sms pharmaceuticals ltd.

Regd. & Corporate Office :
Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096. A.P. INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1401

By Courier/Email

May 4, 2013

Stock Code : BSE: 532815
NSE : SMSPHARMA

Bombay Stock Exchange Limited
Corporate Relationship Department
2nd Floor, New Trading Wing
Dalal Street, **Mumbai-400 001.**

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.

Dear Sir,

Sub: Result of Postal Ballot with respect to Special Resolution for Buy-back of Equity Shares of the Company.

We are pleased to inform you that Mr. C. Sudhir Babu, who was appointed as the scrutinizer for the aforesaid Postal Ballot process has submitted his report to the Chairman today. In accordance with the said report, the shareholders have approved the Special Resolution as embodied in the Postal Ballot Notice dated 26.02.2013, for the Buy-back of the Equity Shares of the Company, with an overwhelming majority of 99.92% votes as detailed hereunder.

Votes in favour of the Resolution : 27,84,652
Votes against the Resolution : 2,204

The results of the Postal Ballot were accordingly announced today.

We attach herewith a certified copy of the Special Resolution approved by the Shareholders as required under Clause 5 (2)of the SEBI (Buy-Back of Securities) Regulations, 2011.

The Buy-back shall be implemented from the Open Market purchases through Bombay Stock Exchange Limited and National Stock Exchange Limited and the exchange shall be kept informed on the developments in connection thereof.

This is for your kind information.

Yours faithfully,
For SMS Pharmaceuticals Limited

A.P. Rao
Director

Encl: as above.

sms pharmaceuticals ltd.

Regd. & Corporate Office :
Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096. A.P. INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1401

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT ON 4TH MAY, 2013.

Buy-back of Shares of the Company.

"**RESOLVED THAT** in accordance with Article 58 (d) of the Articles of Association of the Company and the provisions of Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and in compliance of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, including any amendments, statutory modification(s) or re-enactment, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which the Board of Directors of the Company (herein after referred to as the Board which expression includes a Committee of Directors of the Company constituted for this purpose) is authorized to accept, the consent of the Members be and is accorded for the buyback by the Company of its fully paid-up Equity Shares of a face value of Rs. 10 /- each to the extent not exceeding 25% of the Company's paid-up Equity Share Capital during the financial year at such price not exceeding Rs.300/- per equity share from the Open Market through the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, subject to the condition that the aggregate amount for the Buy-back shall not exceed Rs.46.50 Crores ("Buy-back"), which is within 25% of the Company's fully paid-up Equity Share Capital and Free Reserves as per latest Audited Balance Sheet as on 31st March, 2012."

"**RESOLVED FURTHER THAT** the number of shares to be bought back shall be subject to a minimum of 3,87,500 Equity Shares (Minimum Offer Shares) and a maximum of 15,50,000 Equity Shares (Maximum Offer Shares)."

"**RESOLVED FURTHER THAT** the Board (which expression includes a Committee of Directors of the Company constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buy-back, carry out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, declaration of solvency, extinguishment of share certificates and 'Certificates of Extinguishment' required to be filed in connection with the Buy-back on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buy-back to the Securities and Exchange Board of India, Reserve Bank of India, Bombay Stock Exchange Limited, National Stock Exchange of India Limited,

SMS Pharmaceuticals Hyderabad

sms pharmaceuticals ltd.

Regd. & Corporate Office :
Plot No. 19-111, Road No. 71,
Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096. A.P. INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1401

Registrar of Companies, Depositories and/or other authorities."

"RESOLVED FURTHER THAT the Board in its absolute discretion, be and is hereby authorized to accept and make, in the interest of the Company, any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements, including, the decision for closure of the Buy-back once the minimum number of shares are bought back and do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed Buy-back at any stage without requiring to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

// CERTIFIED TRUE COPY//

For SMS Pharmaceuticals Limited

SMS Pharmaceuticals Ltd. Hyderabad

A.P. Rao
Director