



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 1401/402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Date: 27th August, 2018

To,

The Manager,
Corporate Filings Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Security Code: 532815

Symbol: SMSPHARMA

Dear Sir/Madam,

Sub: Notice of the 30th Annual General Meeting: Reg.

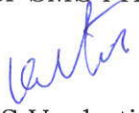
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 101 of the Companies Act, 2013, we would like to inform you that the 30th Annual General Meeting of the members of SMS Pharmaceuticals Limited will be held on Thursday the 20th day of September, 2018 at 03.00 P.M. at the Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad-500 033.

Please find the enclosed herewith the Notice of Annual General Meeting along with Proxy form, attendance slip containing the requisite details.

This is for your information and records.

Thanking you

Yours faithfully
For SMS PHARMACEUTICALS LIMITED


V.S.Venkatish
Company Secretary

Encl: a/a

CC to:

1. **National Securities Depository Limited**: Trade World, 'A' wing 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
2. **Central Depository services India Limited**: 16th floor, phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001
3. **Aarthi Consultants Private Limited**: 1-2-285, Domalguda, Hyderabad, 500029.



Pharmaceuticals Ltd.

NOTICE OF ANNUAL GENERAL MEETING

CIN: L24239AP1987PLC008066 Registered Office: 19-III, Road no. 71,
Opp. Bharatiya Vidya Bhavan Public School, Jubilee Hills, Hyderabad-500096, Telangana, India
Tel: 040-66288888 • Fax: 040-23551401 • www.smspharma.com • Email: info@smspharma.com

Notice is hereby given that the 30th Annual General Meeting of the members of SMS Pharmaceuticals Limited will be held on Thursday the 20th day of September, 2018 at 03.00 P.M. at the Jubilee Hills, International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad-500 033 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March, 2018 and reports of Directors' and Auditors' thereon.
2. To declare Dividend on the equity shares for the financial year 2017-18.
3. To re-appoint Mr. TVVSN Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **APPOINTMENT OF SRI. SHRAVAN KUDARAVALLI (DIN.NO: 06905851) AS AN INDEPENDENT DIRECTOR:**

To consider and if though fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shraavan Kudaravalli (DIN: 06905851), who has been appointed as an Additional Director pursuant to the provisions of Section 161(I) of the Companies Act, 2013 and the

Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years from the conclusion of this annual general meeting, not liable to retire by rotation.”

5. **RATIFY / APPROVE THE RELATED PARTY CONTRACTS/ ARRANGEMENTS/ TRANSACTIONS OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time) and as per Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval / ratification of the members of the Company, be hereby, accorded to all the arrangements / transactions with SMS Pharmaceuticals Limited undertaken in the financial year 2017-18 or earlier year, whether by way of continuation / extension / renewal / modification of earlier arrangements/ transactions or otherwise, and entering into further contracts / arrangements / transactions with 'Related Parties' as defined under Section 2(76) of the Companies Act, 2013, within the prescribed limits of Rule 15(3) of Companies (Meetings of Board and its Powers) rules,



Pharmaceuticals Ltd.

2014 and Regulation 23(1) of SEBI (LODR) Regulations, whether material or not, for the FY 2017-18 as set out in the Explanatory Statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorized to do, all such acts, matters, deeds and things, settle any queries / delegate such authority as may be deemed necessary and execute such addendum contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.’

6. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2019.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions if any of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), and pursuant to the recommendations of the Audit Committee, Mr. K.S.N. Sarma, Cost Accountant having Registration No. 102145 and Membership No.

6875 appointed by the Board of Directors of the Company as Cost Auditor of the Company, who had confirmed his eligibility in terms of the provisions of Section 141 read with Section 148 of the Companies Act, 2013 for the financial year 2018-19, to conduct the audit of the cost records of the Company.

