General Corporate Purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.”*

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### Disclaimers to MA report:

- a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as "**Monitoring Agency/MA**"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditor which is peer reviewed audit firm appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from statutory auditor which is peer reviewed audit firm, lawyers, chartered engineers or other experts, and relies on in its reports.
- e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.

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