



pharmaceuticals ltd.

**Regd.&Corporate Office :**  
Plot No. 19-111, Road No. 71,  
Opp. Bharatiya Vidya Bhavan Public School,  
Jubilee Hills Hyderabad - 500 096. A.P. INDIA,  
Tel : +91-40-6628 8888, Fax : +91-40-2355 1401

CIN : L24239AP1987PLC008066

Email : info@smspharma.com

www.smspharma.com

**By Mail/Courier**

October 1, 2014

Stock Code : BSE: 532815  
Bombay Stock Exchange Limited

NSE : SMSPHARMA  
National Stock Exchange of India Limited

**Dear Sir,**

**Sub: Outcome of 26<sup>th</sup> Annual General Meeting & Clause 35 A of the Listing Agreement – Voting Results.**

As per Clause 35A of the Listing Agreement, we are furnishing below the details of the voting results at the 26<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, in the prescribed format:-

Sl. No.	Description				Particulars	
A	Date of AGM				30 <sup>th</sup> September, 2014	
B	Total No. of Shareholders on record (cut-off) date.				9579	
C	No. of shareholders present in meeting either in person or through proxy.				241	
D	Shareholders	Present in person	Present through proxy	Total		
	Promoter & Promoter group	1	-	1		
	Public	195	45	240		
E.	No. of Shareholders voted by way of Ballot (Poll)				6	
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter & Promoter group	1	-	1	10,04,002	11.86
	Public	5	-	5	150	--
F.	No. of shareholders attended the meeting through video conferencing :- Promoter & Promoter group : Not applicable Public: Not applicable.					

The details of each agenda items, mode of voting, the report of Scrutinizer for E-voting, Form MGT-13 for poll and the combined report (for e-voting & poll), are attached as annexures. Please take the above intimation on your records.

**By Order of the Board**  
**SMS PHARMACEUTICALS LIMITED**

**N. Rajendra Prasad**  
**Chief Financial Officer**

1. Mr. K. Srinivas
2. Mr. A.V.S. Srinivas

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the date downloaded from the CDSL e-voting system.

We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

**Resolution No. 1:**

To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014, the Balance Sheet as on that date along with the Reports of the Directors' and Auditor's thereon. (Ordinary Resolution)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.54
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.54

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

**Resolution 2:**

To declare dividend for the financial year 2013-14 (Ordinary Resolution)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
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**CSB Associates**  
Company Secretaries

3-6-481, Above Vijaya Bank,  
Street No.6, Himayatnagar,  
Hyderabad - 500 029.  
Mobile : 99855 23338  
85001 18567  
E-mail : csbassociates27@yahoo.com

29<sup>th</sup> September, 2014

The Chairman,  
SMS Pharmaceuticals Limited,  
Jubilee Hills, Hyderabad.

Dear Sir,

Ref.: Annual General Meeting.

Sub.: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, C. Sudhir Babu, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of M/s. SMS Pharmaceuticals Limited vide resolution dated 12<sup>th</sup> August, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process between 23-09-2014 from 9:00a.m onwards to 24-09-2014 till 6:00 p.m.

The Notice dated 26<sup>th</sup> August, 2014, convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2014 at 11:00 a.m.

The Company has availed the e-voting facility offered by CDSL for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off date of 29-08-2014, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 13 in the Notice of the AGM of M/s. SMS Pharmaceuticals Limited.

The voting period for e-voting commenced on 23<sup>rd</sup> September, 2014 at 9:00 a.m. and ended on 24<sup>th</sup> September, 2014 at 6.00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:



Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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### Resolution 3

To appoint a Director in place of Dr. Ayman Sahli (DIN: 02680724) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)

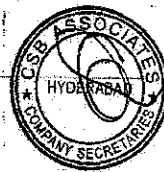
Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--



**Resolution 4**

To appoint a Director in place of Sri T.V.V.S.N. Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

**Resolution 5**

To appoint M/s. Rambabu & Co. (Firm Registration No. 002976S), Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

**Resolution 6**

Appointment of Sri.A. P. Rao as an Independent Director (Ordinary Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	43	47,94,642	56.64
Less: Invalid votes	-	-	-
Net valid votes cast	43	47,94,642	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 7**

Appointment of Dr. Mihir K. Chaudhuri as an Independent Director (Ordinary Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	43	47,94,642	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	43	47,94,642	56.64



(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 8**

Appointment of Sri K. S. Rao, as an Independent Director (Ordinary Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	43	4794,642	56.64
Less: Invalid votes	-	-	-
Net valid votes cast	43	47,94,642	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**Resolution 9**

Appointment of Sri P. Sharath Kumar as an Independent Director (Ordinary Resolution).



Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	43	4794,642	56.64
Less: Invalid votes	-	-	-
Net valid votes cast	43	47,94,642	56.63913

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

#### Resolution 10

Appointment of Dr. (Mrs.) Thummala Neelaveni as an Independent Director (Ordinary Resolution).

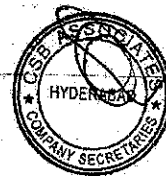
Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	43	47,94,642	56.64
Less: Invalid votes	-	-	-
Net valid votes cast	43	47,94,642	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-





**Resolution 11**

Approval of Remuneration of the Cost Auditor for the financial year 2014-15 (Ordinary Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

**Resolution 12**

To approve borrowing powers (Special Resolution)

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
44	47,94,716	100

(ii) Voted against the resolution:



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

**Resolution 13**

Creation of mortgage/Charge (Special Resolution).