“**RESOLVED FURTHER THAT**, pursuant to the recommendations of the Audit Committee and subsequent approval by the Board, the Cost Auditor be paid a remuneration of Rs.75,000/- PA (Rs. Seventy Five Thousand only) plus out of pocket expenses (if any) at actuals and applicable taxes.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, including delegate such authority as may deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

By the order of the Board

Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)

Place: Hyderabad
Date: 26-05-2018



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting, wherever applicable is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC. MUST BE ACCOMPANIED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder/member.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Transfer Books of the Company will be remaining closed from 13th September, 2018 to 20th September, 2018, both days inclusive.
9. The Board of Directors of the Company at their meeting held on 26th May 2018 has recommended a dividend of Re. 0.25 per equity share of Re.1/- face value, aggregating of Rs. 2,11,63,007/- as dividend for the financial year 2017-18. Dividend, if declared, at the AGM, will be paid on or after 24th September, 2018. The dividend, if approved at the 30th AGM, will be paid to those members whose names appear on the register of members of the Company as of the end of the day on Wednesday, 12th September, 2018.
10. Pursuant to Section 108 and 109 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.
11. The Company will provide the "Remote E-Voting" facility to all the members, whose names appear on the register of members of the Company as of the end of the day on Thursday, 13th September, 2018. Pursuant to the abovementioned rule 4(3) (b) the Company will provide the Voting by way of ballot or polling paper at the AGM Venue. The detailed instructions for e-voting are given as a separate attachment to this notice.
12. The E-Voting facility will be available during the following period:

Commencement of E-Voting :	From 9:00 A.M. (IST) on Monday, 17 th September, 2018
End of E-Voting :	On 05:00 P.M. (IST) on Wednesday, 19 th September, 2018



13. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode at their address. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company www.smspharma.com. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Aarthy Consultants Private Limited/Depositories. The members will be entitled to a physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Company Secretary at Plot No:19-III, Road No:71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.
14. The members are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their Demat accounts or to the Company's Share Transfer Agent M/s. Aarthy Consultants Private Limited at their office, 1-2-285, Domalguda Hyderabad, Telangana 500029" or mail them at info@aarthyconsultants.com stating their details, if the shares are held in physical form.
15. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting through electronic means. Instructions and other information relating to e-voting are given separately.
16. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is part of the annual report. Members are requested to duly fill in and sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
17. Shareholder/member desiring any information relating to the accounts are requested to write to the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready.
18. Relevant documents referred to in the notice and the Explanatory Statement is open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of Annual General Meeting.
19. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Sec. 124 of Companies Act, 2013 and Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2017 (date of last Annual General Meeting) on the website of the Company (www.smspharma.com), as also on the website of the Ministry of Corporate Affairs.
20. Members who have not en-cashed the dividend warrant(s) for the financial year ended March 31, 2010 onwards are requested to make their claims directly to the Company or to M/s Aarthy Consultants Pvt. Ltd. at info@aarthyconsultants.com & aarthyconsultants@gmail.com , without any delay.

Due date for transfer of unclaimed dividend to IEPF				
Year	Dividend per share (Rs.)	Date of declaration	Due date for transfer to IEPF	Amount of Unclaimed Dividend
2010-11	2	30/09/2011	07/10/2018	1,10,604
2011-12	2	-	-	0
2012-13	2	30/09/2013	07/10/2020	1,05,452
2013-14	2	30/09/2014	07/10/2021	1,55,702
2014-15	2	29/09/2015	06/10/2022	1,78,174
2015-16	Re. 0.20	30/09/2016	07/10/2023	1,93,310
2016-17	Re. 0.20	27.09.2017	05/10/2024	57,563



SMS
Pharmaceuticals Ltd.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

Appointment of Independent Director

The Board of Director of the Company had appointed Mr. Shravan Kudaravalli (Din No: 06905851) as an additional director w.e.f 26th May, 2018 in the category of Independent director. In terms of the provision of Sec161(1) of the Companies Act, 2013 and would hold office upto the date of ensuring annual General Meeting. After the provision of Sec149 of the Companies Act, 2013 and Independent Director shall hold office for a term not exceeding five consecutive year in the Board of the company and is not liable to retire by rotation.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. Shravan Kudaravalli. The company has received consent in writing to act as a Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Shravan Kudaravalli to effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Shravan Kudaravalli fulfills the condition specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (listing obligations and Disclosure Requirements) Regulation, 2015 for appointment as Independent Director and he is Independent of the management. The Resolution set out at item no: 4 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Sec 149 read with schedule IV of the Companies Act 2013 for appointment of Mr. Shravan Kudaravalli as an independent Director.

