



pharmaceuticals Ltd.

Regd. & Corporate Office :

Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills, Hyderabad - 500 034, A.P., INDIA.
Tel : +91-40-6628 8888, Fax : +91-40-2355 1402

By Email/Courier

October 13, 2011

Bombay Stock Exchange Limited
Floor 25, P.J. Towers
Dalal Street
Mumbai-400 001.

Scrip Code: 532815

Dear Sir,

Sub: Minutes of the Annual General Meeting of the Company held on 29.09.2012.

As per Clause 31 (d) of the Listing Agreement entered with you, we are sending herewith a copy of the Minutes of the Annual General Meeting of the Company held on 29th September, 2012 for your record.

Please acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For SMS Pharmaceuticals Limited


P. Ramesh Babu
Chairman and Managing Director

Encl : a/a

C.C. **National Stock Exchange of India Ltd.**
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400 001.

Symbol :SMSPHARMA

SMS PHARMACEUTICALS LIMITED

Minutes of the meeting of the 24th Annual General Meeting of the Company held on Saturday the 29th day of September, 2012 at 11.00 A.M. at the Jubilee Hills International Centre, Jubilee Hills, Hyderabad-500 096.

Present :

- | | | | |
|----|--------------------|----|-------------------------------|
| 1. | Mr. P. Ramesh Babu | .. | Chairman & Managing Director |
| 2. | Mr. TVVSNMurthy | .. | Vice-Chairman & JointManaging |
| 3. | Mr. K.S. Rao | .. | Director |
| 4. | Mr. A.P. Rao | .. | Director and |

And

157 Members present in person and
44 Members present by Proxy

In Present : Mr. N. Rajendra Prasad .. Chief Financial Officer

Mr. N. Rajendra Prasad, Chief Financial Officer informed that the required quorum was present to conduct the business. The Chief Financial Officer requested the Chairman of the Company to occupy the Chair.

Shri P. Ramesh Babu, Chairman of the Company took the Chair and informed the shareholders that all the statutory registers are kept open for inspection. The Chief Financial Officer requested the Chairman to deliver the speech. The Chairman has delivered the Speech by mentioning about the present and future prospects of the Company in brief.

After few discussions, the Chairman asked the Chief Financial Officer to read the Notice together with reports of Directors' and Auditors' for the year 2011-12. The Chief Financial Officer taken as read the notice together with reports of Directors' and Auditors' with the permission of the Members. After few clarifications, the business conducted in order.

ORDINARY BUSINESS:

1. Annual Accounts for the year 2011-12.

The Chairman asked the Chief Financial Officer to read the resolution pertaining to the Annual Accounts for the year 2011-12. The Chief Financial Officer read the same then the Chairman put the following motion for members' approval.

"RESOLVED that the Statement of Profit and Loss for the year ended 31st March, 2012 and the Balance Sheet as on that date along with the Report of Directors' and Auditors' thereon as laid down before this meeting be and are hereby adopted."

Mr. P. Suresh Babu (Client ID No.IN301022-21499186) proposed the motion and seconded by Ms. Ch. Padmavathi (Folio No.50444).

Cont.....2.

x P. Suresh Babu

Then the Chairman asked members for their queries and clarifications. The queries were properly replied by the Chairman and declared that said motion was unanimously passed.

2. Re-appointment of Dr. B.M. Choudary.

The Chairman asked the Chief Financial Officer to read the resolution pertaining to the re-appointment of Dr. B.M. Choudary, as Director of the Company. The Chief Financial Officer read the same then the Chairman put the following motion for members' approval.

"RESOLVED that Dr. B.M. Choudary, be and is hereby re-appointed as a Director of the Company. "

Mr. P. Hari Kishore (Client ID No.43400-1204340000062036) proposed the motion and seconded by Mr. P. Ravikumar (Client ID No.43400-1204340000046271). Then the Chairman declared that the said motion was passed unanimously.

3. Re-appointment of Mr. A.P. Rao.

The Chairman asked the Chief Financial Officer to read the resolution pertaining to the re-appointment of Mr. A.P. Rao, as Director of the Company. The Chief Financial Officer read the same then the Chairman put the following motion for members' approval.

"RESOLVED that Mr. A.P. Rao, be and is hereby re-appointed as a Director of the Company. "

Mr. K. Hanumantha Rao (Client ID No.38100-1203810000159024) proposed the motion and seconded by Mr. M. Koteswara Rao (Client ID No.IN300484-12538088). Then the Chairman declared that the said motion was passed unanimously.

4. Re-appointment of Statutory Auditors.

The Chairman informed the members that the said Statutory Auditors are retiring in this Annual General Meeting and eligible for re-appointment as Statutory Auditors from the conclusion of this Annual General Meeting to the next Annual General Meeting of the Company. Later, the Chairman asked the Chief Financial Officer read the motion to be passed. The Chief Financial Officer read the following motion and the Chairman put for the members' approval.

"RESOLVED that M/s. Rambabu & Co., Chartered Accountants and M/s. P. Murali & Co., Chartered Accountants, Hyderabad be and are hereby re-appointed as Joint Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company at such remuneration as may be determined by the Board of Directors of the company."

Mr. K. Devender Reddy (Client ID No.33300-1203330000155082) proposed the motion and seconded by Mr. P.S.R. Brahman (Client ID No.43400-1204340000038159).

Then the Chairman asked the members for their queries and clarifications. Later the Chairman declared that said motion was unanimously passed.

5. Borrowing Powers.

The Chairman asked the Chief Financial Officer to read the resolution pertaining to the Borrowing Powers of the Company. The Chief Financial Officer read the same then the Chairman put the following motion for members' approval.

x P.P. —————

"RESOLVED THAT pursuant to Section 293 (1) (d) of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members be and is hereby accorded to the Board of Directors of the Company, for borrowing monies for the purpose of business of the Company, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided however that the aggregate of amounts so borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.500.00 Crores (Rs. Five Hundred Crores Only)."

Mr. A. Hari Babu (Client ID No.IN300484-12913335) proposed the motion and seconded by Mr. K. Hanumantha Rao (Client ID No.38100-1203810000159024). Then the Chairman declared that the said motion was passed unanimously.

Vote of thanks:

As there was no other business to be transacted, the meeting concluded with a vote of thanks by Sri TVVSN Murthy, Vice-Chairman and Joint Managing Director of the Company.

x P. K.  Deb

CHAIRMAN

Dated: 29.09.2012