



Pharmaceuticals Limited

**Registered & Corporate Office :**

Plot No. 72, H. No. 8-2-334/3 & 4, Road No. 5,

Opp. SBI Executive Enclave, Banjara Hills,

Hyderabad - 500 034, Telangana, INDIA.

Tel : +91-40-2525 9999, Fax : +91-40-2525 9889

CIN : L24239TG1987PLC008066

Email: info@smspharma.com, www.smspharma.com

Date: 30<sup>th</sup> September, 2023

To,  
The Manager,  
Corporate Filings Department,  
Bombay Stock Exchange 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: Summary of Proceedings of 35<sup>th</sup> Annual General Meeting (AGM), Voting Results and Report of Scrutinizer**

This is to inform that the 35<sup>th</sup> Annual General Meeting of the Company held on Saturday, 30<sup>th</sup> September, 2023 at 10.00 a.m.(IST), through Video Conference (VC) / Other Audio-Visual Means (OAVM) and the business mentioned in the Notice convening the AGM dated 08<sup>th</sup> August, 2023 was duly transacted.

In this regard, we hereby submit the following:

1. Summary of proceedings of the 35<sup>th</sup> Annual General Meeting as **Annexure – I**
2. Voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**
3. Consolidated Report of the Scrutinizer dated 30<sup>th</sup> September, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – III**

As per the aforementioned scrutinizer's report all the resolutions set out in the Notice of 35<sup>th</sup> AGM were passed with requisite majority.



We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For SMS Pharmaceuticals Limited



**Thirumalesh Tumma**  
**Company Secretary**

Encl : a/a



THIRUMALESH  
TUMMA

Digitally signed by THIRUMALESH  
TUMMA  
Date: 2023.09.30 18:45:53 +05'30'

**SUMMARY OF PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF SMS  
PHARMACEUTICALS LIMITED**

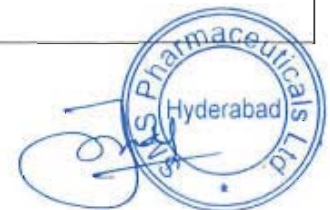
The 35<sup>th</sup> Annual General Meeting (AGM) of the Members of SMS Pharmaceuticals Limited (the Company) was held on Saturday, the 30<sup>th</sup> September, 2023 at 10.00 a.m(IST) via Video Conferencing(VC) / Other Audio Visual Means(OAVM). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) and in compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**Mr. Thirumalesh Tumma, Company Secretary, welcomed the Members** to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/OAVM.

Mr. Ramesh Babu Potluri, Chairman and Managing Director of the Board chaired the Meeting. The Chairman declared that as the requisite quorum being present, the meeting was called to order. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.

**Following Directors of the Company attended the Meeting:**

Sl. No.	Name of the Director	Designation	Mode of attending the Meeting
1	Mr. Ramesh Babu Potluri	Chairman & Managing Director	Physically present at the registered office and participated through VC
2	Mr. Sarath Kumar Pakalapati	Independent Director & Chairman of Stakeholders Relationship Committee	Physically present at the registered office and participated through VC
3	Mr. Shraavan Kudaravalli	Independent Director & Chairman of Audit Committee	Physically present at the registered office and participated through VC
4	Mr. Vamsi Krishna Potluri	Executive Director	Participated through VC from Hyderabad
5	Mr. Sarvepalli Srinivas	Independent Director	Participated through VC from Noida
6	Dr. Mrs. T. Neelaveni	Independent Director & Chairman of Nomination and Remuneration Committee	Participated through VC from Visakapatnam



7	Mr. Lakshmi Narayana Tammineedi	Chief Financial Officer	Physically present at the registered office and participated through VC
8	Mr. Thirumalesh Tumma	Company Secretary	Physically present at the registered office and participated through VC

**Statutory Auditors and Scrutinizer:**

Sl. No.	Name of the Person	Designation	Mode of attending the Meeting
1	Mr. V. Nagendra Rao	Statutory Auditor M/s.Suryanarayana & Suresh Chartered Accountants	Participated through VC from Hyderabad
2	Mr. A. Venkateswara Rao	Internal Auditor M/s.Adusumilli and Associates	Physically present at the registered office and participated through VC
3	Mr. C. Sudhir Babu	M/s. CSB Associates, Company Secretaries, Scrutinizer	Physically present at the registered office and participated through VC

With the consent of the Shareholders, the Notice convening the AGM was taken as read.

The Chairman expressed his views with respect to the Industry scenario, growth outlook, performance of the Company, challenges, opportunities going forward and other related matters.

In pursuance of the relevant provisions of Companies Act 2013 read with the SEBI (LODR) Regulations, 2015 as amended from time to time, the Company has provided the E-voting facility by Central Depository Services (India) Limited (CDSL) to the Shareholders to cast their vote as mentioned in the Notice of the AGM where the e-voting period was kept open from 26<sup>th</sup> September, 2023 (9.00 a.m) to 29<sup>th</sup> September, 2023 (5.00 p.m). Further the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The following items of business, as per the Notice convening the 35<sup>th</sup> AGM of the Company were transacted at the meeting.



### ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, and the reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend on Equity shares for the financial year 2022-2023.
3. Re-appointment of Mr. Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, and offers himself for reappointment.

### SPECIAL BUSINESS:

4. Approval to provide security in the form of pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma, as specified under Section 185 of the Companies Act, 2013.
5. Approval of Material Related Party Transaction(s) to provide pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma.
6. Approval of material related party transaction(s) for sale and purchase of material with VKT Pharma Private Limited.
7. Ratification of remuneration payable to the cost auditor for the financial year 2023-2024.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operational and financial performance of the Company on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairman along with other Directors appropriately responded to the queries raised by them.

The Chairman informed the Members that Mr.C.Sudhir Babu, Practicing Company Secretary (Membership No; FCS 7666), Proprietor of M/s CSB Associates, Company Secretaries, was the Scrutinizer appointed by the Board to scrutinize the e-voting process during the meeting and through remote e-voting, in a fair and transparent manner.



The Chairman authorized Mr. Thirumalesh Tumma, Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated e-voting results on receipt of the scrutinizer's report. He informed the members that the combined results of the remote e-voting as well as e-voting during the AGM would be announced within the stipulated time period from the conclusion of the Meeting and the results along with the Scrutinizer's report would be intimated to the Stock Exchanges in terms of Listing Regulations and would be placed on the website of the Company.

The Chairman then thanked the members for their continued support and for attending and participating in the meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for another 15 minutes from the conclusion of the meeting to enable the members to cast their vote, who have not voted in the remote e-voting.

The AGM concluded at 10.33 a.m. (IST).

This is for your information and records

Thanking you

Yours faithfully

For SMS Pharmaceuticals Limited

  
Thirumalesh Tumma  
Company Secretary