The Board recommends the Resolution for approval of the members.

Except Mr. Shravan Kudaravalli none of the other Director/key Managerial Personnel/their Relatives are in anyway concerned or interested. Financially or otherwise in this resolution.

Item No. 5:

The Company had made following the Contracts/ Arrangements/Transactions with its Related Parties:

- Purchase and sale of products/by-products/ material at arm's length price from R. Chem (Somanahalli) Private Limited.
- Sales and purchase of products/by-products/ material at arm's length price to VKT Pharma Private Limited and SMS Lifesciences India Ltd.

A detail description of the same as set out in form AOC -2 of Board's Report of this Annual Report.

The Board recommends the resolution for approval of the members.

Except Mr. Ramesh Babu Potluri (Chairman and Managing Director) and Mr. TVSN Murthy (Director) none of the other Directors, Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.6

The Board, on the recommendation of the Audit Committee has approved the re-appoint of the Cost Auditor Mr. K.S.N. Sarma, to conduct the Audit of the cost records of the Company for the Financial Year 2018-19.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditor needs ratification from the members of the Company. Accordingly consent of the members is accorded, for ratification of the remuneration payable to the Cost Auditor for the year ending 31st March, 2019 as set out in the Notice.

The Board recommends the resolution for approval of the members.

None of the Directors/Key Managerial Personnel/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By the order of the Board

Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)

Place: Hyderabad

Date: 26-05-2018



Pharmaceuticals Ltd.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING.

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

I. Mr. TVVSN Murthy (DIN.No:00465198)

Brief profile and Nature of Expertise in Specific Functional Areas:

Mr. TVVSN Murthy is a Graduate in Chemistry having expertise in the field of Organic Chemistry and has a rich experience in bulk drug and pharmaceutical industry. He started his career in 1981 with Standard Organics Limited, Hyderabad, as a chemist in R & D. During this period he was instrumental in developing technologies and processes for several bulk drugs. He was actively involved in commercialization of products by scaling up the laboratory-scale process to pilot plant and up to commercial scales.

In 1984, he joined Cheminor Drugs Limited (Group of Dr. Reddy's Laboratories Limited), Hyderabad as Production Manager. He played a major role in substantial development of production and turnover. He played a key role in getting US FDA approval for Cheminor Drugs Limited. As a production Manager, he contributed a lot in process improvement and cost reduction procedures and to increase labor productivity by motivation.

Inter-se relationship between Directors: None of the directors is related to Mr, TVVSN Murthy

Directorship/ Committee Membership in Listed Companies:

Sri TVVSN Murthy is the Director of SMS Pharmaceuticals Limited and also in the SMS Life Sciences India Limited. He is also one of the members of "Stakeholders Relationship committee" in SMS Pharmaceuticals Limited and SMS Lifesciences India Limited, also Chairman of "Corporate Social Responsibility Committee" of SMS Lifesciences India Limited.

No. of Shares held in the Company:

As on 31st March, 2018 Mr. TVVSN Murthy held 82,27,000 shares in the SMS Pharmaceuticals Limited.

2. Mr. Sharvan Kudaravalli (DIN.No:06905851)

Brief profile and Nature of Expertise in Specific Functional Areas:

Mr. Shraavan Kudaravalli is a Commerce Graduate from Osmania University and a Fellow member of the Institute of Chartered Accountants of India.

He is a partner in a reputed Chartered Accountancy firm and has experience in the area of Auditing, Accountancy, Company Law, Income Tax and Finance. He is involved in handling Internal and Statutory Audits of various Public and Private Companies and Systems designing for clients.

He worked in various organizations both in India and abroad.

