



pharmaceuticals ltd.

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CODE OF BUSINESS CONDUCT AND ETHICS FOR OTHER STAKEHOLDERS

Originally adopted by the Board of Directors on 8th August, 2015

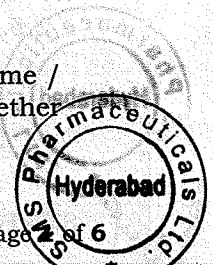
Amended by the Board of Directors on 5th December, 2015

1. INTRODUCTION:

- 1.1. The Code of Conduct and Ethics for Other Stakeholders (hereinafter referred to as "the Code") of SMS Pharmaceuticals limited (hereinafter referred to as "SMS Pharmaceuticals") represents the values and core principles that guide the conduct of SMS Pharmaceuticals and its business. The Code lays down the ethical standards that SMS Pharmaceuticals colleagues need to observe in their professional lives. The Code is a living document. It could be amended over the years to stay aligned with changing cultural and regulatory norms across the multiple jurisdictions in which we conduct our business.
- 1.2. We have prepared this Code of Conduct in keeping with global best practices and regulatory changes in key markets in which we operate. It explicitly references our group's values, and linked with our group's mission to improve the quality of life of the communities we serve globally through long-term stakeholder value creation; it clarifies the duties and responsibilities of SMS Pharmaceuticals and colleagues in relation to these stakeholder groups.
- 1.3. The Code is intended to be a contemporary and relevant guide for our times. It cannot, however, provide an answer to all possible questions or ethical dilemmas that may arise at the workplace. SMS Pharmaceuticals colleagues who feel uncertain about the appropriate professional conduct in any situation must seek guidance from the Chairman and utilise appropriate channels or platforms to discuss the same.
- 1.4. We must not only comply with the laws and regulations that govern our business, but strive to go beyond and set an example of business conduct that meets the highest ethical standards. Each SMS Pharmaceuticals colleague has the ability to make a vital difference to the quality of life of the communities we serve. This Code represents our individual and mutual commitment to discharge our responsibilities through the most sustainable and ethical means, and our shared determination to reinforce the SMS Pharmaceuticals reputation of leadership with Trust.
- 1.5. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. Every Director is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities.

Integrity - doing what is right:

- 1.6. Personal integrity, upheld on a day-to-day basis, is the unshakable foundation for corporate integrity. Long-term, trusting business relationships are built by being honest, open and fair.
- 1.7. The Code is applicable to all the employees of the Company (including Whole-time / Managing Directors) ("Employees") and other members of the Board (together referred to as "Designated Persons" hereafter).
- 1.8. Designated Persons are expected to uphold the highest professional standards.



- i. "Our Code" is a public statement that SMS Pharmaceuticals Ltd. is committed to doing the right thing. It serves as a valuable resource to help employees and others make informed, ethical decisions based on guiding principles.
- ii. "Our Code of Conduct" lays down responsibility and expectation required to follow principles and objectives set by "Our Code".
- iii. Because no code of conduct can cover every possible situation SMS Pharmaceuticals Ltd. relies on you to use good judgment and to speak up when you have questions or concerns.

2. OUR RESPONSIBILITY

2.1. Employee responsibilities

- i. Read and be familiar with the information in our Code
- ii. Affirm annually that you have acted in accordance with our Code
- iii. Act in a manner that is safe, ethical and consistent with applicable laws and regulations and Our Code.
- iv. Raise questions and concerns if you become aware of possible violations of our Code of Conduct.
- v. Cooperate fully when responding to an investigation or audit.

2.2. Additional responsibilities of managers

- i. Be a positive role model and support your team members by:
- ii. Creating an environment that is respectful and inclusive
- iii. Encouraging them to speak up
- iv. Listening and responding to concerns when they are raised.
- v. Doing your part to make sure that no one experiences retaliation for speaking up or cooperating in an investigation
- vi. Help your team members understand the requirements of our Code and applicable laws
- vii. Be consistent when enforcing our requirements and holding people accountable for their behavior at work.

2.3. Zero tolerance on retaliation

SMS Pharmaceuticals Ltd. does not tolerate retaliation. We consider acts of retaliation to be misconduct. Retaliation can take many forms, for example: threats, intimidation, exclusion, humiliation, and raising issues maliciously or in bad faith. If you think that you or someone you know has experienced retaliation, contact any of the resources mentioned as per "How you can speak up".

2.4. Engage with communities and respect their rights and dignity

- i. We want to be a trusted neighbor in the communities where we operate. We encourage participation in the local community.
- ii. Be aware of the potential for the appearance of conflicts of interest and discuss any concerns with your plant manager
- iii. Notify your plant manager or your Corporate Affairs team in advance of speaking with representatives of community organizations or non-governmental organizations (NGO).
- iv. Commitment to human rights We seek to conduct our business in a manner that respects the human rights and dignity of people. We play a role in the elimination of human rights abuses such as child labor, human trafficking and forced labor.

