



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 1401

CIN : L24239AP1987PLC008066

Email : info@smspharma.com

www.smspharma.com

By Email

January 3, 2015

To:

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

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance as on 31st December, 2014 (Clause 49).

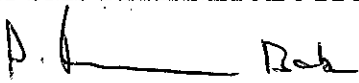
Ref: Scrip Code No. 532815

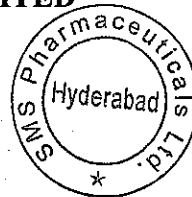
We are forwarding herewith the **Quarterly Compliance Report** on Corporate Governance under clause 49 of the listing agreement, for your perusal.

Please take the same on your records.

Thanking you,

Yours faithfully,
For SMS PHARMACEUTICALS LIMITED


Ramesh Babu Potluri
Chairman & Managing Director



Encl: a/a/

c.c. The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), **Mumbai-400 001.**

Ref : Symbol : SMSPHARMA



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Quarterly Compliance Report on Corporate Governance

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Name of the Company: SMS Pharmaceuticals Limited

CIN : L24239AP1987PLC008066

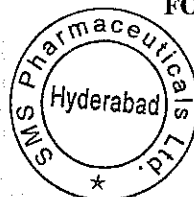
Quarter ending on : 31st December, 2014

Email : info@smspharma.com

www.smspharma.com

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| II. Board of Directors | 49 (II) | Yes | |
| (A) Composition of Board. | 49 (II A) | Yes | |
| (B) Independent Directors. | 49 (II B) | Yes | |
| (C) Non-executive Directors' compensation & disclosures. | 49 (II C) | Yes | |
| (D) Other provisions as to Board and Committees. | 49 (II D) | Yes | |
| (E) Code of Conduct. | 49 (II E) | Yes | |
| (F) Whistle Blower Policy. | 49 (II F) | Yes | |
| III. Audit Committee | 49 (III) | Yes | |
| (A) Qualified & Independent Audit Committee. | 49 (III A) | Yes | |
| (B) Meeting of Audit Committee. | 49 (III B) | Yes | |
| (C) Powers of Audit Committee. | 49 (III C) | Yes | |
| (D) Role of Audit Committee. | 49 (III D) | Yes | |
| (E) Review of Information by Audit Committee. | 49 (III E) | Yes | |
| IV. Nomination and Remuneration Committee. | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | Yes | |
| VI. Risk Management. | 49 (VI) | Yes | |
| VII. Related Party Transactions. | 49 (VII) | Yes | |
| VIII. Disclosures. | 49 (VIII) | Yes | |
| (A) Related partly transactions. | 49 (VIII A) | Yes | |
| (B) Disclosure of Accounting Treatment. | 49 (VIII B) | Yes | |
| (C) Remuneration of Directors. | 49 (VIII C) | Yes | |
| (D) Management. | 49 (VIII D) | Yes | |
| (E) Shareholders. | 49 (VIII E) | Yes | |
| (F) Disclosure of resignation of Directors. | 49 (VIII F) | Yes | |
| (G) Disclosure of formal letter of appointment. | 49 (VIII G) | Yes | |
| (H) Disclosures in the Annual Report. | 49 (VIII H) | Yes | |
| (I) Proceeds from public issues, rights issues, preferential issues etc. | 49 (VIII I) | Yes | |
| IX. CEO/CFO Certification. | 49 (IX) | Yes | |
| X. Report on Corporate Governance. | 49 (X) | Yes | |
| XI. Compliance. | 49 (XI) | Yes | |

FOR SMS PHARMACEUTICALS LIMITED



P. K. Reddy

Ramesh Babu Pottluri
Chairman & Managing Director