Inter-se relationship between Directors: None of the directors is related to Mr, Shraavan Kudaravalli

Directorship/ Committee Membership in Listed Companies:

Mr. Shraavan Kudaravalli is the Director of SMS Pharmaceuticals Limited and also in the SMS Life Sciences India Limited. He is a member of Audit Committee of SMS Pharmaceuticals Limited and SMS Lifesciences India Limited.

As on 31st March, 2018 Mr.Shraavan Kudaravalli held 30,000 Shares in SMS Pharmaceuticals Limited.

By the order of the Board

**Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)**

Place : Hyderabad

Date : 26-05-2018



Pharmaceuticals Ltd.

AGM Venue Route Map
Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills,
Hyderabad- 5000 33





Pharmaceuticals Ltd.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday **17-09-2018 at 09:00 A.M.** and ends on Wednesday **19-09-2018 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **11-09-2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that



Pharmaceuticals Ltd.

this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact 18002005533.



Pharmaceuticals Ltd.

SMS PHARMACEUTICALS LIMITED

CIN : L24239AP1987PLC008066

Registered Office : 19-III, Road No.71,

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Jubilee Hills, Hyderabad-500 096, Telangana, India.

Tel.: 040-66288888 • Fax : Fax: 040 - 23551401 • www.smspharma.com

• E-mail : info@smspharma.com

ATTENDANCE SLIP

Name of the Member(s)/ Proxy :

(In Block Letters)

Folio No. :

DP ID - Client ID :

No. of Shares Held :

I hereby record my presence at the 30th Annual General Meeting of the company at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 on the 8th day of September, 2018 at 2.00 p.m.

Signature of the Member(s) / Proxy

Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. Please strike off whichever is not applicable.



Pharmaceuticals Ltd.

SMS PHARMACEUTICALS LIMITED

CIN : L24239AP1987PLC008066

Registered Office : 19-III, Road No.71,

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Jubilee Hills, Hyderabad-500 096, Telangana, India.

Tel.: 040-66288888 • Fax : 040 - 23551401 • www.smspharma.com

E-mail: info@smspharma.com

PROXY FORM

Name of the Member (s) :

Registered Address :

Email-Id :

Folio No./Client ID : DP ID:

I/We, being the member(s) of shares of the above named Company, hereby appoint -

1. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

2. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

3. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting, SMS Pharmaceuticals Limited to be held on the 20th day of September, 2018 At 03.00 p.m. at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:



Pharmaceuticals Ltd.

Res. No.	Resolution	Vote for	Vote against
Ordinary Business			
01.	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31 st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31 st March, 2018 and reports of Directors' and Auditors' thereon.		
02.	To declare the dividend on Equity Shares for the financial year 2017-18.		
03.	To re-appoint Sri TVVSN Murthy (DIN : 00465198) who retires by rotation, and being eligible, offers himself for re-appointment		
Special Business			
04.	Appointment of Mr. Shravan Kudaravalli as Independent Director		
05.	To Ratify/Approve the Related Party Contracts / Arrangements/ Transactions of the Company		
06.	Ratification of remuneration payable to the cost auditor for the financial year ending on 31 st March, 2019.		

Signed this..... day of..... 2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

(To be handed over at the entrance of the Meeting Hall)

Please Affix
₹ 1/-
Revenue
Stamp



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 1401/402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Date: 27th August, 2018

To,
The Manager,
Corporate Filings Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Security Code: 532815

Symbol: SMSPHARMA

Sub: Intimation of Book Closure pursuant to Regulation 42 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

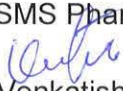
Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from Thursday 13th September, 2018 to Thursday 20th September, 2018 (both days inclusive) for taking record of the members of the Company for the purpose of determining the eligibility of shareholder for payment of dividend 2017-18.

