



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 1402

By Courier/Email

March 11, 2013

The Secretary
Bombay Stock Exchange Limited
Floor 25, P.J. Towers
Dalal Street, Mumbai-400 001.
Scrip Code: 532815

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai-400 001.
Symbol :SMSPHARMA

Dear Sir,

Sub: Buy-back of shares of the Company.

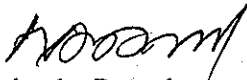
Ref : Our letter dated 26.02.2013.

Further to our letter cited, with regard to the passing of Special Resolution pursuant to Section 77A of the Companies Act, 1956 for Buy-back of shares of the Company, we are sending the following documents :-

- (1) Calendar of Events for the said Postal Ballot process.
- (2) Certified True copy of the Board Resolution passed on 26.02.2013.
- (3) Soft copy of Notice of Postal Ballot.

Please take the information on your record and acknowledge.

Yours faithfully,
For SMS Pharmaceuticals Limited

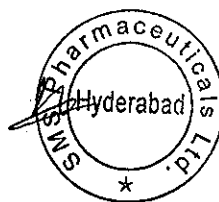

N. Rajendra Prasad
Chief Financial Officer

Encl: as above.

SMS PHARMACEUTICALS LIMITED

Calendar of Events for Postal Ballot

Sl. No.	Events	Date of Event
01	Date of consideration of the matter in the Board Meeting	26.02.2013
02	Date on which consent given by the Scrutinizer to act as such	26.02.2013
03	Date of Appointment of Scrutinizer	26.02.2013
	Date of Appointment of Merchant Banker	26.02.2013
04	Date of Board Resolution authorizing Functional CFO to be responsible for the entire poll process	26.02.2013
05	Intimation to the Stock Exchanges about Postal Ballot	26.02.2013
06.	Specified date for ascertaining the entitlement to receive Postal Ballot.	09.03.2013
07.	Filing of the Board Resolution and Calendar of events for conducting postal Ballot to the Registrar of Companies, A.P. Hyderabad.	11.03.2013
08.	Completion of dispatch of Postal Ballot notice along with the Postal Ballot Form.	14.03.2013
09	Publication of Notice in newspapers about having dispatched the Notice and Ballot Paper.	15.03.2013.
10	Last date for receiving Postal Ballot papers by scrutinizer.	30.04.2013
11	Preparation and submission of Scrutinizer's Report to the Managing Director.	04.05.2013
12	Declaration of results of Postal Ballot and to inform to the Stock Exchanges and display on the website of the Company.	04.05.2013
13	Publication of Results in News papers for Postal Ballot statutory	06.05.2013
14	Signing of the minutes book by the Chairman in which the results of postal ballot is recorded.	08.05.2013
15	Returning the Ballot Papers, register and other related papers to the Managing Director by the Scrutinizer.	08.05.2013





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 1402

Certified copy of Resolution passed at the meeting of the Board of Directors of SMS Pharmaceuticals Limited held at Hyderabad on 26th February, 2013

Resolved that in accordance with Article 58 (d) of the Articles of Association of the Company and pursuant to the provisions of Section 77A, 77AA, 77B and all other applicable provisions; if any, of the Companies Act, 1956 ("Act") and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, including any statutory modifications or re-enactments thereof ("Buy-Back Regulations") and subject to the approval of Members of the Company and such other approvals, permissions and sanctions as may be necessary, the consent of the Board be and is hereby accorded for the purchase of the Company's 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 at a price not exceeding Rs.300/- per Equity Share from Open Market through the BSE Limited and the National Stock Exchange of India Limited ("Buy-Back") and the total aggregate amount to be expended by the Company for the Buy-back shall not exceed Rs.46.50 Crores, that is within 25% of the Company's full paid-up Equity Share Capital and Free Reserves as per audited Balance Sheet as on 31st March, 2012.

"Resolved Further that the draft report of the Joint Statutory Auditors of the Company, M/s. Rambabu & Co., and M/s. P. Murali & Co., Chartered Accountants, as placed before the Board, inter alia, on the permissible capital amount towards Buy-Back of equity shares on the audited accounts for the year ended 31st March, 2012, and their opinion be and is hereby taken on record and approved for the purpose of the total capital amount to be invested for purchase of Company's Shares."

"Resolved Further that the Board do hereby take on record and approve the draft of the declaration of solvency in the prescribed format as placed on the table to confirm that there is no default in repayment of term loans to any financial institutions or banks, and that the Board of Directors confirm their opinion based on a full enquiry conducted into the affairs and prospects of the Company, taking into account all the liabilities, including prospective and contingent liabilities, payable as if the Company were being wound up under the Companies Act, 1956, that there are no grounds on which the Company can be found unable to pay its tax, and further confirm that the prospects for the year immediately following the date of the approval of the shareholders for Buy-Back, in their opinion, having regard to their intention with respect to the management of the Company's business during the said year, and to the amount and character of the financial resources which will be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due, and will not be rendered insolvent within a period of one year from the date on which the results of postal ballot, for approving the Buyback Resolution by the Members of the Company, will be declared."





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 1402

"Resolved Further that Mr. Ramesh Babu Potluri and Mr. TVVSN Murthy being interested directors, forming part of the promoter group, did not participate in the voting of the resolution pursuant to Regulation 10(4)(c)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011".

"Resolved Further that any two directors including the Managing Director be and are hereby authorized to sign the declaration of solvency along with an affidavit in support of the declaration of solvency, in terms of the resolution passed and as per the draft placed on the table and initialed by the Chairman for the purpose of identification."

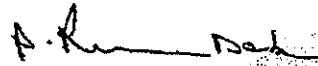
"Resolved further that Mr. Ramesh Babu Potluri, Chairman and Managing Director, Mr. TVVSN Murthy, Vice-Chairman & Joint Managing Director, Mr. K S Rao Director of the Company, Mr. N. Rajendra Prasad Chief Financial Officer be and are hereby authorized severally to deal with all Government Departments and to execute all the necessary documents as may be required from time to time on behalf of the company"

"Resolved further that Mr. Ramesh Babu Potluri, Chairman and Managing Director and Mr. TVVSN Murthy, Vice-Chairman and Joint Managing Director be and are hereby authorized to file the same with the Registrar of Companies, A.P., Hyderabad and the Securities and Exchange Board of India, after shareholders' approval, in terms of the Buy-back Regulations."

//CERTIFIED TRUE COPY//

For SMS Pharmaceuticals Limited




Ramesh Babu Potluri
Chairman & Managing Director