



CSB Associates
Company Secretaries

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85001 18567
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**REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & POLL)**

30th September, 2014

The Chairman,
M/s. SMS Pharmaceuticals Limited,
Jubilee Hills, Hyderabad.

Ref.: Annual General Meeting of the members of M/s. SMS Pharmaceuticals Limited held on 30th September, 2014 at 11:00 a.m.

Dear Sir,

I, **C. Sudhir Babu**, Practicing Company Secretary have been appointed as the Scrutinizer by:

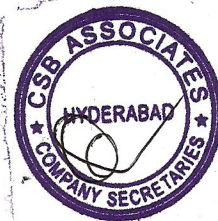
- The Board of Directors of M/s. SMS Pharmaceuticals Limited vide resolution dated 12th August, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 23rd September, 2014 at 9:00 a.m. to 24th September, 2014 at 6:00 p.m.
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 26th AGM of the members of the Company, held on 30th September, 2014 at 11:00 a.m.

The Company has availed Poll facility from M/s. Central Depository Services (India) Limited (CDSL) for enabling the shareholders to vote at www.evotingindia.com.

Based on the data downloaded from the Official website of CDSL for e-Voting process and poll conducted at the AGM venue, we now submit combined report (e-voting and Poll) as under:

Resolution No. 1:

To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2014, the Balance Sheet as on that date along with the Reports of the Directors' and Auditor's thereon. (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	6	10,04,152	57,98,868	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

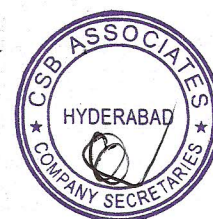
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 2:

To declare dividend for the financial year 2013-14 (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	5	10,04,137	57,98,853	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

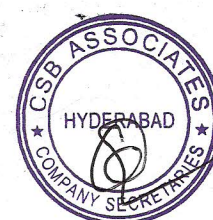
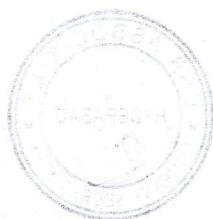
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 3

To appoint a Director in place of Dr. Ayman Sahli (DIN: 02680724) who retires by rotation, and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	6	10,04,152	57,98,868	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

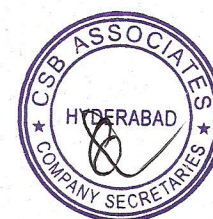
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 4

To appoint a Director in place of Sri T.V.V.S.N. Murthy (DIN: 00465198) who retires by rotation, and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	6	10,04,152	57,98,868	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

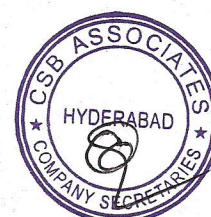
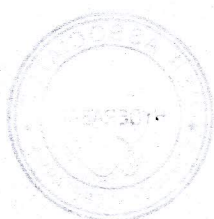
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 5

To appoint M/s. Rambabu & Co. (Firm Registration No. 002976S), Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution).



(i) Voted in favour of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	4	10,04,087	57,98,803	100

(ii) Voted against the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) Invalid votes:

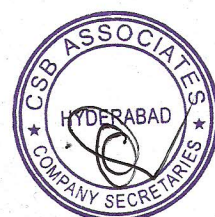
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 6

Appointment of Sri. A. P. Rao as an Independent Director (Ordinary Resolution).



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	6	10,04,152	57,98,794	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

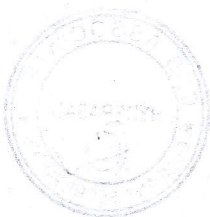
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 7

Appointment of Dr. Mihir K. Chaudhuri as an Independent Director (**Ordinary Resolution**).



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	6	10,04,152	57,98,794	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

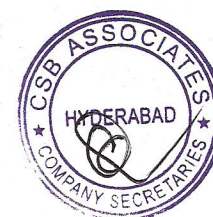
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 8

Appointment of Sri K. S. Rao, as an Independent Director (Ordinary Resolution).



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	6	10,04,152	57,98,794	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

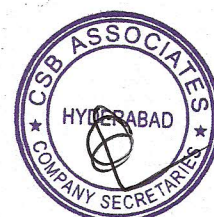
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 9

Appointment of Sri P. Sharath Kumar as an Independent Director (**Ordinary Resolution**).



(i) Voted in favour of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	6	10,04,152	57,98,794	100

(ii) Voted against the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) Invalid votes:

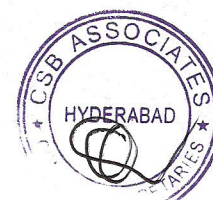
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 10

Appointment of Dr. (Mrs.) Thummala Neelaveni as an Independent Director (Ordinary Resolution).



(i) Voted in **favour** of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	4	10,04,087	57,98,729	100

(ii) Voted **against** the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) **Invalid** votes:

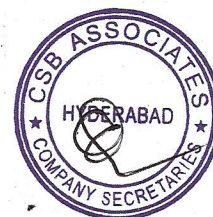
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 11

Approval of Remuneration of the Cost Auditor for the financial year 2014-15 (Ordinary Resolution).



(i) Voted in favour of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	6	10,04,152	57,98,868	100

(ii) Voted against the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) Invalid votes:

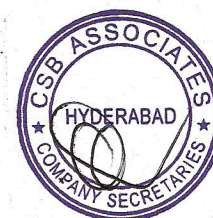
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 12

Approval of borrowing powers (Special Resolution)



(i) Voted in favour of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
44	47,94,716	5	10,04,137	57,98,853	100

(ii) Voted against the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
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(iii) Invalid votes:

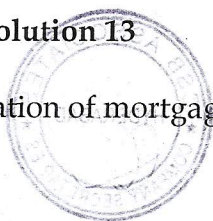
No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution 13

Creation of mortgage/ Charge (Special Resolution).



(i) Voted in favour of the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
43	47,94,642	5	10,04,137	57,98,779	99.999

(ii) Voted against the resolution:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll	% of total number of valid votes cast
1	74	--	--	74	0.001

(iii) Invalid votes:

No. of members voted in E-voting	No. of votes cast (Shares) - E-voting	No. of members/proxies voted - poll	No. of votes cast (Shares) poll	Total No. of votes cast through e-voting & poll
--	--	1	15	15

Result

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Resolution No. 13 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Votes casted in both e-voting and poll by the same shareholder are considered as invalid and only the votes casted in e voting are taken into account in respect of such shareholder.

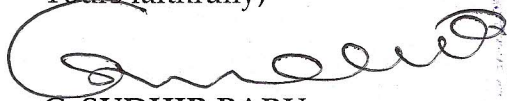


A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" /"AGAINST" and those whose voters were declared invalid for each resolution is enclosed.

The relevant records relating to E-voting and poll were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



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