Symbol	Type of Security	Book Closure both days inclusive		Record Date	Purpose
		From	To		
SMSPHARMA	Equity shares	Thursday 13 th September, 2018	Thursday 20 th September, 2018	NA	1) Holding 30 th Annual General Meeting 2) Payment of Dividend
532815	Equity shares	Thursday 13 th September, 2018	Thursday 20 th September, 2018	NA	1) Holding 30 th Annual General Meeting 2) Payment of Dividend

Kindly take the same on your record and display the same on the website of your Stock Exchange.

Thanking you

Yours faithfully
For SMS Pharmaceuticals Limited


V.S.Venkatish
Company secretary

CC to:

1. **National Securities Depository Limited**: Trade World, 'A' wing 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
2. **Central Depository services India Limited**: 16th floor, phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001
3. **Aarthi Consultants Private Limited**: 1-2-285, Domalguda, Hyderabad, 500029.



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 1401/402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Date: 27th August, 2018

To,

The Manager,
Corporate Filings Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager,
Listing Compliance Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Security Code: 532815

Symbol: SMSPHARMA

Dear Sir/Madam,

Sub: Revised Notice of the 30th Annual General Meeting: Reg.

Ref: with reference to the earlier mail given to you on 27th August, 2018 morning, with regard to 30th AGM Notice.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 101 of the Companies Act, 2013, we would like to inform you that the 30th Annual General Meeting of the members of SMS Pharmaceuticals Limited will be held on Thursday the 20th day of September, 2018 at 03.00 P.M. at the Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad-500 033.


Please find the enclosed herewith the revised Notice of Annual General Meeting along with Proxy form, attendance slip containing the requisite details.

This is for your information and records.

Thanking you

Yours faithfully

For SMS PHARMACEUTICALS LIMITED


V.S. Venkatish
Company Secretary

Encl: a/a

CC to:

CC to:

1. **National Securities Depository Limited**: Trade World, 'A' wing 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
2. **Central Depository services India Limited**: 16th floor, phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001
3. **Aarthi Consultants Private Limited**: 1-2-285, Domalguda, Hyderabad, 500029.



Pharmaceuticals Ltd.

NOTICE OF ANNUAL GENERAL MEETING

CIN: L24239AP1987PLC008066 Registered Office: 19-III, Road no. 71,
Opp. Bharatiya Vidya Bhavan Public School, Jubilee Hills, Hyderabad-500096, Telangana, India
Tel: 040-66288888 • Fax: 040-23551401 • www.smspharma.com • Email: info@smspharma.com

Notice is hereby given that the 30th Annual General Meeting of the members of SMS Pharmaceuticals Limited will be held on Thursday the 20th day of September, 2018 at 03.00 P.M. at the Jubilee Hills, International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad-500 033 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March, 2018 and reports of Directors' and Auditors' thereon.
2. To declare Dividend on the equity shares for the financial year 2017-18.
3. To re-appoint Mr. TVVSN Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **APPOINTMENT OF SRI. SHRAVAN KUDARAVALLI (DIN.NO: 06905851) AS AN INDEPENDENT DIRECTOR:**

To consider and if though fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shravan Kudravalli (DIN: 06905851), who has been appointed as an Additional Director pursuant to the provisions of Section 161(I) of the Companies Act, 2013 and the

Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years from the conclusion of this annual general meeting, not liable to retire by rotation.”

5. **RATIFY / APPROVE THE RELATED PARTY CONTRACTS/ ARRANGEMENTS/ TRANSACTIONS OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time) and as per Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval / ratification of the members of the Company, be hereby, accorded to all the arrangements / transactions with SMS Pharmaceuticals Limited undertaken in the financial year 2017-18 or earlier year, whether by way of continuation / extension / renewal / modification of earlier arrangements/ transactions or otherwise, and entering into further contracts / arrangements / transactions with 'Related Parties' as defined under Section 2(76) of the Companies Act, 2013, within the prescribed limits of Rule 15(3) of Companies (Meetings of Board and its Powers) rules,



Pharmaceuticals Ltd.

2014 and Regulation 23(1) of SEBI (LODR) Regulations, whether material or not, for the FY 2017-18 as set out in the Explanatory Statement.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorized to do, all such acts, matters, deeds and things, settle any queries / delegate such authority as may be deemed necessary and execute such addendum contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.’

6. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2019.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions if any of the Companies Act, 2013 read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), and pursuant to the recommendations of the Audit Committee, Mr. K.S.N. Sarma, Cost Accountant having Registration No. 102145 and Membership No.

6875 appointed by the Board of Directors of the Company as Cost Auditor of the Company, who had confirmed his eligibility in terms of the provisions of Section 141 read with Section 148 of the Companies Act, 2013 for the financial year 2018-19, to conduct the audit of the cost records of the Company.

“**RESOLVED FURTHER THAT**, pursuant to the recommendations of the Audit Committee and subsequent approval by the Board, the Cost Auditor be paid a remuneration of Rs.75,000/- PA (Rs. Seventy Five Thousand only) plus out of pocket expenses (if any) at actuals and applicable taxes.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, including delegate such authority as may deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

By the order of the Board

Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)

Place: Hyderabad
Date: 26-05-2018



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting, wherever applicable is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC. MUST BE ACCOMPANIED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder/member.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Transfer Books of the Company will be remaining closed from 13th September, 2018 to 20th September, 2018, both days inclusive.
9. The Board of Directors of the Company at their meeting held on 26th May 2018 has recommended a dividend of Re. 0.25 per equity share of Re.1/- face value, aggregating of Rs. 2,11,63,007/- as dividend for the financial year 2017-18. Dividend, if declared, at the AGM, will be paid on or after 24th September, 2018. The dividend, if approved at the 30th AGM, will be paid to those members whose names appear on the register of members of the Company as of the end of the day on Wednesday, 12th September, 2018.
10. Pursuant to Section 108 and 109 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.
11. The Company will provide the "Remote E-Voting" facility to all the members, whose names appear on the register of members of the Company as of the end of the day on Wednesday, 12th September, 2018. Pursuant to the abovementioned rule 4(3) (b) the Company will provide the Voting by way of ballot or polling paper at the AGM Venue. The detailed instructions for e-voting are given as a separate attachment to this notice.
12. The E-Voting facility will be available during the following period:

Commencement of E-Voting :	From 9:00 A.M. (IST) on Monday, 17 th September, 2018
End of E-Voting :	On 05:00 P.M. (IST) on Wednesday, 19 th September, 2018



13. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode at their address. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company www.smspharma.com. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Aarathi Consultants Private Limited/Depositories. The members will be entitled to a physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Company Secretary at Plot No:19-III, Road No:71, Jubilee Hills, Opp. Bharatiya Vidya Bhavan Public School, Hyderabad – 500096.
14. The members are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their Demat accounts or to the Company's Share Transfer Agent M/s. Aarathi Consultants Private Limited at their office, 1-2-285, Domalguda Hyderabad, Telangana 500029" or mail them at info@aarthiconsultants.com stating their details, if the shares are held in physical form.
15. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting through electronic means. Instructions and other information relating to e-voting are given separately.
16. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is part of the annual report. Members are requested to duly fill in and sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
17. Shareholder/member desiring any information relating to the accounts are requested to write to the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready.
18. Relevant documents referred to in the notice and the Explanatory Statement is open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of Annual General Meeting.
19. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Sec. 124 of Companies Act, 2013 and Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2017 (date of last Annual General Meeting) on the website of the Company (www.smspharma.com), as also on the website of the Ministry of Corporate Affairs.
20. Members who have not en-cashed the dividend warrant(s) for the financial year ended March 31, 2010 onwards are requested to make their claims directly to the Company or to M/s Aarathi Consultants Pvt. Ltd. at info@aarthiconsultants.com & aarthiconsultants@gmail.com , without any delay.

