



pharmaceuticals ltd.

Registered & Corporate Office :

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Opp. Bharatiya Vidya Bhavan Public School,
Jubilee Hills Hyderabad - 500 096, Telangana, INDIA,
Tel : +91-40-6628 8888, Fax : +91-40-2355 1402
CIN : L24239AP1987PLC008066
Email : info@smspharma.com, www.smspharma.com

Letter No.: LC/CG/Q3/FY 15-16

Date: 12th January, 2016

To,
The Managers,
Corporate Filings Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Managers,
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: Corporate Governance Report for Quarter ended on 31st December, 2015.

Dear Sir/Madam,

Pursuant to the Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/5/2015 dated 24th September, 2015 we are submitting our Compliance Report on Corporate Governance for Quarter ended on 31st December, 2015 in prescribed format of Annexure - I.

Please take the same on your records.

Yours Faithfully,

For SMS Pharmaceuticals Limited

Saurav Roy
Company Secretary



ANNEXURE I

Corporate Governance Report for Quarter ended on 31st December, 2015

Name of Listed Entity : SMS PHARMACEUTICALS LIMITED

Quarter ending : 31st December, 2015

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/Non - Executive/Ind ependent/No minee)	Date of Appointme nt in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
		PAN	DIN						
Mr.	Ramesh Babu Potluri	ADFPP2514C	00166381	CMD - Executive			1		
Mr.	Talluri Veera Venkata Satyanarayana Murthy	ABKPT0255F	00465198	VC & JMD - Executive			1	1	
Mr.	Kudaravalli Subramanyeswara Rao*	ADOPK6211A	00038416	Independent	30/09/2014	5 YEAR	1	1	
Mr.	Mihir Kant Chaudhuri	AHJPC4346B	00489843	Independent	30/09/2014	5 YEAR	1		
Mr.	Pakalapati Sarath Kumar	ADFPP2292P	01456746	Independent	30/09/2014	5 YEAR	2	2+2	1+1
Ms.	Thummala Neelaveni	ACDPT0300K	00065571	Independent	30/09/2014	5 YEAR	1	2	
Mr.	Potluri Venkata Subba Rao	ABLPP9579K	00099066	Independent	7/11/2015	Up to Next AGM	1	2	1
Mr.	Ayman Sahli	Not Applicable	02680724	Nominee/ Non-Executive			1		
Mr.	Utpal Gokhale	AAAPU6934H	02619302	Nominee/ Non-Executive			1		

*Note - Mr. K. S. Rao Demised on 29.11.2015

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II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee		
	Mr. P. Sarath Kumar	Independent (Chairperson)
	Mr. K.S. Rao*	Independent (Member)
	Dr. T. Neelaveni	Independent (Member)
	Mr. P.S. Rao	Independent (Member)
2. Nomination & Remuneration Committee		
	Dr. T. Neelaveni	Independent (Chairperson)
	Mr. P. Sarath Kumar	Independent (Member)
	Mr. P.S. Rao	Independent (Member)
3. Risk Management Committee		Not Applicable
4. Stakeholders Relationship Committee		
	Mr. P.S. Rao	Independent (Chairperson)
	Dr. T. Neelaveni	Independent (Member)
	Mr. TVVSN Murthy	Executive (Member)
	Mr. P. Sarath Kumar	Independent (Member)

*Note - Mr. K. S. Rao Demised on 29.11.2015

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
8 th August, 2015	9 th October, 2015; 7 th November, 2015; 5 th December, 2015	62 days; (between 08.08.15 - 09.10.15) 29 days; (between 09.10.15 - 07.11.15) 28 days (between 07.11.15 - 05.12.15)

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee			
7 th November, 2015;	Out of 3 members 2 members were present.	8 th August, 2015	91 days (between 08.08.15 - 07.11.15)
2. Nomination & Remuneration Committee			
5 th November, 2015	Yes, All directors where personally present.	30 th July, 2015	
3. Stakeholders Relationship Committee			
5 th November, 2015	Yes, All directors where personally present.		
5 th December, 2015	Yes, All directors where personally present.		

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V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N. A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes, composition of Board of Directors in compliance of SEBI (LODR) Reg. 2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)	Yes, composition of following Committees in compliance of SEBI (LODR) Reg. 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes, All the Committee members are given the Charters of the respective Committees.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes, The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in the said regulation.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	We had place following reports to the Board of Director in their meeting in the previous quarter: 1. Investor Complaint report. 2. Reconciliation of Share Capital Audit Report. 3. Corporate Action - Sub Division of Equity Shares: a. Draft Resolution in Postal ballot Notice. b. Postal Ballot Activity. c. Scrutinizer Report on Postal ballot. 4. Closure of Trading Window Period. The Board had reviewed and expresses their satisfaction without any comment or observation

For SMS Pharmaceuticals Ltd.

Saurav Roy
Saurav Roy
Company Secretary