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6. Shareholders Rights

SMS Pharmaceuticals always seek to protect and facilitate the exercise of the following rights of shareholders:

- i. right to participate in, and to be sufficiently informed of, decisions concerning fundamental corporate changes.
- ii. opportunity to participate effectively and vote in general shareholder meetings.



- iii. being informed of the rules, including voting procedures that govern general shareholder meetings.
- iv. opportunity to ask questions to the board of directors, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.
- v. Effective shareholder participation in key corporate governance decisions, such as the nomination and election of members of board of directors.
- vi. exercise of ownership rights by all shareholders, including institutional investors.
- vii. adequate mechanism to address the grievances of the shareholders.
- viii. protection of minority shareholders from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.

2.7. Equitable treatment:

SMS Pharmaceuticals will ensure equitable treatment of all shareholders, including minority and foreign shareholders, in the following manner:

- i. All shareholders of the same series of a class shall be treated equally.
- ii. Effective shareholder participation in key corporate governance decisions, such as the nomination and election of members of board of directors, shall be facilitated.
- iii. Exercise of voting rights by foreign shareholders shall be facilitated.
- iv. The listed entity shall devise a framework to avoid insider trading and abusive self-dealing.
- v. Processes and procedures for general shareholder meetings shall allow for equitable treatment of all shareholders.
- vi. Procedures of listed entity shall not make it unduly difficult or expensive to cast votes.

2.8. Timely Dissemination of Information

SMS Pharmaceuticals shall provide adequate and timely information to shareholders, including but not limited to the following:

- i. sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be discussed at the meeting.
- ii. Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership.
- iii. rights attached to all series and classes of shares, which shall be disclosed to investors before they acquire shares.

2.9. Speak up

Each of us has a responsibility to speak up if we see something unsafe, unethical or potentially harmful. If you have a question, need help or want to raise a concern you have several options. Please refer to the 'How you can speak up' decision tree below for these options.

How you can speak up?

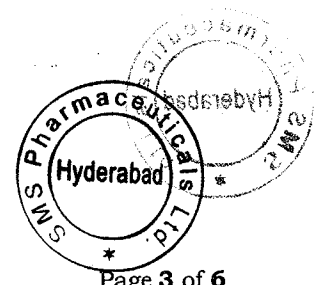
- Q. Can you speak to your plant manager about your concern?
- Yes, Contact your plant manager.

- Q. Can you contact a relevant supporting function?
- Yes, Contact supporting team head e.g. for HR support – HR Head.

- Q. Is matter related to reportable matter as per Vigil Mechanism?
- Yes, Contact the relevant officer as per Vigil Mechanism Policy.

3. OPERATING SAFELY, RESPONSIBLY AND RELIABLY

Our Expectations: Always operate safely and securely



- ✓ We must be vigilant, disciplined, and always looking out for one another. Threats, intimidation and violence will not be tolerated. Each of us is a role model for safety.
- ✓ Do not undertake work that you are not qualified to perform
- ✓ Stop work on your own or others', if you consider it unsafe
- ✓ Play your part in protecting the environment – make it a personal priority
- ✓ Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any other drugs.
- ✓ Expect and encourage contractors and others with whom we work with to comply with applicable health, Safety, Security and Environment requirements report any accident, injury, illness, or unsafe condition immediately.
- ✓ Never assume that someone else has reported or will report a risk or concern, know the emergency procedures that apply where you work

4. OUR PEOPLE

4.1. Respect for People

- i. Equal opportunity is a matter of fairness, respect and dignity. We value the unique contribution that each person brings to SMS Pharmaceuticals Ltd.
- ii. We are respectful for cultural differences.
- iii. Base your work related decisions on merit – not on race, color, national origin, religion, gender, age, sexual orientation, gender identity, marital status, disability, or any other characteristic.
- iv. Offensive messages, derogatory remarks and inappropriate jokes are never acceptable

4.2. Provide a workplace that is free from harassment and intimidation.

- i. We do not tolerate any form of abuse or harassment.
- ii. Help create a work environment free of all forms of harassment.
- iii. Inappropriate comments of a sexual nature or any other sexually offensive behavior will not be tolerated.

4.3. Personal relationships in the workplace

- i. We respect the privacy of our employees, but recognize that personal relationships may interfere with work.
- ii. Employees may not have an intimate relationship with another employee if they have any influence over the other employee's salary or career path.
- iii. If such a relationship exists, it must be reported to management.

4.4. Protecting personal information

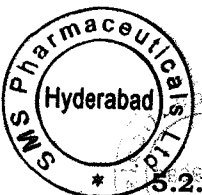
- i. We respect your privacy and will only take an interest in what you do outside of work if it affects SMS Pharmaceuticals Ltd.'s reputation or legitimate business interests.
- ii. Label and treat personal information as 'Confidential & Personal'.
- iii. If in doubt consult your HR Business Partner.

5. OUR BUSINESS PARTNERS

5.1. Build and maintain relationships with suppliers and business partners.

- i. We seek to work with others who share our commitments to safety and ethics and compliance.
- ii. Communicate clearly our relevant expectations to our suppliers and business partners, agreeing contractual obligations where applicable.
- iii. Take the appropriate measures if they do not meet those expectations or obligations.

