



CSB Associates

Company Secretaries

REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & POLL)

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

29th September, 2015

The Chairman,
M/s. SMS Pharmaceuticals Limited,
Jubilee Hills, Hyderabad.

Ref.: Annual General Meeting of the members of M/s. SMS Pharmaceuticals Limited held on 29th September, 2015 at 11:00 a.m.

Dear Sir,

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 8th August, 2015 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 held between 26th September, 2015 at 10:00 a.m. to 28th September, 2015 at 5:00 p.m.
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 27th AGM of the members of the Company, held on 29th September, 2015 at 11:00 a.m.

At the 27th Annual General Meeting of the Company Held on 29th September, 2015, the Chairman of the company had suo moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting to record their votes through the poll process. For the details of the members participated in the voting by poll or given in my report dated 29th September, 2015 in form MGT - 13.

The Company has availed e-voting facility from M/s. Central Depository Services (India) Limited (CDSL) for enabling the shareholders to vote at www.evotingindia.com. The e-voting results were unblocked by me in the presence of two witnesses and the details are given in my report in form MGT-13. Based on the data downloaded from the Official website of CDSL for e-Voting process and poll conducted at the AGM venue, I now submit combined report (e-voting and Poll) as Annexure.

All the resolutions stands passed based on the combined result (e-voting and poll) with the requisite majority.

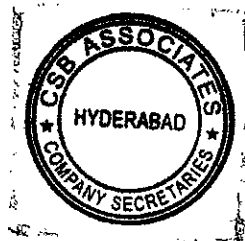
A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" /"AGAINST" and those whose voters were declared invalid for each resolution is enclosed.

The relevant records relating to E-voting and poll were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

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



SMS Pharmaceuticals Limited - 27th AGM held on 29th September, 2015

Combined Result [e-voting and poll]

Item No. of the Notice and Type of Resolution	Description	Particulars of Business	Total no. of Vote Casted		Voted in favour of the resolution		Voted against the resolution		Invalid Votes	
			Numbers	%	Numbers	%	Numbers	%	Numbers	%
1 - Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2015, along with the Reports of the Board of Directors' and Auditors' thereon.	E-Voting	4858038	99.997	4857885	99.997	153	0.003	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	5536067		5535914		153			NIL
2 - Ordinary Resolution	To declare dividend for the financial year 2014-15.	E-Voting	4858038	99.997	4857885	99.997	153	0.003	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	5536067		5535914		153			NIL
3 - Ordinary Resolution	To re-appoint a Sri Ramesh Babu Potluri (DIN: 0016631) who retires by rotation, and being eligible, offers himself for re-appointment.	E-Voting	3722342	99.996	3722189	99.996	153	0.004	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	4400371		4400218		153			NIL
4 - Ordinary Resolution	To appoint M/s. Rambabu & Co. (Firm Registration No. 002976S), Chartered Accountants as Statutory Auditors of the Company.	E-Voting	4858038	99.997	4857870	99.997	168	0.003	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	5536067		5535899		168			NIL
5 - Special Resolution	To alter/ substitute the Articles of association of the Company and in this regard, adopt new set of Articles of Association of the Company.	E-Voting	4858038	99.997	4857870	99.997	168	0.003	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	5536067		5535899		168			NIL
6 - Ordinary Resolution	To approve the remuneration of the Cost Auditors for the Financial year ending 31 st March, 2016.	E-Voting	4858038	99.997	4857870	99.997	168	0.003	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	5536067		5535899		168			NIL
7 - Ordinary Resolution	To approve the Related Party Contracts/ Arrangements/ Transaction of the Company.	E-Voting	122853	99.803	122611	99.803	242	0.197	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	800882		800640		242			NIL
8 - Ordinary Resolution	To approve the enhancement in prescribed limit of remuneration payable to related parties appointment to any office or place of profit.	E-Voting	122853	99.833	122648	99.833	205	0.167	NIL	
		Poll	678029	100	678029	100	Nil	Nil	NIL	
		Total	800882		800677		205			NIL

