



pharmaceuticals Ltd.

Registered & Corporate Office :

Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096, Telangana. INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

5th December, 2015

Stock Code: BSE: 532815

NSE: SMSPHARMA

Bombay Stock Exchange Limited
Corporate Relationship Department
2nd Floor, New Trading Wing
Dalal Street, Mumbai-400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.

Dear Sir/Madam,

Sub: Result of Postal Ballot with respect to Special Resolution for Sub-division of Equity Shares and Alteration of the Capital Clause of the Memorandum of Association of the Company.

We are pleased to inform you that Mr. C. Sudhir Babu, who was appointed as the scrutinizer for the aforesaid Postal Ballot process has submitted his report to the Chairman today. In accordance with the said report, the shareholders have approved the Special Resolutions as embodied in the Postal Ballot Notice dated 09.10.2015, for Sub-division of Equity Shares and Alteration of the Capital Clause of the Memorandum of Association of the Company with an overwhelming majority votes as detailed in the Scrutinizer's report enclosed herewith.

The results of the Postal Ballot were accordingly announced today.

We attached herewith a certified copy of the Special Resolutions approved by the Shareholders as required under Section 13 and 61 of the Companies Act, 2013.

This is for your kind information.

Yours faithfully,

For SMS Pharmaceuticals Ltd.

Saurav Roy
Company Secretary



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

**REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & POSTAL BALLOT)**

3rd December, 2015

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

Ref.: Result of Postal Ballot & E-Voting by the members of M/s. SMS Pharmaceuticals Limited.

Dear Sir,

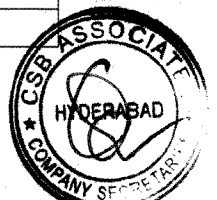
I, **C. Sudhir Babu**, Practicing Company Secretary have been appointed as the Scrutinizer by:

- The Board of Directors of M/s. SMS Pharmaceuticals Limited vide resolution dated 9th October, 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 in a fair and transparent manner, held between 3rd November, 2015 at 09:30 a.m. to 2nd December, 2015 at 5:30 p.m.
- The management of the company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and rules relating to e-voting and postal ballot on the resolutions contained in the notice of the postal ballot dated 9th October, 2015. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a scrutinizer report of the votes in favour or against the resolutions, based on the report generated from the e-voting system from the Central Depository Services (India) Ltd. (CDSL) and of voting received through postal ballot.

I, hereby submit my report as under:

- (a). The company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot forms (containing e-voting instructions) on 2nd November, 2015 to its members whose names appeared on the register of members/ beneficiaries as on 30th October, 2015.
- (b). Particulars of all the postal ballot forms received from members have been entered in a register maintained separately for this purpose.
- (c). The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box.
- (d). The ballot box was opened at 10 a.m. on 3rd December, 2015 in my presence.
- (e). The postal ballot forms were duly opened and scrutinized in my presence.
- (f). I did not find any defaced ballot paper.
- (g). Summary of postal ballots received is as under:

Total No. of Postal Ballot Received	Valid	Invalid
57	56	1



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 and based on the data downloaded from the Official website of CDSL for e-Voting process and postal ballot conducted; I now submit combined report (E-Voting and Postal Ballot) as Annexure.

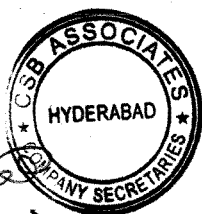
All the resolutions stands passed based on the combined result (E-Voting and Postal Ballot) with the requisite majority.

A PDF document containing a list of equity shareholders who voted "FOR" /"AGAINST" and those whose voters were declared invalid for each resolution is enclosed.

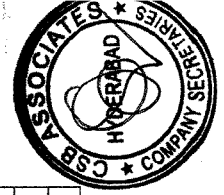
The relevant records relating to E-voting and Postal Ballot were and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



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



SMS Pharmaceuticals Limited									
Combined Result (E-Voting & Postal Ballot)									
Date of Closing of Postal Ballot & E-Voting					2 nd December, 2015				
Total number of shareholders on record date (30.10.2015)					10838				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Agenda - 1 = Sub Division of Equity Shares of Rs. 10 each into Rs. 1 each									
Resolution required: (Ordinary/ Special) Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?									
To the extent of their shareholding.									
Promoter and Promoter Group	E-Voting	55000185	4852566	88.23%	4852566	0	100.00%	0.00%	
	Postal Ballot								
	Total	5500185	4852566	88.23%	4852566	0	100.00%	0.00%	
Public - Institutions	E-Voting	44976	44592	99.15%	44592	0	100.00%	0.00%	
	Postal Ballot								
	Total	44976	44592	99.15%	44592	0	100.00%	0.00%	
Public - Non Institutions	E-Voting		112767		112349	418	99.63%	0.37%	
	Postal Ballot		708671		708670	1	100.00%	0.00%	
	Total	2920042	821438	28.13%	821019	419	99.95%	0.05%	
Agenda - 2 = Alteration of the Capital Clause of the Memorandum of Association									
Resolution required Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?									
To the extent of their shareholding.									
Promoter and Promoter Group	E-Voting	55000185	4852566	88.23%	4852566	0	100.00%	0.00%	
	Postal Ballot								
	Total	5500185	4852566	88.23%	4852566	0	100.00%	0.00%	
Public - Institutions	E-Voting	44976	44592	99.15%	44592	0	100.00%	0.00%	
	Postal Ballot								
	Total	44976	44592	99.15%	44592	0	100.00%	0.00%	
Public - Non Institutions	E-Voting		112767		112269	498	99.56%	0.44%	
	Postal Ballot		708671		708670	1	100.00%	0.00%	
	Total	2920042	821438	28.13%	820939	499	99.94%	0.06%	