5.2. Appropriately exchange gifts and entertainment



- i. We do not accept or provide gifts or entertainment in return for any business, services or confidential information or if the intent is to bias a decision.
- ii. Do not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments
- iii. In some exceptions, where gifts and entertainment is required to conduct business, you may receive them up to individual transaction as specified by law, with full disclosure to your Manager.

5.3. Avoid Anticompetitive Conduct

Competition and Antitrust laws are complex and often fact specific. For this reason, if you have any questions consult our Legal team. Do not engage in the activity like any form of agreement or understanding with competitors to fix prices, rig bids, allocate customers and/or restrict supply.

5.4. Preventing money laundering

- i. Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. It also covers the use of legitimate funds to support crime or terrorism.
- ii. Never become involved in money laundering Know who you are doing business with by following our counterparty due diligence procedures

6. BE PROACTIVE AND MANAGE CONFLICTS OF INTEREST

- 6.1. A conflict of interest may occur when your interests or activities affect your ability to make objective decisions for SMS Pharmaceuticals Ltd.
- 6.2. Designated Persons, whether dealing in personal or official capacity, are expected to avoid activities, agreements, positions, business investments or interests, and other situations that are in conflict or appear conflicting with interests of the Company or that may interfere with the discharge of their duties to the Company.
- 6.3. For Employees, it would always be conflict of interest to work simultaneously for any entity or purpose.
- 6.4. For all other Designated Persons i.e. members of the Board other than Whole time/ Managing Directors, to work simultaneously for a competitor, material customer or supplier, would be considered as conflict of interest, except for the work in the nature of professional services such as engineering, architectural, legal, financial etc., undertaken in the ordinary course of their business and not in potential conflict with the interests of the Company, whether in the form of information, advice or action.

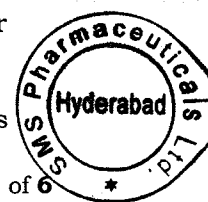
7. OUR ASSETS AND FINANCIAL INTEGRITY

7.1. Maintenance of Records

- i. Maintain accurate and complete information and records
- ii. Our stakeholders rely on our accurate and complete disclosures and business records. Such information is also essential within SMS Pharmaceuticals Ltd. so that we can make good decisions.
- iii. Ensure all transactions are properly authorized, recorded and reported, as required
- iv. Follow applicable laws and SMS Pharmaceuticals Ltd. Requirements when creating, maintaining, retaining or destroying documents including those in electronic formats

7.2. Protect SMS Pharmaceuticals Ltd.'s assets.

- i. Company assets include facilities, property and equipment, computers and IT systems, information, corporate opportunities and funds.
- ii. Make sure our assets are not applied for personal benefit and/or benefit of your related party
- iii. Make sure your user IDs and passwords are secure.
- iv. Limited personal use of computer equipment, phones, email and internet access will usually be acceptable.



- v. Do not share SMS Pharmaceuticals Ltd. information in public forums or on social media.

7.3. Do not engage in corporate opportunities

You should not engage in any corporate opportunities except as may be approved by the Board of Directors as per delegation of authority.

7.4. Do not engage in insider dealing

- i. Trading in SMS Pharmaceuticals Ltd.'s securities when you have inside information, or sharing it with others is illegal and can result in severe penalties. Never indulge in forward dealings in securities of the Company. Both these are prohibited activities
- ii. Never buy or sell any SMS Pharmaceuticals Ltd.'s or any companies' securities if you have inside information
- iii. Never spread false information to manipulate the price of listed securities
- iv. Trading indirectly when in possession of inside information, for example through family members or others, or providing 'tips' is also prohibited
- v. Follow the same principles in relation to inside information in respect of other listed companies
- vi. Remember these rules continue to apply even when you are no longer a SMS Pharmaceuticals Ltd. employee

8. LEGAL COMPLIANCE

8.1. The Company's policy on legal compliance requires every employee to adhere to the legal and regulatory requirements, in all respects, that affect his or her job. The employees must adhere to this policy on legal compliance and associated reporting.

8.2. It is essential that information provided to the regulators is accurate and not misleading.

9. COMPLIANCE WITH THE CODE

9.1. As a condition of employment / association with the Company, Designated Persons are expected to comply with and strictly adhere to the standards of conduct contained in this Code and underlying policies and procedures. When in doubt, this Code casts the responsibility on the Employee to seek clarification and guidance as to the proper course of conduct from relevant authority.

9.2. Designated Persons who are aware of any misconduct under this Code, illegal activity, fraud or abuse of Company assets must report such matters through the Whistle Blowing mechanism of the Company. Any Designated Person reporting any misconduct shall be suitably protected and no unjust action will be taken against any such person for making such a report.

9.3. If in doubt, check with Legal or Company Secretary's office.

This Code (as amended from time to time) shall be deemed to have come into force with effect from 8th Day of August, 2015.



Place : Hyderabad
Dated : 05.12.2015

Ramesh Babu Potluri
(CHAIRMAN)