Due date for transfer of unclaimed dividend to IEPF				
Year	Dividend per share (Rs.)	Date of declaration	Due date for transfer to IEPF	Amount of Unclaimed Dividend
2010-11	2	30/09/2011	07/10/2018	1,10,604
2011-12	2	-	-	0
2012-13	2	30/09/2013	07/10/2020	1,05,452
2013-14	2	30/09/2014	07/10/2021	1,55,702
2014-15	2	29/09/2015	06/10/2022	1,78,174
2015-16	Re. 0.20	30/09/2016	07/10/2023	1,93,310
2016-17	Re. 0.20	27.09.2017	05/10/2024	57,563



SMS
Pharmaceuticals Ltd.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

Appointment of Independent Director

The Board of Director of the Company had appointed Mr. Shravan Kudaravalli (Din No: 06905851) as an additional director w.e.f 26th May, 2018 in the category of Independent director. In terms of the provision of Sec161(1) of the Companies Act, 2013 and would hold office upto the date of ensuring annual General Meeting. After the provision of Sec149 of the Companies Act, 2013 and Independent Director shall hold office for a term not exceeding five consecutive year in the Board of the company and is not liable to retire by rotation.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. Shravan Kudaravalli. The company has received consent in writing to act as a Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Shravan Kudaravalli to effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Shravan Kudaravalli fulfills the condition specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (listing obligations and Disclosure Requirements) Regulation, 2015 for appointment as Independent Director and he is Independent of the management. The Resolution set out at item no: 4 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Sec 149 read with schedule IV of the Companies Act 2013 for appointment of Mr. Shravan Kudaravalli as an independent Director.

The Board recommends the Resolution for approval of the members.

Except Mr. Shravan Kudaravalli none of the other Director/key Managerial Personnel/their Relatives are in anyway concerned or interested. Financially or otherwise in this resolution.

Item No. 5:

The Company had made following the Contracts/ Arrangements/Transactions with its Related Parties:

- Purchase and sale of products/by-products/ material at arm's length price from R. Chem (Somanahalli) Private Limited.
- Sales and purchase of products/by-products/ material at arm's length price to VKT Pharma Private Limited and SMS Lifesciences India Ltd.

A detail description of the same as set out in form AOC -2 of Board's Report of this Annual Report.

The Board recommends the resolution for approval of the members.

Except Mr. Ramesh Babu Potluri (Chairman and Managing Director) and Mr. TVSN Murthy (Director) none of the other Directors, Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.6

The Board, on the recommendation of the Audit Committee has approved the re-appoint of the Cost Auditor Mr. K.S.N. Sarma, to conduct the Audit of the cost records of the Company for the Financial Year 2018-19.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditor needs ratification from the members of the Company. Accordingly consent of the members is accorded, for ratification of the remuneration payable to the Cost Auditor for the year ending 31st March, 2019 as set out in the Notice.

The Board recommends the resolution for approval of the members.

None of the Directors/Key Managerial Personnel/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By the order of the Board

Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)

Place: Hyderabad

Date: 26-05-2018



Pharmaceuticals Ltd.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING.

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

I. Mr. TVVSN Murthy (DIN.No:00465198)

Brief profile and Nature of Expertise in Specific Functional Areas:

Mr. TVVSN Murthy is a Graduate in Chemistry having expertise in the field of Organic Chemistry and has a rich experience in bulk drug and pharmaceutical industry. He started his career in 1981 with Standard Organics Limited, Hyderabad, as a chemist in R & D. During this period he was instrumental in developing technologies and processes for several bulk drugs. He was actively involved in commercialization of products by scaling up the laboratory-scale process to pilot plant and up to commercial scales.

In 1984, he joined Cheminor Drugs Limited (Group of Dr. Reddy's Laboratories Limited), Hyderabad as Production Manager. He played a major role in substantial development of production and turnover. He played a key role in getting US FDA approval for Cheminor Drugs Limited. As a production Manager, he contributed a lot in process improvement and cost reduction procedures and to increase labor productivity by motivation.

Inter-se relationship between Directors: None of the directors is related to Mr, TVVSN Murthy

Directorship/ Committee Membership in Listed Companies:

Sri TVVSN Murthy is the Director of SMS Pharmaceuticals Limited and also in the SMS Life Sciences India Limited. He is also one of the members of "Stakeholders Relationship committee" in SMS Pharmaceuticals Limited and SMS Lifesciences India Limited, also Chairman of "Corporate Social Responsibility Committee" of SMS Lifesciences India Limited.