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Certified True Copy of the Resolutions passed through POSTAL BALLOT BY THE MEMBERS of SMS Pharmaceuticals Limited and ADOPTED IN THE MEETING OF THE BOARD OF DIRECTOR'S held on Saturday, 5th December, 2015 at 04.00 P.M. at its registered office 'Plot No.19-III, Road No.71, Opp. Bharatiya Vidya Bhavan Public School, Jubilee Hills, Hyderabad-500 096, Telangana State'

Resolution Type: Special Resolution

Item No. 1 (A) : Sub division of Equity Shares of Rs.10 each into Re.1 each

"**RESOLVED THAT**, pursuant to the provisions of Sections 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder and the provisions of Article 42 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary, if any, from the Statutory authority(ies) concerned, consent of the company be and is hereby accorded to, sub divide Existing Equity share of the Company having face value of Rs.10 each fully paid up, into 10 Equity Shares of Re. 1 each, fully paid up.

RESOLVED FURTHER THAT, consequent upon sub division of equity shares of the company, as aforesaid, each of the 1,20,00,000 equity shares of the nominal value of Rs.10 each in the Authorised Share Capital of the Company be sub-divided into 12,00,00,000 Equity Shares having face value of Re. 1 each, fully paid up.

RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorised to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Prospectus and allotment of securities) Rules 2014 and Companies (Share Capital and Debentures) Rules 2014 or other rules made thereunder (including any statutory modification(s) or re-enactment thereof, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution in the best interest of the Company.

RESOLVED FURTHER THAT, None of the Directors and Key Managerial Personnel of the Company and/or their relatives is interested or concerned in the Resolutions except to the extent of their shareholding in the Company, if any."

// CERTIFIED TRUE COPY //

For SMS Pharmaceuticals Ltd.

Saurav Roy
Saurav Roy
Company Secretary



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Resolution Type: Special Resolution

Item No. 1 (B) : Alteration of the Capital Clause of the Memorandum of Association

"RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force),

Clause V of the Memorandum of Association of the Company, be and is hereby amended and substituted by the following:

V. The authorized share capital of the Company is Rs.12,00,00,000 (Rupees twelve crore only) consisting of 12,00,00,000 (Twelve crore only) equity shares of ₹ 1 (Rupees one only) each.

RESOLVED FURTHER THAT, The company has power from time to time to increase or reduce the capital of the Company and to consolidate, sub-divide, exchange the shares in the capital for the time being into several classes and also to purchase any of its shares whether or not redeemable and to make payments out of its capital in respect of such purchases, or otherwise alter its share capital as equity or non-voting equity shares or preference share or to issue shares, hybrids, derivatives, options, quasi equity instruments with differential rights, convertible preference shares or debentures, or differential voting rights shares, subject to the provisions of Articles of Association of the Company, the Companies Act and the Rules made thereunder and consent of the appropriate authorities, if required, being obtained before doing so.

RESOLVED FURTHER THAT, The company has power to vary, modify or amalgamate or abrogate any such right(s), privilege(s) or condition(s) or restriction(s), otherwise to attach to any classes of shares, privileges or priorities in payments of dividend or distribution of assets or otherwise, over any other shares, and to vary the regulation of the company, as to apportioning the right to participate in profits in any manner subject to the provisions of Articles of Association of the Company, the Companies Act, and consent of the appropriate authorities, if required, being obtained before doing so.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

// CERTIFIED TRUE COPY //

For SMS Pharmaceuticals Ltd.


Saurav Roy
Company Secretary



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Certified True Copy of the Resolutions passed in the Meeting of the Board held on Friday, 9th October, 2015 at 09.30 A.M. at its registered office 'Plot No.19-III, Road No.71, Opp. Bharatiya Vidya Bhavan Public School, Jubilee Hills, Hyderabad-500 096, Telangana State'

Item No. 3: Proposal for sub division of equity shares.

In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors after considering EPS, PE Ratio and other peer group companies face value and market liquidity, it is proposed by the Chairman to the Board to consider the sub-division the 1,20,00,000 Equity Shares of the Authorized Share Capital of the Company having face value of Rs. 10 each fully paid up, into 12,00,00,000 Equity Shares having face value of Rs. 1 each, fully paid up. The matter was discussed at length by the Board and the following resolution of Sub-division of Equity Shares was approved and passed unanimously:

"RESOLVED THAT pursuant to the provisions of Sections 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder and the applicable provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary, if any, from the Statutory authority(ies) concerned, consent of the company be and is hereby accorded to, sub divide Existing Equity share of the Company having face value of Rs. 10 each fully paid up, into 10 Equity Shares of Re. 1 each, fully paid up.

RESOLVED FURTHER THAT consequent upon sub division of equity shares of the company, as aforesaid, each of the 1,20,00,000 equity shares of the nominal value of Rs. 10.00 each in the Authorised Share Capital of the Company be sub-divided into 12,00,00,000 Equity Shares having face value of Re.1 each, fully paid up."

// Certified True Copy //

For SMS Pharmaceuticals Ltd.

Saurav Roy

**Saurav Roy
Company Secretary**