

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
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Date: 28th September, 2017

To,
The Manager,
Corporate Filings Department,
Bombay Stock Exchange 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: Voting Results of 29th AGM under Regulation 44(3) of SEBI (LODR) Regulations and Scrutinizer Report.

Dear Sir/Madam,

The 29th Annual General Meeting (AGM) of the Company was held on 27th September, 2017 at 11.00 A.M. at the Jubilee Hills International Centre (Jubilee Hills Club), Jubilee Hills, Hyderabad-500 033. In accordance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the items of the business contained in the AGM Notice dated 11th August, 2017 were transacted and approved by the members with requisite majority.

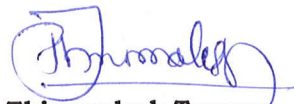
Sl. No.	Description	Particulars	
1	Date of the AGM	27 th September, 2017	
2	Total number of shareholders on record date (cut off) date (21 st September, 2017)	16994	
3	No. of shareholders present in the meeting either in person or through proxy		
		in person	through proxy
3a	Promoters and Promoter Group	2	0
3b	Public	39	2
4	No. of Shareholders attended the meeting through Video Conferencing		
4a	Promoters and Promoter Group	Nil	Nil
4b	Public	Nil	Nil

Details of the Agenda items, type of resolution and mode of voting on them in prescribed format along with report of scrutinizer (in form MGT-13) and combined result [for remote e-voting and poll] are attached as annexures.

Kindly take in to your records.

Thanking You

For SMS Pharmaceuticals Limited



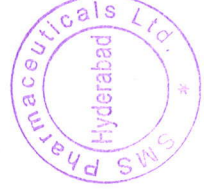
Thirumalesh Tumma
Company Secretary



Encl: a/a

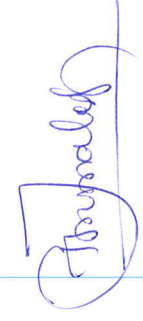
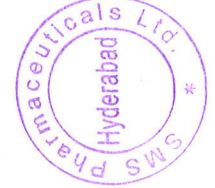
CC: Central Depository Services Limited

SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015									
Agenda Item: 1		To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2017 along with the Reports of the Board of Directors' and Auditors' thereon.							
Resolution Required		Ordinary							
Whether Promoter/Promoter Group are interested in the agenda resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting (Remote)		51354430	89.22	51354430	0	100.00	0.00	
	Poll	57557890	0	0.00	0	0	0.00	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	57557890	51354430	89.22	51354430	0	100.00	0	
Public - Institutions	E-Voting (Remote)		0	0.00	0	0	0	0	
	Poll	37164	0	0.00	0	0	0	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	37164	0	0	0	0	0	0.00	
Public - Non Institutions	E-Voting (Remote)		6441949	23.81	6441946	3	100.00	0.00	
	Poll	27056976	707	0.00	707	0	100.00	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	27056976	6442656	23.81	6442653	3	100.00	0.00	
Grand Total		84652030	57797086	68.28	57797083	3	100.00	0.00	

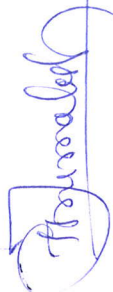
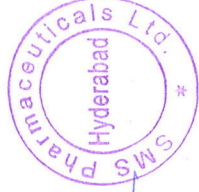


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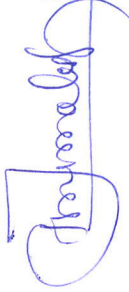
SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015									
Agenda Item: 2		To declare Dividend on the equity shares for the financial year 2016-17.							
Resolution Required		Ordinary							
Whether Promoter/Promoter Group are interested in the agenda resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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 (Remote)	57557890	51354430	89.22	51354430	0	100.00	0.00	
	Poll		0	0.00	0	0.00	0.00		
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA		
	Total	57557890	51354430	89.22	51354430	0	100.00	0	
Public – Institutions	E-Voting (Remote)	37164	0	0.00			0	0	
	Poll		0	0.00			0	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	31764	0	0	0	0	0	0.00	
Public - Non Institutions	E-Voting (Remote)	27056976	6441949	23.81	6441406	543	99.99	0.01	
	Poll		707	0.00	707	0	100	0	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	27056976	6442656	23.81	6442113	543	99.99	0.01	
Grand Total		84652030	57797086	68.28	57796543	543	100.00	0.00	

