



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:** 30<sup>th</sup> September, 2023

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**

Dear Sir / Madam,

**Sub: Summary of Proceedings of 35<sup>th</sup> Annual General Meeting (AGM), Voting Results and Report of Scrutinizer**

This is to inform that the 35<sup>th</sup> Annual General Meeting of the Company held on Saturday, 30<sup>th</sup> September, 2023 at 10.00 a.m.(IST), through Video Conference (VC) / Other Audio-Visual Means (OAVM) and the business mentioned in the Notice convening the AGM dated 08<sup>th</sup> August, 2023 was duly transacted.

In this regard, we hereby submit the following:

1. Summary of proceedings of the 35<sup>th</sup> Annual General Meeting as **Annexure –I**
2. Voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**
3. Consolidated Report of the Scrutinizer dated 30<sup>th</sup> September, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – III**

As per the aforementioned scrutinizer's report all the resolutions set out in the Notice of 35<sup>th</sup> AGM were passed with requisite majority.

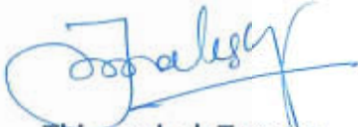


We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For SMS Pharmaceuticals Limited**



**Thirumalesh Tumma  
Company Secretary**

Encl : a/a



**SUMMARY OF PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF SMS  
PHARMACEUTICALS LIMITED**

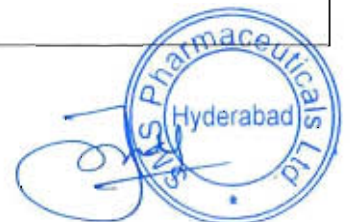
The 35<sup>th</sup> Annual General Meeting (AGM) of the Members of SMS Pharmaceuticals Limited (the Company) was held on Saturday, the 30<sup>th</sup> September, 2023 at 10.00 a.m(IST) via Video Conferencing(VC) / Other Audio Visual Means(OAVM). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) and in compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Thirumalesh Tumma, Company Secretary, welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/OAVM.

Mr. Ramesh Babu Potluri, Chairman and Managing Director of the Board chaired the Meeting. The Chairman declared that as the requisite quorum being present, the meeting was called to order. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable.

**Following Directors of the Company attended the Meeting:**

Sl. No.	Name of the Director	Designation	Mode of attending the Meeting
1	Mr. Ramesh Babu Potluri	Chairman & Managing Director	Physically present at the registered office and participated through VC
2	Mr. Sarath Kumar Pakalapati	Independent Director & Chairman of Stakeholders Relationship Committee	Physically present at the registered office and participated through VC
3	Mr. Shraavan Kudaravalli	Independent Director & Chairman of Audit Committee	Physically present at the registered office and participated through VC
4	Mr. Vamsi Krishna Potluri	Executive Director	Participated through VC from Hyderabad
5	Mr. Sarvepalli Srinivas	Independent Director	Participated through VC from Noida
6	Dr. Mrs. T. Neelaveni	Independent Director & Chairman of Nomination and Remuneration Committee	Participated through VC from Visakapatnam



7	Mr. Lakshmi Narayana Tammineedi	Chief Financial Officer	Physically present at the registered office and participated through VC
8	Mr. Thirumalesh Tumma	Company Secretary	Physically present at the registered office and participated through VC

**Statutory Auditors and Scrutinizer:**

Sl. No.	Name of the Person	Designation	Mode of attending the Meeting
1	Mr. V. Nagendra Rao	Statutory Auditor M/s.Suryanarayana & Suresh Chartered Accountants	Participated through VC from Hyderabad
2	Mr. A. Venkateswara Rao	Internal Auditor M/s.Adusumilli and Associates	Physically present at the registered office and participated through VC
3	Mr. C. Sudhir Babu	M/s. CSB Associates, Company Secretaries, Scrutinizer	Physically present at the registered office and participated through VC

With the consent of the Shareholders, the Notice convening the AGM was taken as read.

The Chairman expressed his views with respect to the Industry scenario, growth outlook, performance of the Company, challenges, opportunities going forward and other related matters.

In pursuance of the relevant provisions of Companies Act 2013 read with the SEBI (LODR) Regulations, 2015 as amended from time to time, the Company has provided the E-voting facility by Central Depository Services (India) Limited (CDSL) to the Shareholders to cast their vote as mentioned in the Notice of the AGM where the e-voting period was kept open from 26<sup>th</sup> September, 2023 (9.00 a.m) to 29<sup>th</sup> September, 2023 (5.00 p.m). Further the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The following items of business, as per the Notice convening the 35<sup>th</sup> AGM of the Company were transacted at the meeting.



### ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, and the reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend on Equity shares for the financial year 2022-2023.
3. Re-appointment of Mr. Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, and offers himself for reappointment.

