



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: 30th March, 2022

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

Subject: Submission of Voting Results of Postal Ballot and Scrutinizer's Report

Dear Sir/ Madam,

This is in continuation to our earlier intimation letter dated 25th February, 2022 enclosing the notice of Postal Ballot dated 09th February, 2022 ("Notice") seeking approval of members of the Company in respect of the items set out in the Notice through remote e-voting system.

We wish to inform that, based on the scrutinizer report dated 30th March, 2022 on the Postal Ballot, the members of the Company have duly passed the resolutions as set out in the Notice approving the following:

S.No	Particulars of Resolution
1	Approval for Related Party Transactions
2	Approval for the payment of remuneration as per terms currently in force to Mr. Ramesh Babu Potluri, in his capacity as Chairman & Managing Director of the Company in excess of limits prescribed under of Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.
3	Approval for the payment of remuneration as per terms currently in force to Mr. Vamsi Krishna Potluri, in his capacity as Whole- Time Director of the Company in excess of limits prescribed under of Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.
4	Approval for increase in aggregate annual remuneration payable to Managing Director and Whole-Time Director (s) pursuant to regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.




In view of the above, please find enclosed herewith the following documents:

- a) Details of voting results in the format specified under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - **Annexure I**
- b) Report of the Scrutinizer dated 30th March, 2022, issued by Mr. C. Sudhir Babu, Practicing Company Secretary, Hyderabad-**Annexure II**

The resolutions as set out in Postal Ballot Notice are passed with requisite majority on 29th March, 2022 (the last date for e-voting)

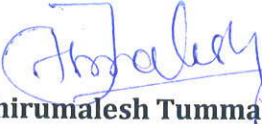
The voting results and scrutinizer report will also be hosted on the Company's website viz. www.smspharma.com and Central Depository Services (India) Limited website viz. www.evotingindia.com

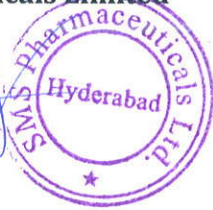
Request you to kindly take the same on record.

Thanking you

Yours faithfully

For SMS Pharmaceuticals Limited


Thirumalesh Tumma
Company Secretary



SMS PHARMACEUTICALS LIMITED - POSTAL BALLOT

Annexure-I

Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015

The details of the voting results passed through Postal Ballot are furnished below	
Date of AGM/EGM/Postal Ballot (Last Date of Postal Ballot- E-Voting)	29th March, 2022
Total number of shareholders on cut off date i.e 23rd February, 2022	25,868
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolutions Passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable (Resolutions Passed through Postal Ballot)

Agendawise Disclosures

RESOLUTION 1. Approval for Related Party Transactions								
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56,965,350	-	0.00%	-	0	0.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	0	0	0.00%	0.000%
Public-Institutions	E-Voting	529,941	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	0	0	0.00%	0.00%
Public-Non Institutions	E-Voting	27,156,739	9,017,989	33.207%	9,012,673	5,316	99.941%	0.059%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,017,989	33.207%	9,012,673	5,316	99.941%	0.059%
Total		84,652,030	9,017,989	10.653%	9,012,673	5,316	99.941%	0.059%
Results: Resolution passed with requisite majority								
Details of Invalid Votes								
Category			No. of Votes					
Promoter and Promoter Group			0					
Public Institutions			0					
Public - Non Institutions			0					



SMS PHARMACEUTICALS LIMITED - POSTAL BALLOT

Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015

RESOLUTION 2: Approval for the payment of remuneration as per terms currently in force to Mr. Ramesh Babu Potluri, in his capacity as Chairman & Managing Director of the Company in excess of limits prescribed under of Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56,965,350	-	0.00%	-	0	0.000%	0.000%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	-	0	0.00%	0.00%
Public- Institutions	E-Voting	529,941	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	27,156,739	9,017,989	33.207%	9,012,390	5,599	99.938%	0.062%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,017,989	33.207%	9,012,390	5,599	99.938%	0.062%
Total		84,652,030	9,017,989	10.653%	9,012,390	5,599	99.938%	0.062%

Results: Resolution passed with requisite majority

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



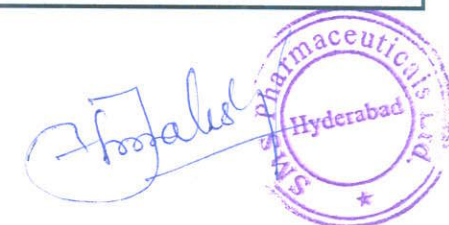
SMS PHARMACEUTICALS LIMITED - POSTAL BALLOT
Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015

RESOLUTION 3: Approval for the payment of remuneration as per terms currently in force to Mr. Vamsi Krishna Potluri, in his capacity as Whole- Time Director of the Company in excess of limits prescribed under of Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56,965,350	-	0.00%	-	0	0.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	-	0	0.00%	0.00%
Public- Institutions	E-Voting	529,941	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	27,156,739	9,017,989	33.207%	9,012,097	5,892	99.935%	0.065%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,017,989	33.207%	9,012,097	5,892	99.935%	0.065%
Total		84,652,030	9,017,989	10.653%	9,012,097	5,892	99.935%	0.065%