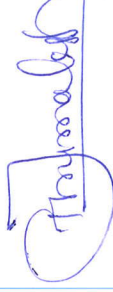
SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015									
Agenda Item: 4		To appoint M/s. Suryanarayana & Suresh, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.							
Resolution Required		Ordinary							
Whether Promoter/Promoter Group are interested in the agenda resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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	1		2		4	5			
	E-Voting (Remote)		51354430	89.22	51354430	0	100.00	0.00	
	Poll	57557890	0	0.00	0	0	0.00	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	57557890	51354430	89.22	51354430	0	100.00	0	
Public – Institutions			0	0.00	0	0	0	0	
	E-Voting (Remote)		0	0.00	0	0	0	0.00	
	Poll	37164	0	0.00	0	0	0	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	37164	0	0	0	0	0	0.00	
Public – Non Institutions			6441949	23.81	6441846	103	100.00	0.00	
	E-Voting (Remote)		6441949	23.81	6441846	103	100.00	0.00	
	Poll	27056976	707	0.00	707	0	100	0	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	27056976	6442656	23.81	6442553	103	100.00	0.00	
Grand Total		84652030	57797086	68.28	57796983	103	100.00	0.00	

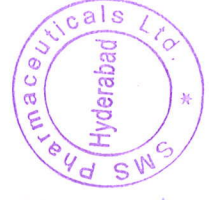
SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015									
Agenda Item: 5		To Ratify / Approve The Related Party Contracts/Arrangements/ Transactions of the Company							
Resolution Required		Special							
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 – 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 (Remote)		24639130	42.81	24639130	0	100.00	0.00	
	Poll	57557890	0	0.00	0	0	0.00	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	57557890	24639130	42.81	24639130	0	100.00	0	
Public – Institutions	E-Voting (Remote)		0	0.00	0	0	0	0	
	Poll	37164	0	0.00	0	0	0	0.00	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	37164	0	0	0	0	0	0.00	
Public – Non Institutions	E-Voting (Remote)		6441909	23.81	6441266	643	99.99	0.01	
	Poll	27056976	707	0.00	707	0	100	0	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	27056976	6442616	23.81	6441973	643	99.99	0.01	
Grand Total		84652030	31081746	36.72	31081103	643	100.00	0.00	




SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015										
Agenda Item: 6		Ratification of Remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2018								
Resolution Required		Ordinary								
Whether Promoter/Promoter Group are interested in the agenda resolution?		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting (Remote)		51354430	89.22	51354430	0	100.00	0.00		
	Poll	57557890	0	0.00	0	0	0.00	0.00		
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total		57557890	51354430	89.22	51354430	0	100.00	0	
Public – Institutions	E-Voting (Remote)		0	0.00	0	0	0	0		
	Poll	37164	0	0.00	0	0	0	0.00		
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total		37164	0	0	0	0	0	0.00	
Public – Non Institutions	E-Voting (Remote)		6441949	23.81	6441846	103	100.00	0.00		
	Poll	27056976	707	0.00	707	0	100	0		
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total		27056976	6442656	23.81	6442553	103	100.00	0.00	
Grand Total		84652030	57797086	68.28	57796983	103	100.00	0.00		


 SMS Pharmaceuticals Ltd.
 Hyderabad

SMS Pharmaceuticals Limited – 29th AGM held on 27th September, 2017 Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015											
Agenda Item: 7		Reclassification of shareholders from promoter group category to public category.									
Resolution Required		Special									
Whether Promoter/Promoter Group are interested in the agenda resolution?		Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$			
Promoter and Promoter Group	E-Voting (Remote)		24027630	41.75		24027630	0	100.00			
	Poll		0	0.00		0	0.00	0.00			
	Posta Ballot (if applicable)	57557890	NA	NA		NA	NA	NA			
	Total	57557890	24027630	41.75		24027630	0	100.00			
Public – Institutions	E-Voting (Remote)		0	0.00		0	0	0			
	Poll		0	0.00		0	0	0.00			
	Posta Ballot (if applicable)	37164	NA	NA		NA	NA	NA			
	Total	37164	0	0		0	0	0.00			
Public – Non Institutions	E-Voting (Remote)		6441909	23.81		6441906	3	100.00			
	Poll		707	0.00		707	0	0			
	Posta Ballot (if applicable)	27056976	NA	NA		NA	NA	NA			
	Total	27056976	6442616	23.81		6442613	3	100.00			
Grand Total		84652030	30470246	35.99		30470243	3	100.00	0.00		



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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

**REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & BALLOT VOTING)**

27th September, 2017

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

Ref.: 29th Annual General Meeting of the Equity Shareholders of M/s. SMS Pharmaceuticals Limited held on Wednesday, the 27th day of September, 2017 at 11:00 a.m. at the Jubilee Hills International Centre, Jubilee Hills, Hyderabad.

