



SMS PHARMACEUTICALS LIMITED

CIN: L24239AP1987PLC008066

Regd. Office: Plot No. 19-III, Opp. BVBP School, Road No.71,
Jubilee Hills, Hyderabad-500 096. Tel: +91-40-66288888
Email: info@smspharma.com; www.smspharma.com

NOTICE TO THE MEMBERS FOR POSTAL BALLOT AND E- VOTING

Shareholders of SMS Pharmaceuticals Limited (Company) are hereby informed that pursuant to the Securities and Exchange Board of India ("SEBI") circular bearing no.CIR/CFD/CMD/16/2015 dated November 30, 2015 (herein after referred to as SEBI Circular), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is seeking the approval of the majority of its public shareholders by way of postal ballot and e-voting for the scheme of demerger between SMS Pharmaceuticals Limited and SMS Life sciences India Limited and respective members and creditors under Section 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 and applicable provisions of Companies Act, 2013.

The Company has on 16th November, 2016 completed the dispatch of the Notice of Postal Ballot and e-voting along with the explanatory statement thereto (Postal Ballot Notice), Postal Ballot Form, Self addressed postage prepaid business reply envelope in physical form to all the shareholders of the Company, whose names appears in the Register of Members/list of beneficial owners as on 11th November, 2016. The Postal Ballot Notice along with the above documents has also been sent by electronic mode to those shareholders whose email IDs are registered with the company / depositories as on 11th November, 2016. The Postal Ballot Notice and Postal Ballot Form are also available on the company's website :www.smspharma.com.

Further, the Company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to all its shareholders to enable them to cast their votes in respect of postal ballot by electronic means instead of dispatching postal ballot form. Members are requested to refer the notes given in the postal ballot notice dated 15th November, 2016.

All the members are informed that:

- a. The business as set out in the Postal Ballot Notice may be transacted in the electronic means:
- b. The date of completion dispatch of Postal ballot notice is on Wednesday, 16th November, 2016.
- c. The voting through both physical ballot and electronic mode shall commence from 17th November, 2016 at 9.00 a.m.
- d. The voting through physical ballot and electronic mode shall end on 16th December, 2016 at 5.00 P.M.
- e. Any postal ballot form received from a member beyond 5.00 p.m. on 16th December, 2016 will not be valid and voting whether by post or electronic means shall not be allowed beyond the said date.
- f. The Members who have not received the postal ballot notice/postal ballot form and wish to receive a duplicate copy thereof may contact the Company at its Regd. Office. Phone No.: 040-66288888 extn. 944/945 or send an email to :complianceofficer@smspharma.com.
- g. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote-voting User manual for Members available at the help section: <https://www.evotingindia.com>. or call at: 1800-200-55-33, mail at: helpdesk.evoting@cDSLindia.com. Members may also write to Company Secretary and Compliance Officer at complianceofficer@smspharma.com.

Mr. C. Sudhir Babu, Company Secretary in Practice (M.No.2724 and CP 7666) has been appointed as scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Duly completed postal ballot form should reach the scrutinizer not later than the close of working hours (5.00 p.m.) on 16th December, 2016.

The results of voting through the Postal ballot and e-voting shall be declared within 48 hours after conclusion of the Meeting by the Chairman of the Company or person duly authorized. The voting results along with the Scrutinizer's Report shall forthwith be communicated to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) and also be available on the website of the company : www.smspharma.com and www.evotingindia.com

By Order of the Board
For SMS Pharmaceuticals Limited
Sd/-
Ramesh Babu Potluri
Chairman and Managing Director

Place: Hyderabad
Date: 16.11.2016