No. of Shares held in the Company:

As on 31st March, 2018 Mr. TVVSN Murthy held 82,27,000 shares in the SMS Pharmaceuticals Limited.

2. Mr. Sharvan Kudaravalli (DIN.No:06905851)

Brief profile and Nature of Expertise in Specific Functional Areas:

Mr. Shraavan Kudaravalli is a Commerce Graduate from Osmania University and a Fellow member of the Institute of Chartered Accountants of India.

He is a partner in a reputed Chartered Accountancy firm and has experience in the area of Auditing, Accountancy, Company Law, Income Tax and Finance. He is involved in handling Internal and Statutory Audits of various Public and Private Companies and Systems designing for clients.

He worked in various organizations both in India and abroad.

Inter-se relationship between Directors: None of the directors is related to Mr, Shraavan Kudaravalli

Directorship/ Committee Membership in Listed Companies:

Mr. Shraavan Kudaravalli is the Director of SMS Pharmaceuticals Limited and also in the SMS Life Sciences India Limited. He is a member of Audit Committee of SMS Pharmaceuticals Limited and SMS Lifesciences India Limited.

As on 31st March, 2018 Mr.Shraavan Kudaravalli held 30,000 Shares in SMS Pharmaceuticals Limited.

By the order of the Board

Ramesh Babu Potluri
Chairman and Managing Director
(DIN:00166381)

Place : Hyderabad

Date : 26-05-2018



Pharmaceuticals Ltd.

AGM Venue Route Map
Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills,
Hyderabad- 5000 33





Pharmaceuticals Ltd.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday **17-09-2018 at 09:00 A.M.** and ends on Wednesday **19-09-2018 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **12-09-2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that



Pharmaceuticals Ltd.

this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact 18002005533.



Pharmaceuticals Ltd.

SMS PHARMACEUTICALS LIMITED

CIN : L24239AP1987PLC008066

Registered Office : 19-III, Road No.71,

Opp. Bharatiya Vidya Bhavan Public School,

Jubilee Hills, Hyderabad-500 096, Telangana, India.

Tel.: 040-66288888 • Fax : Fax: 040 - 23551401 • www.smspharma.com

• E-mail : info@smspharma.com

ATTENDANCE SLIP

Name of the Member(s)/ Proxy :

(In Block Letters)

Folio No. :

DP ID - Client ID :

No. of Shares Held :

I hereby record my presence at the 30th Annual General Meeting of the company at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 on the 8th day of September, 2018 at 2.00 p.m.

Signature of the Member(s) / Proxy

Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. Please strike off whichever is not applicable.



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E-mail: info@smspharma.com

PROXY FORM

Name of the Member (s) :

Registered Address :

Email-Id :

Folio No./Client ID :

DP ID:

I/We, being the member(s) of shares of the above named Company, hereby appoint -

1. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

2. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

3. Name:
Address:.....
..... E-mail Id :.....
.....
Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting, SMS Pharmaceuticals Limited to be held on the 20th day of September, 2018 At 03.00 p.m. at "Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:



Pharmaceuticals Ltd.

Res. No.	Resolution	Vote for	Vote against
Ordinary Business			
01.	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31 st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31 st March, 2018 and reports of Directors' and Auditors' thereon.		
02.	To declare the dividend on Equity Shares for the financial year 2017-18.		
03.	To re-appoint Sri TVVSN Murthy (DIN : 00465198) who retires by rotation, and being eligible, offers himself for re-appointment		
Special Business			
04.	Appointment of Mr. Shravan Kudaravalli as Independent Director		
05.	To Ratify/Approve the Related Party Contracts / Arrangements/ Transactions of the Company		
06.	Ratification of remuneration payable to the cost auditor for the financial year ending on 31 st March, 2019.		

Signed this..... day of..... 2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

(To be handed over at the entrance of the Meeting Hall)

Please Affix
₹ 1/-
Revenue
Stamp