### SPECIAL BUSINESS:

4. Approval to provide security in the form of pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma, as specified under Section 185 of the Companies Act, 2013.
5. Approval of Material Related Party Transaction(s) to provide pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma.
6. Approval of material related party transaction(s) for sale and purchase of material with VKT Pharma Private Limited.
7. Ratification of remuneration payable to the cost auditor for the financial year 2023-2024.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operational and financial performance of the Company on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairman along with other Directors appropriately responded to the queries raised by them.

The Chairman informed the Members that Mr.C.Sudhir Babu, Practicing Company Secretary (Membership No; FCS 7666), Proprietor of M/s CSB Associates, Company Secretaries, was the Scrutinizer appointed by the Board to scrutinize the e-voting process during the meeting and through remote e-voting, in a fair and transparent manner.



The Chairman authorized Mr. Thirumalesh Tumma, Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated e-voting results on receipt of the scrutinizer's report. He informed the members that the combined results of the remote e-voting as well as e-voting during the AGM would be announced within the stipulated time period from the conclusion of the Meeting and the results along with the Scrutinizer's report would be intimated to the Stock Exchanges in terms of Listing Regulations and would be placed on the website of the Company.

The Chairman then thanked the members for their continued support and for attending and participating in the meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for another 15 minutes from the conclusion of the meeting to enable the members to cast their vote, who have not voted in the remote e-voting.

The AGM concluded at 10.33 a.m. (IST).

This is for your information and records

Thanking you

Yours faithfully

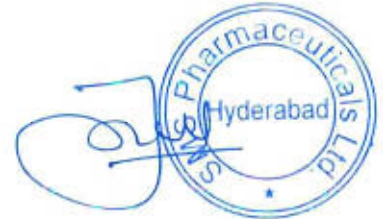
For SMS Pharmaceuticals Limited

  
Thirumalesh Tumma  
Company Secretary



## Annexure-II

SMS Pharmaceuticals Limited -35th AGM held on 30th September, 2023	
Voting Results in the format under Regulation 44(3) of the SEBI (LODR) Regulation, 2015	
The details of the voting results passed in AGM (remote e-voting & voting at the AGM) are furnished below	
Details of AGM:	
a) Date of AGM	30th September, 2023
b) Date of Declaration of Result of AGM	30th September, 2023
Last date of receipt of remote E-voting	29th September, 2023
Total number of shareholders on cut off date i.e <b>22nd September, 2023</b>	25,896
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: In Person Through Proxy	No arrangement for Physical Meeting or appointment of proxy was made, as the meeting was held through VC/OAVM
No. of Shareholders attended the meeting through VC/OAVM Promoters and Promoter Group: Public:	9 57
No. of resolutions passed at the meeting	7



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements				
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	54445010	54445010	100.0000	54445010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54445010	54445010	100.0000	54445010	0	100.0000
Public- Institutions	E-Voting	506541	6541	1.2913	6541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		506541	6541	1.2913	6541	0	100.0000
Public- Non Institutions	E-Voting	29700479	12646165	42.5790	12645498	667	99.9947	0.0053
	Poll		319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		29700479	12646484	42.5801	12645817	667	99.9947
Total		84652030	67098035	79.2634	67097368	667	99.9990	0.0010
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

