



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-500 096, Telangana, India.
Tel. : 040-66288888 • Fax : 040 - 23551401 • www.smspharma.com • E-mail : info@smspharma.com

Notice is hereby given that the 29th Annual General Meeting of the members of SMS Pharmaceuticals Limited will be held on Wednesday the 27th day of September, 2017 at 11.00 A.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, 2017, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March, 2017 and reports of Directors' and Auditors' thereon.
2. To declare Dividend on the equity shares for the financial year 2016-17.
3. To re-appoint Mr. Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications (s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and subsequent approval in the Board Meeting, M/s. Suryanarayana & Suresh, Chartered Accountants, (Firm Registration No.006631S) who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit & Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company for a period of five

years, i.e., to hold office from the conclusion of 29th Annual General Meeting (AGM) till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2022, (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration.”

SPECIAL BUSINESS:

5. TO 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) Regulation, 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 2016-17 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, 2014 and Regulation 23(1) of SEBI (LODR) Regulations, whether material or not, for the FY 2016-17 as set out in the Explanatory Statement.



“RESOLVED FURTHER THAT the Board of Directors and of the Company, be and is 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 be deemed necessary and execute such addendum contracts/arrangements/transactions, documents and writings and make such changes to the terms and conditions of these 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, 2018.

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 2017-18, 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/- (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 be 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.”

7. RE-CLASSIFICATION OF SHAREHOLDERS FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

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

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI/Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the ‘applicants’) forming part of the Promoter Group from ‘Promoter & Promoter Group category’ to ‘Public category’:

S.No	Name of the Outgoing Promoter
1	Mr.Hari Kishore Potluri
2	Mr.P Suresh Babu
3	Mr.Rajeswara Rao Gopineedi
4	Mrs. Sukumari Koneru

“RESOLVED FURTHER THAT on approval of the SEBI / Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation &



Pharmaceuticals Ltd.

Disclosure Requirements) Regulations 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions”.

“**RESOLVED FURTHER THAT** any of the Director of the Company or the Company Secretary or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI

Board, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.”

By the order of the Board

Ramesh Babu Potluri

Chairman and Managing Director
(DIN:00166381)

Place: Hyderabad

Date: 11-08-2017



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 Friday 22nd September, 2017 to Wednesday 27th September, 2017, both days inclusive.
9. The Board of Directors of the Company at their meeting held on 30th May, 2017 has recommended a dividend of Re. 0.20 (i.e. 20%) per equity share of Re. 1/- face value, aggregating of Rs. 1,69,30,406/- as dividend for the financial year 2016-17. Dividend, if declared, at the AGM, will be paid on or after 3rd October, 2017. The dividend, if approved at the 29th 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 Thursday, 21st September, 2017.
10. Pursuant to Section 108 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, 21st September, 2017. Pursuant to the above mentioned 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 Sunday, 24 th September, 2017
End of E-Voting :	On 05:00 P.M. (IST) on Tuesday, 26 th September, 2017

13. The Notice of the AGM along with the Annual Report 2016-17 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 Aarthi Consultants Private Limited/Depositories. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, 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. Aarthi Consultants Private Limited at their office, 1-2-285, Domalguda Hyderabad, Telangana 500029" or mail them at info@aarthicconsultants.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 2008-09, 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 30, 2016 (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, 2009 onwards are requested to make their claims directly to the Company or to M/s Aarthi Consultants Pvt. Ltd. at info@aarthicconsultants.com & aarthicconsultants@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
2009-10	2	29/09/2010	06/10/2017	85102
2010-11	2	30/09/2011	07/10/2018	113604
2011-12	-	-	-	-
2012-13	2	30/09/2013	07/10/2020	109452
2013-14	2	30/09/2014	07/10/2021	155702
2014-15	2	29/09/2015	06/10/2022	180174
2015-16	Re.0.20	30/09/2016	07/10/2023	193310

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

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

- Purchase and sale of products/by-products/material at arm's length price from RChem (Somanahalli) Private Limited.
- Sales and purchase of products/by-products/material at arm's length price to VKT Pharma Private Limited.

A detail description on 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. TVVSN 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 2017-18.

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, 2018 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.

Item No.7

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Board of Directors approved for reclassification of following promoter group persons/entities pursuant to Regulation 31A of the Listing Regulations, 2015 for re-classifying them under the Public Category since their names have been included as a part of the Promoter group merely because they are deemed to be 'Immediate relatives'/ controlled by the Immediate Relatives of the Promoter and Chairman and Managing Director of the Company, Mr. Ramesh Babu Potluri as per the definition of



promoter group as provided in Regulations 2(1) (zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 even though they are financially independent person/entities, who take independent investment decisions, without consulting Mr. Ramesh Babu Potluri and is in no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with Mr. Ramesh Babu Potluri, Promoter, Chairman and Managing Director of the Company. Similarly Mr. TVVSN Murthy, Promoter, Director has no interest in the profession/business being carried on by the Applicants.

Sl. No.	Name	No. Of Shares	%
1	Mr. Hari Kishore Potluri	4,30,060	0.51
2	Mr. P Suresh Babu	1,41,440	0.17
3	Mr. Rajeswara Rao Gopineedi	1,040	0.00
4	Mrs. Sukumari Koneru	40,000	0.05
	Total	6,12,540	0.73

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 30th May, 2017, have approved the above applications for reclassification received by the Company from Promoter group category to Public category subject

to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 1% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

The Board recommends the resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that Mr. Ramesh Babu Potluri and Mr. Mr. TVVSN Murthy may be deemed to be concerned or interested in the resolution since the proposed outgoing Promoter Group members are related to them.

