



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

18th December, 2016

To,

The Managers,
Corporate Filings Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Managers,
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 Sirs,

Sub.: Intimation under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Results of Court Convened Meeting and e-voting of the equity shareholders of the Company

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results in the specified format based on the Scrutinizers report addressed to the Chairman of the Court Convened Meeting, for remote e-voting/poll for the Court Convened Meeting of the equity shareholders of the Company held on 17th December, 2016 at 11.00 am at Jubilee Hills International Centre, Jubilee Hills, Hyderabad, Telangana-500033 to consider Scheme of Arrangement of SMS Pharmaceuticals Limited with SMS Lifesciences India Limited and their respective shareholders and creditors.

Kindly take the same on record.

Thanking You

For SMS Pharmaceuticals Limited

Thirumalesh Tumma
Company Secretary

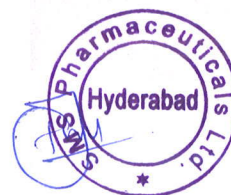
Encl: A/a



Date of Court Convened Meeting	17th December, 2016
Total Number of equity Shareholders as on Cut-off date i.e., 10 th December, 2016	16781
No. of shareholders present in the meeting either in person or through proxy:	93
Promoters and promoter Group	7
Public	86
No. of shareholders attended through video conferencing:	NA
Promoters and Promoters Group	NA
Public	NA

Resolution for seeking the approval of the shareholders on the Scheme of arrangement of M/s. SMS Pharmaceuticals Limited with M/s. SMS Lifesciences India Limited and their respective shareholders and creditors.

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	51354430	-	51354430	0	100	0
	Poll	-	5867420	-	5867420	0	100	0
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	57222890	57221850	99.99	57221850	0	100	0
Public - Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	39955	-	-	-	-	-	-
Public - Non Institutions	E-Voting	-	9473725	34.58	9470095	3630	99.96	0.04
	Poll	-	702201	2.56	702021	180	99.97	0.03
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	27389185	10175926	37.14	10172116	3810	99.96	0.04
Total		84652030	67397776	79.61	67393966	3810	99.99	0.01





CSB Associates

Company Secretaries

3-6-481, Above Vijaya Bank,
Street No.6, Himayatnagar,
Hyderabad - 500 029.
Mobile : 99855 23338
85001 18567
E-mail : csbassociates27@yahoo.com

Scrutinizer's Report

[Pursuant to section 108 & 110 of the Companies Act, 2013 and Rule 20 & Rule 22 respectively of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Board of Directors
SMS PHARMACEUTICALS LIMITED
Regd Office : 19-III, Road No.71
Opp.Bharatiya Vidya Bhavan Public School,
Jubilee Hills, Hyderabad, Telangana-500 096

1. I, C.Sudhir Babu, Practicing Company Secretary of Hyderabad have been appointed as the Scrutinizer by the Board of Directors of SMS Pharmaceuticals Limited at its meeting held on 05th November, 2016 for scrutinizing the Postal Ballot process conducted for public only (which includes e-voting also) for passing the following resolution as Ordinary resolution as per Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015, issued by SEBI(referred to as "SEBI Circular") and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

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

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Companies Act, 2013 as may be applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh or National Company Law Tribunal (NCLT) if and when applicable, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement of SMS Pharmaceuticals Limited (Transferor Company) with SMS Lifesciences India Limited (Transferee Company) and their respective shareholders and creditors ("Scheme") placed before this meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the demerger embodied in the Scheme and to accept such modifications, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh or National Company Law Tribunal (NCLT) if and when applicable while sanctioning the Scheme of Arrangement or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

2. I have given my consent to act as Scrutinizer of the Company vide our consent letter dated 05th November, 2016, in the meeting of the Board of Directors of the Company.
3. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Depositories, by tying up with the Central Depository Services Limited (CDSL) e-voting facility.
4. The Company has published an advertisement on 17th November, 2016 in the following newspaper i.e., "Business Standard" and "Andhra Bhoomi" and it carried the required information as specified in the rules.
5. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting Website.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
7. The postal ballot forms were duly opened in the presence of my representatives and were scrutinized and the share holdings were matched / confirmed with the register of members of the Company/ list of beneficiaries as on 11th November, 2016.
8. Particulars of all the postal ballot forms received from the members have been entered in the register.
9. All postal ballot forms received and e-voting cast up to 5.00 pm on 16th December, 2016, the last date and time fixed by the Company for receipt of votes, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received thereafter were not considered.



11. I have not found any defaced or mutilated ballot paper.

12. With reference to the above I submit my report as under:

The issued, subscribed and paid up equity capital is Rs. 8,46,52,030/-comprising of 8,46,52,030 Equity shares of Rs. 1/- each. As on the Record date 11th November, 2016 there were 16421 members.

On 16th November, 2016, the Company completed dispatch of Notice dated 15th November 2016, containing the proposed Resolution along with the Explanatory Statement to the members as on cut-off date through Courier and by email to those members who are having email id.

Out of total member 16421, promoters (20 in number) are holding 5,72,22,890 number of shares and public (16,401 in number) are holding 2,74,29,140 number of shares. The promoters have not participated in voting and votes cast by public shareholder only are considered.

13. The combined result of Postal Ballot through e-voting and postal ballot forms is as under in respect of resolution:

Out of the 112 Postal Ballot Forms, 3 Postal Ballot Forms comprising of 396045 votes were considered invalid on account of signature difference and voted for more number of shares.

Date of the AGM/EGM	Postal Ballot and E-voting as per SEBI Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015
Total number of shareholders on Cut-off date: 11 th November, 2016	16421
Promoters and Promoter Group:	20
Public:	16401
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	
Public :	

*Promoter and Promoter Group are not eligible to vote.



Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	57222890	NA	NA	NA	NA	NA	NA
Public - Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	-	-	-	-	-	-
	Total	41532	-	-	-	-	-	-
Public - Non Institutions	E-Voting	-	9621970	35.13	9618190	3780	99.96	0.04
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	271233	0.99	271063	170	99.94	0.06
	Total	27387608	9893203	36.12	9889253	3950	99.96	0.04
Total		84652030	9893203	36.12	9889253	3950	99.96	0.04

14. In view of the above results, I hereby certify that the Ordinary Resolution proposed has been passed with requisite majority.



15. I hand over the Postal Ballot forms and other relevant papers / register and records for safe custody of the Company Secretary.



C. Sudhir Babu
Practicing Company Secretary
(Scrutinizer)
FCS No.2724, CP No.7666

Place: Hyderabad
Date: 17th December, 2016