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





Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend on equity shares for the Financial Year 2022-23				
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		54445010	100.0000	54445010	0	100.0000	0.0000
	Poll	54445010	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54445010	54445010	100.0000	54445010	0	100.0000	0.0000
Public- Institutions	E-Voting		6541	1.2913	6541	0	100.0000	0.0000
	Poll	506541	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	506541	6541	1.2913	6541	0	100.0000	0.0000
Public- Non Institutions	E-Voting		12646170	42.5790	12645513	657	99.9948	0.0052
	Poll	29700479	319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	29700479	12646489	42.5801	12645832	657	99.9948	0.0052
<b>Total</b>		84652030	67098040	79.2634	67097383	657	99.9990	0.0010
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Ramesh Babu Potluri (DIN: 00166381) who retires by rotation, and being eligible, and offers himself for reappointment				
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	54445010	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		54445010	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	506541	6541	1.2913	6541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		506541	6541	1.2913	6541	0	100.0000
Public- Non Institutions	E-Voting	29700479	12646106	42.5788	12644147	1959	99.9845	0.0155
	Poll		319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		29700479	12646425	42.5799	12644466	1959	99.9845
<b>Total</b>		84652030	12652966	14.9470	12651007	1959	99.9845	0.0155
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval to provide security in the form of pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma as specified under Section 185 of the Companies Act, 2013.				
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	54445010	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>54445010</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Institutions	E-Voting	506541	6541	1.2913	6541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>506541</b>	<b>6541</b>	<b>1.2913</b>	<b>6541</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	29700479	12646155	42.5790	12604206	41949	99.6683	0.3317
	Poll		319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>29700479</b>	<b>12646474</b>	<b>42.5800</b>	<b>12604525</b>	<b>41949</b>	<b>99.6683</b>
<b>Total</b>		<b>84652030</b>	<b>12653015</b>	<b>14.9471</b>	<b>12611066</b>	<b>41949</b>	<b>99.6685</b>	<b>0.3315</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of material related Party transaction(s) to provide pledge of shares held by the company in VKT Pharma Private Limited (VKT Pharma) in connection with Non-Convertible Debentures (NCDs) to be issued by VKT Pharma				
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	54445010	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		54445010	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	506541	6541	1.2913	6541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		506541	6541	1.2913	6541	0	100.0000
Public- Non Institutions	E-Voting	29700479	12646155	42.5790	12604265	41890	99.6688	0.3312
	Poll		319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		29700479	12646474	42.5800	12604584	41890	99.6688
<b>Total</b>		84652030	12653015	14.9471	12611125	41890	99.6689	0.3311
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of material related party transaction(s) for sale and purchase of material with VKT Pharma Private Limited.				
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		0	0.0000	0	0	0	0
	Poll	54445010	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54445010	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		6541	1.2913	262	6279	4.0055	95.9945
	Poll	506541	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	506541	6541	1.2913	262	6279	4.0055	95.9945
Public- Non Institutions	E-Voting		12646155	42.5790	12604274	41881	99.6688	0.3312
	Poll	29700479	319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	29700479	12646474	42.5800	12604593	41881	99.6688	0.3312
<b>Total</b>		84652030	12653015	14.9471	12604855	48160	99.6194	0.3806
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-2024				
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		54445010	100.0000	54445010	0	100.0000	0.0000
	Poll	54445010	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54445010	54445010	100.0000	54445010	0	100.0000	0.0000
Public- Institutions	E-Voting		6541	1.2913	6541	0	100.0000	0.0000
	Poll	506541	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	506541	6541	1.2913	6541	0	100.0000	0.0000
Public- Non Institutions	E-Voting		12646165	42.5790	12644756	1409	99.9889	0.0111
	Poll	29700479	319	0.0011	319	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	29700479	12646484	42.5801	12645075	1409	99.9889	0.0111
<b>Total</b>		84652030	67098035	79.2634	67096626	1409	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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





CSB Associates

Company Secretaries

# 307, Babukhan Estate,  
Basheerbagh, Hyderabad - 500001.  
Mobile: +91 7981191458  
+91 9493676368  
E-mail: csbassociates27@gmail.com

**CONSOLIDATED REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

The Chairman,  
SMS Pharmaceuticals Limited,  
Hyderabad - 500034.

**35<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. SMS Pharmaceuticals Limited held on Saturday, the 30<sup>th</sup> day of September, 2023 at 10:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

Sir,

I, **C. Sudhir Babu**, Practicing Company Secretary at # 307, Babukhan Estate, Basheerbagh, Hyderabad - 500001, 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 e-voting at the meeting) in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, and in accordance with Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued by Securities Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) in respect of scrutinizing the remote e-voting process and e-voting for the resolutions proposed at the 35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Saturday, the 30<sup>th</sup> day of September, 2023 at 10:00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder including Circulars issued by MCA relating to remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 35<sup>th</sup> AGM dated 8<sup>th</sup> August, 2023. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and issue Scrutinizer's Report of the total votes cast "in favour" or "against" and invalid vote 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).





## CSB Associates

Company Secretaries

# 307, Babukhan Estate,  
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Mobile: +91 7981191458  
+91 9493676368  
E-mail: csbassociates27@gmail.com

I hereby submit my report as under:

- (1) The Annual Report, the Notice of Annual General Meeting and the e-voting instructions were sent only by electronic mode (e-mail) to those members whose email addresses were registered with the Company/ Depository Participants/ Depositories pursuant to MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023.
- (2) In accordance with the Notice of 35<sup>th</sup> 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 8<sup>th</sup> September, 2023, the remote e-voting opened at 9:00 a.m. on 26<sup>th</sup> September, 2023 and remained open up to 5:00 p.m. on 29<sup>th</sup> September, 2023.
- (3) The Company had appointed Central Depository Services Limited (CDSL) as the service provider for the purpose of extending the facility of remote e-voting and e-voting facility at the AGM, 66 members were present through VC during the AGM forming adequate quorum.
- (4) The Equity Shareholders holding shares as on 22<sup>nd</sup> September, 2023, being the "cut-off date", were entitled to vote on the resolutions stated in the Notice of 35<sup>th</sup> Annual General Meeting of the Company.
- (5) After declaration of voting by the Chairman, the Shareholders present at the AGM through VC and who have not voted through remote e-voting facility provided by CDSL, were given another opportunity to participate in e-voting provided at the AGM.
- (6) After conclusion of the voting at the AGM, the votes cast through e-voting at AGM and the remote e-voting prior to the AGM were unblocked on 30<sup>th</sup> September, 2023 at 10:51 a.m. in the presence of two witnesses who were not employees of the Company.
- (7) As per the information given by the CDSL/ RTA the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only







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those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

- (8) My responsibility as scrutinizer for the remote e-voting and the e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
- (9) 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 AGM are as under:

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

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023 and Reports of Board of Directors and Auditors thereon.