By the order of the Board

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

Place: Hyderabad
Date: 11-08-2017



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.]

Mr.Potluri Ramesh Babu

Brief profile and Nature of Expertise In Specific Functional Areas:

He is a Post-graduate Technocrat.In 1990 he acquired SMS Pharmaceuticals Limited which at that point of time was a sick unit and became the Managing Director of the Company. After taking charge as Managing Director, he changed the product mix of the Company. This gave the Company a boost in sales and helped the Company in achieving profitability in the first year of operations itself. Under his guidance the Company introduced many other series of API's. He helped the company in reaching a level wherein we became one of the largest producers of Ranitidine HCl. He had served on boards of organizations like Chemexcil and has

been advisor to AP State Government for Pharma sector.

Inter-se relationship between Directors: None of the directors is related to Mr,Potluri Ramesh Babu

Directorship/ Committee Membership in Listed Companies:

Except SMS Pharmaceuticals limited, he is not in Directorship in any other listed entity and committees thereof.

No. of Shares held in the Company:

As on 31st March,2017 Mr. Potluri Ramesh Babu held 1,45,06,960 shares in the Company

By the order of the Board

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

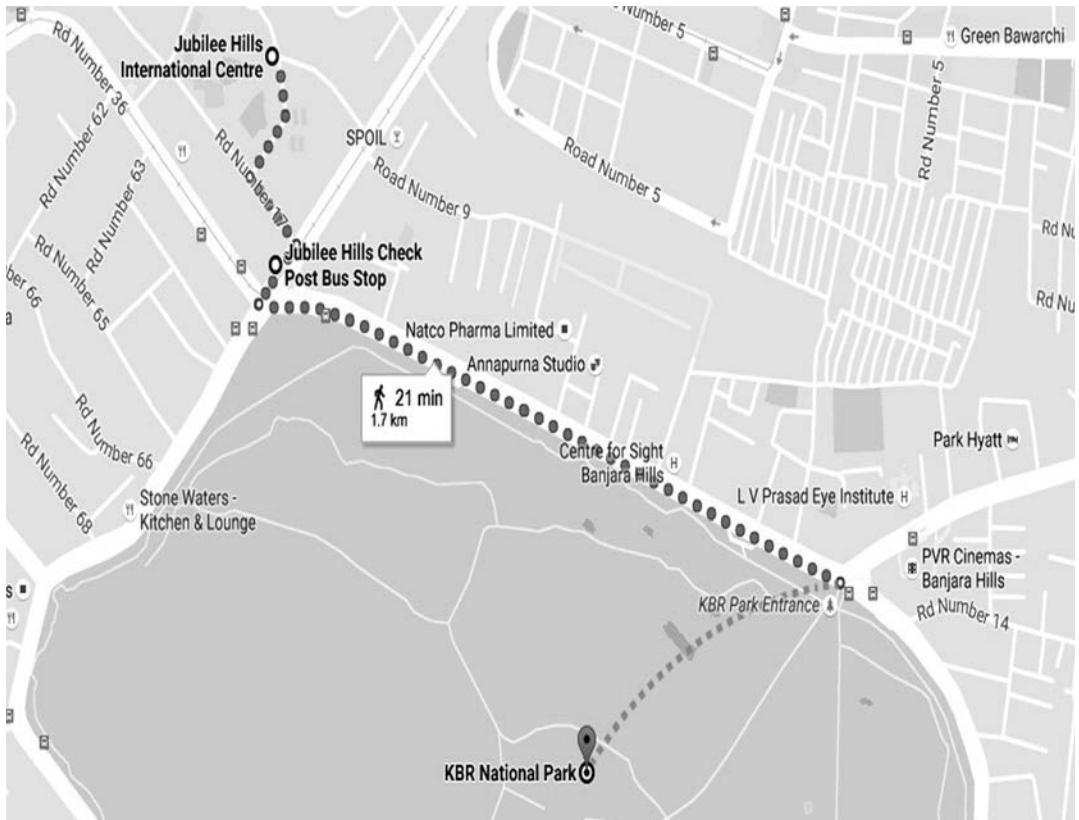
Place: Hyderabad
Date: 11-08-2017



Pharmaceuticals Ltd.

AGM Venue Route Map

Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills,
Hyderabad- 500 033





SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Sunday **24-09-2017 at 09:00 A.M.** and ends on Tuesday **26-09-2017 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 **21-09-2017**, 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 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 : I9-III,

Opp. Bharatiya Vidya Bhavan Public School,

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Tel. : 040-66288888 • 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 29th Annual General Meeting of the Company at Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad -500 033 on 27th day of September, 2017 at 11.00 A.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,

Opp. Bharatiya Vidya Bhavan Public School,

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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 29th Annual General Meeting, SMS Pharmaceuticals Limited to be held on 27th day of September, 2017 at 11.00 A.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:



SMS
Pharmaceuticals Ltd.

Res. No.	Resolution	Vote for	Vote against
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2017 along with the Reports of the Board of Directors' and Auditors' thereon.		
2.	To declare Dividend on the equity shares for the financial year 2016-17.		
3.	To re-appoint Sri Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint M/s. Suryanarayana & Suresh, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.		
Special Business			
5.	To Ratify / Approve The Related Party Contracts/Arrangements/ Transactions of the Company		
6.	Ratification of Remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2018		
7.	Reclassification of shareholders from promoter group category to public category.		

Please Affix
₹ 1/-
Revenue
Stamp

Signed this..... day of..... 2017.

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)