Dear Sir,

- (1) I, **C. Sudhir Babu**, Practicing Company Secretary at 3-6-481, Street No. 6, Himayathnagar, Hyderabad - 500029, was appointed as Scrutinizer by the Board of Directors of M/s. SMS Pharmaceuticals Limited for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, the 27th day of September, 2017 at 11:00 a.m. at the Jubilee Hills International Centre, Jubilee Hills, Hyderabad, submit my report as under:
- (2) The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 29th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
- (3) In accordance with the Notice of 29th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on 2nd September, 2017, the remote e-voting



opened at 9:00 a.m. on 24th September, 2017 and remained open up to 5:00 p.m. on 26th September, 2017.

- (4) The Equity Shareholders holding shares as on 21st September, 2017, "cut-off date", were entitled to vote on the resolutions stated in the Notice of 29th Annual General Meeting of the Company.
- (5) After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the Company and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e., on remote e-voting as well as by use of ballot. As per the information given by the Company, the names of the shareholders who had voted on e-voting through CDSL had been blocked and ballots duly numbered serially were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
- (6) All the ballots papers received in the ballot box are valid. The votes cast by use of ballots at the meeting were first counted.
- (7) The votes on remote e-voting were unblocked at around 12.38 p.m. after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL (www.evotingindia.com) and the same are being handed over to the Chairman.
- (8) The total votes cast in favour or against all the resolutions proposed in the notice of the AGM are as under:

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

To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March, 2017 and reports of Directors' and Auditors' thereon.



(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	57796376	100%
Voting by ballot	6	707	100%
Total	77	57797083	

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0%
Voting by ballot	0	0	0%
Total	3	3	

(c) Invalid votes:

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

(ii) Resolution – 2: Ordinary Resolution

To declare Dividend on the equity shares for the Financial Year 2016-17.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	57795836	100%
Voting by ballot	6	707	100%
Total	76	57796543	

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	543	0%
Voting by ballot	0	0	0%
Total	4	543	



(c) Invalid votes:

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

(iii) Resolution – 3: Ordinary Resolution

To re-appoint Mr. Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, offers himself for re-appointment.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	68	43289316	100%
Voting by ballot	6	707	100%
Total	74	43290023	

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	103	0%
Voting by ballot	0	0	0%
Total	4	103	

(c) Invalid votes:

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

(iv) Resolution – 4 : Ordinary Resolution

To appoint Statutory Auditors and fix their remuneration.

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	57796276	100%
Voting by ballot	6	707	100%



Total	76	57796983	
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(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	103	0%
Voting by ballot	0	0	0%
Total	4	103	

(c) Invalid votes:

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

(v) **Resolution – 5: Special Resolution**

To ratify/approve the Related Party Contracts/ Arrangements/ Transactions of the Company

(a) Voted in favour of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	64	31080396	100%
Voting by ballot	6	707	100%
Total	70	31081103	

(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	643	0%
Voting by ballot	0	0	0%
Total	5	643	

(c) Invalid votes:

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



(vi) **Resolution – 6: Ordinary Resolution**

Ratification of Remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2018.

(a) Voted **in favour** of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	70	57796276	100%
Voting by ballot	6	707	100%
Total	76	57796983	

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	103	0%
Voting by ballot	0	0	0%
Total	4	103	

(c) Invalid votes:

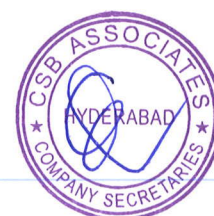
Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(vii) **Resolution – 7: Special Resolution**

Re-classification of Shareholders from Promoter Group Category to Public Category.

(a) Voted **in favour** of the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	30469536	100%
Voting by ballot	6	707	100%
Total	69	30470243	



(b) Voted against the Resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0%
Voting by ballot	0	0	0%
Total	3	3	

(c) Invalid votes:

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

- (9) The electronic data and all other relevant records relating to the remote e-voting and the ballot voting at the AGM venue are under my safe custody until the Chairman approves and sign the Minutes of the 29th AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,

Yours faithfully,



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