Particulars	No. of ballot forms received	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	47,94,716	56.64
Less: Invalid votes	--	--	--
Net valid votes cast	44	47,94,716	56.64

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	47,94,642	99.99

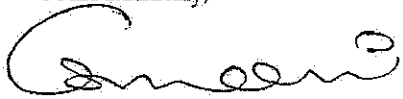
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	74	0.01

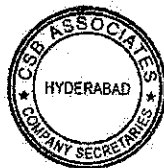
The Register, all the other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



C. Sudhir Babu,  
Practicing Company Secretary  
Proprietor,  
CSB ASSOCIATES,  
CP No. 7666; FCS No. 2724.





**CSB Associates**  
Company Secretaries

3-6-481, Above Vijaya Bank,  
Street No.6, Himayatnagar,  
Hyderabad - 500 029.  
Mobile : 99855 23338  
85001 18567  
E-mail : csbassociates27@yahoo.com

**FORM No. MGT-13  
REPORT OF SCRUTINIZER**

[Pursuant to rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To  
The Chairman,  
SMS Pharmaceuticals Limited,  
Jubilee Hills, Hyderabad.

26<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. SMS Pharmaceuticals  
Limited held on 30<sup>th</sup> September, 2014 at 11:00 a.m.

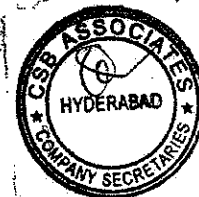
Dear Sir,

I, C. Sudhir Babu, Practicing Company Secretary, appointed as Scrutinizer for the  
purpose of the poll taken on the below mentioned resolution(s), at the 26<sup>th</sup> meeting of  
the Equity Shareholders of SMS Pharmaceuticals Limited, held on 30<sup>th</sup> September, 2014  
at 11:00 a.m. submit our report as under:

- (1) After the time fixed for closing of the poll by the Chairman, the ballot boxes kept  
for polling were locked in my presence with due identification marks placed by  
me.
- (2) The locked ballot boxes were subsequently opened in my presence and poll  
papers were diligently scrutinized. The poll papers were reconciled with the  
records maintained by the Registrar and Transfer Agents of the Company and  
the proxies lodged with the Company.
- (3) The poll papers, which were incomplete and which were otherwise found  
defective have been treated as invalid and kept separately.
- (4) The result of the Poll is as under:

**Resolution No. 1:**

To receive, consider and adopt the Audited Statement of Profit & Loss for the year  
ended 31<sup>st</sup> March, 2014, the Balance Sheet as on that date along with the Reports of the  
Directors' and Auditor's thereon. (Ordinary Resolution)



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

**Resolution 2:**

To declare dividend for the financial year 2013-14 (Ordinary Resolution)

(i) Voted in favour of the resolution:

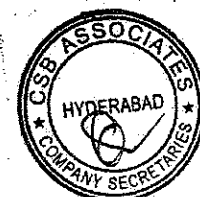
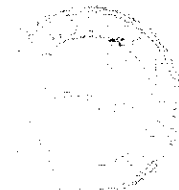
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1004137	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15



### Resolution 3

To appoint a Director in place of Dr. Ayman Sahli (DIN: 02680724) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

### Resolution 4

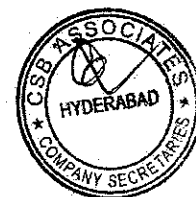
To appoint a Director in place of Sri T.V.V.S.N. Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--



(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

**Resolution 5**

To appoint M/s. Rambabu & Co. (Firm Registration No. 002976S), Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1004087	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

**Resolution 6**

Appointment of Sri. A. P. Rao as an Independent Director (Ordinary Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

#### Resolution 7

Appointment of Dr. Mihir K. Chaudhuri as an Independent Director (Ordinary Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

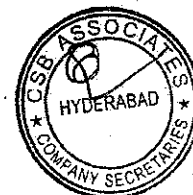
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

#### Resolution 8

Appointment of Sri K. S. Rao, as an Independent Director (Ordinary Resolution).



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

#### Resolution 9

Appointment of Sri P. Sharath Kumar as an Independent Director (Ordinary Resolution).

(i) Voted in favour of the resolution:

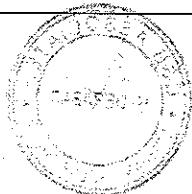
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15





### Resolution 10

Appointment of Dr. (Mrs.) Thummala Neelaveni as an Independent Director (Ordinary Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1004087	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

### Resolution 11

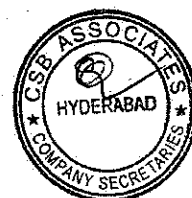
Approval of Remuneration of the Cost Auditor for the financial year 2014-15 (Ordinary Resolution).

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1004152	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--



(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

**Resolution 12**

To approve borrowing powers (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1004137	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15

**Resolution 13**

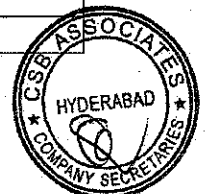
Creation of mortgage/Charge (Special Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1004137	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--



(iii) Invalid Votes:

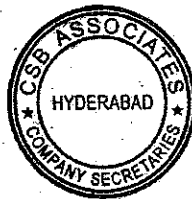
Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	15


- (5) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared in valid for each resolution is enclosed.
- (6) The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Hyderabad  
Date: 30<sup>th</sup> September, 2014



  
C. SUDHIR BABU,  
Practicing Company Secretary  
Proprietor, CSB Associates,  
CP. No. 7666; FCS 2724.