Results: Resolution passed with requisite majority

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



SMS PHARMACEUTICALS LIMITED - POSTAL BALLOT

Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015

RESOLUTION 4: Approval for increase in aggregate annual remuneration payable to Managing Director and Whole-Time Director (s) pursuant to regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56,965,350	-	0.00%	-	0	0.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	-	0	0.00%	0.00%
Public- Institutions	E-Voting	529,941	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	E-Voting	27,156,739	9,017,989	33.207%	9,012,200	5,789	99.936%	0.064%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,017,989	33.207%	9,012,200	5,789	99.936%	0.064%
Total		84,652,030	9,017,989	10.653%	9,012,200	5,789	99.936%	0.064%

Results: Resolution passed with requisite majority

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





CSB Associates

Company Secretaries

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Basheerbagh, Hyderabad - 500001.
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+91 9493676368
E-mail: csbassociates27@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
SMS Pharmaceuticals Limited,
Plot No. 72, H.No: 8-2-334/3&4,
Road No. 5, Opp. SBI Executive Enclave,
Banjara Hills, Hyderabad- 500034.

Report on the Postal Ballot Process conducted through e-Voting of M/s. SMS Pharmaceuticals Limited commenced on February 28, 2022 (9:00 a.m.) onwards till March 29, 2022 (5:00 p.m.).

Sir,

I, **C. Sudhir Babu**, Practicing Company Secretary having my office at # 307, Babukhan Estate, Basheerbagh, Hyderabad - 500001, was appointed as Scrutinizer by the Board of Directors of M/s. SMS Pharmaceuticals Limited pursuant to Section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder for the purpose of scrutinizing the electronic voting process (e-voting) in respect of the Resolutions as set out in the Notice dated February 9, 2022 ("Postal Ballot Notice") in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated 08th December, 2021 in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under Companies Act, 2013 and the Rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the resolutions as set out in the notice of the Postal Ballot.

I hereby submit my report as under:

- (1) The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including MCA Circulars relating to e-voting on the Resolutions contained in the Notice of Postal Ballot.



- (2) The Company has appointed Central Depository Services (India) Limited (CDSL) as the Agency, for providing the facility of e-voting to the Members of the Company.
- (3) Pursuant to the MCA Circulars the Members of the Company holding equity shares, as on the "cut-off date" i.e., Wednesday, February 23, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of the Postal Ballot dated February 9, 2022, through e-voting only.
- (4) The e-voting period commenced from Monday, February 28, 2022 (9:00 a.m.) and ended on Tuesday, March 29, 2022 (5:00 p.m.) at the e-voting Platform on the designated website of CDSL. E-voting facility was blocked forthwith thereafter.
- (5) Pursuant to the provisions of the Act and Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot Notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail IDs were available with the Company and Depositories, as on the cut-off date i.e., February 23, 2022, through electronic means only and has not dispatched physical notices to any member.
- (6) Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and MCA Circulars, public notices were published by the Company on February 26, 2022 in Financial Express (English Daily) and Nava Telangana (Telugu Daily) informing about the completion of dispatch of Postal Ballot notices to its shareholders through electronic means, along with all requisite document.
- (7) I monitored the process of electronic voting (i.e., e-voting) through the scrutinizer's secured link provided by CDSL through its designated website and I have scrutinized and reviewed the votes cast through e-voting based on the data downloaded from the CDSL e-voting system.
- (8) After completion of e-voting, votes casted by the members, were unblocked by me in the presence of two witnesses, who are not in the employment of the Company.
- (9) The e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.
- (10) My responsibility as scrutinizer for the e-voting is restricted to ensure that e-voting process is conducted in a fair and transparent manner and issue a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as specified in the Postal Ballot Notice.
- (11) Based on the data provided by CDSL e-voting system, the total votes cast "in favour" or "against" the resolutions proposed in the notice of the Postal Ballot are as under:



(i) **Resolution - 1: Ordinary Resolution**

Approval for Related Party Transactions.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	155	9012673	99.94

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	17	5316	0.06%

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(ii) **Resolution - 2: Special Resolution**

Approval for the payment of remuneration as per terms currently in force to Mr. Ramesh Babu Potluri, in his capacity as Chairman & Managing Director of the Company in excess of limits prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	148	9012390	99.94%

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	24	5599	0.06%



(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(iii) Resolution - 3: Special Resolution

Approval for the payment of remuneration as per terms currently in force to Mr. Vamsi Krishna Potluri, in his capacity as Whole-Time Director of the Company in excess of limits prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	148	9012097	99.93%

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	24	5892	0.07%

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(iv) Resolution - 4: Special Resolution

Approval for increase aggregate Annual Remuneration payable to Managing Director and Whole-Time Director pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	147	9012200	99.94%



(b) Voted **against** the Resolution:

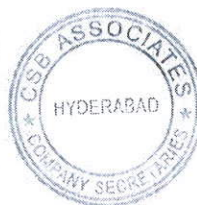
Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
e-voting	25	5789	0.06%

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(12) The relevant records relating to e-voting shall remain in my safe custody until the minutes of Postal Ballot are signed and approved and the same shall thereafter be handed over to the Company Secretary.

Thanking you,



Yours faithfully,

C. SUDHIR BABU,
Practicing Company Secretary,
Proprietor, CSB Associates,
CP No. 7666; FCS No. 2724.
UDIN: F002724C003343996

Place: Hyderabad
Date: March 30, 2022

For SMS PHARMACEUTICALS LIMITED

Counter Signed by: 

Company Secretary