



CSB Associates
Company Secretaries

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**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,

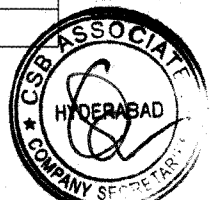
I, **C. Sudhir Babu**, Practicing Company Secretary have been appointed as the Scrutinizer by:

- 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.

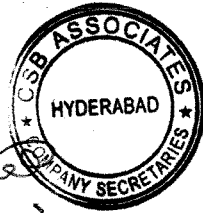
All the resolutions stands passed based on the combined result (E-Voting and Postal Ballot) with the requisite majority.

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.

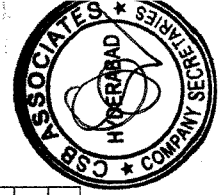
The relevant records relating to E-voting and Postal Ballot were and handed over to the Company Secretary authorised by the Board for safe keeping.

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%		