(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
Remote e-voting	232	67097049	100
AGM e-Voting	2	319	100
<b>Total</b>	<b>234</b>	<b>67097368</b>	<b>100</b>

(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
Remote e-voting	16	667	0
AGM e-Voting	0	0	0
<b>Total</b>	<b>16</b>	<b>667</b>	<b>0</b>

(c) Invalid votes:

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





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## (ii) Resolution - 2: Ordinary Resolution

Declaration of the Dividend on equity shares for the Financial Year 2022-23.

### (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
Remote e-voting	234	67097064	100
AGM e-Voting	2	319	100
<b>Total</b>	<b>236</b>	<b>67097383</b>	<b>100</b>

### (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
Remote e-voting	15	657	0
AGM e-Voting	0	0	0
<b>Total</b>	<b>15</b>	<b>657</b>	<b>0</b>

### (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

Re-appointment of Mr. Ramesh Babu Potluri, who retires by rotation, as Director of the Company.

### (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
Remote e-voting	214	12650688	99.98
AGM e-Voting	2	319	100
<b>Total</b>	<b>216</b>	<b>12651007</b>	<b>99.98</b>





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(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
Remote e-voting	21	1959	0.02
AGM e-Voting	0	0	0
<b>Total</b>	<b>21</b>	<b>1959</b>	<b>0.02</b>

(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 to provide security in the form of pledge of shares held by the Company in VKT Pharma Private Limited in connection with Non-Convertible Debentures to be issued by VKT Pharma Private Limited as specified under Section 185 of the Companies Act, 2013

(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
Remote e-voting	213	12610747	99.67
AGM e-Voting	2	319	100
<b>Total</b>	<b>215</b>	<b>12611066</b>	<b>99.67</b>

(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
Remote e-voting	22	41949	0.33
AGM e-Voting	0	0	0
<b>Total</b>	<b>22</b>	<b>41949</b>	<b>0.33</b>





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(c) **Invalid votes:**

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

(v) **Resolution - 5: Ordinary Resolution**

Approval of Material Related Party Transaction(s) to provide pledge of Shares held by the Company in VKT Pharma Private Limited in connection with Non-Convertible Debentures to be issued by VKT Pharma Private Limited

(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
Remote e-voting	214	12610806	99.67
AGM e-Voting	2	319	100
<b>Total</b>	<b>216</b>	<b>12611125</b>	<b>99.67</b>

(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
Remote e-voting	21	41890	0.33
AGM e-Voting	0	0	0
<b>Total</b>	<b>21</b>	<b>41890</b>	<b>0.33</b>

(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**

Approval of Material Related Party Transaction(s) for sale and purchase of Material with VKT Pharma Private Limited.





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(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
Remote e-voting	214	12604536	99.62
AGM e-Voting	2	319	100
<b>Total</b>	<b>216</b>	<b>12604855</b>	<b>99.62</b>

(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
Remote e-voting	21	48160	0.38
AGM e-Voting	0	0	0
<b>Total</b>	<b>21</b>	<b>48160</b>	<b>0.38</b>

(c) Invalid votes:

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

(vii) Resolution - 7: Ordinary Resolution

Ratification of Remuneration payable to the Cost Auditor for the Financial Year 2023-2024.

(d) 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
Remote e-voting	230	67096307	100
AGM e-Voting	2	319	100
<b>Total</b>	<b>232</b>	<b>67096626</b>	<b>100</b>

(e) 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





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Remote e-voting	18	1409	0
AGM e-Voting	0	0	0
<b>Total</b>	<b>18</b>	<b>1409</b>	<b>0</b>

(f) Invalid votes:

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

- (10) Based on the aforesaid results, I report that, all the resolutions as per the Notice of the 35<sup>th</sup> AGM of the Company stands passed with requisite majority.
- (11) A list of Equity Shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote e-Voting and e-Voting at the AGM) will be handed over to the Company Secretary.
- (12) All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping thereafter.

Thanking you,

Yours faithfully,



**C. SUDHIR BABU,**  
Practicing Company Secretary,  
Proprietor, CSB Associates,  
CP No. 7666; FCS No. 2724.  
UDIN: F002724E001138991

Place: Hyderabad  
Date: September 30, 2023

For SMS Pharmaceuticals Limited  
Counter Signed by:   
Thirumalesh Tumma  
Company Secretary