

General information about company

Scrip code	532815
Name of the entity	SMS PHARMACEUTICALS LIMITED
Date of start of financial year	1/4/2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Yes

Sr	Title (Mr/ Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of members 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
1	Mr	Ramesh Babu Potluri	Executive Director	Chairperson	MD				1	0	0
2	Mr	Talluri Veera Venkata Satyanarayana Murthy	Executive Director	Not Applicable	CEO				1	1	0
3	Mr	Mihir Kant Chaudhuri	Non-Executive - Independent Director	Not Applicable		30-09-2014	30-09-2019	60	1	0	0
4	Mr	Pakalapati Sarath Kumar	Non-Executive - Independent Director	Not Applicable		30-09-2014	30-09-2019	60	2	4	2
5	Mrs	Thummala Neelaveni	Non-Executive - Independent Director	Not Applicable		30-09-2014	30-09-2019	60	1	2	0
6	Mr	Potluri Venkata Subba Rao	Non-Executive - Independent Director	Not Applicable		07-11-2015	30-09-2016	11	1	2	1
7	Mr	Ayman Sahli	Non-Executive - Nominee Director	Not Applicable					1	0	0
8	Mr	Utpal Gokhale	Non-Executive - Nominee Director	Not Applicable					1	0	0

Textual Audit Committee SMS Pharmaceuticals Ltd. Chairperson Neha International Limited Chairperson Stakeholder's Relationship Committee: SMS Pharmaceuticals Ltd. Member Neha

Textual HE IS A FOREIGN NATIONAL CITIZEN.

Annexure 1

II. Composition of Committees

Is there any change in composition of committees compare to previous quarter				Yes		
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee	
1	Audit Committee	Pakalapati Sarath Kumar	Non-Executive - Independent Director	Chairperson		
2	Audit Committee	Thummala Neelaveni	Non-Executive - Independent Director	Member		
3	Audit Committee	Potluri Venkata Subba Rao	Non-Executive - Independent Director	Member		

Annexure 1

III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	9/10/2015		
2	7/11/2015		28
3	5/12/2015		27
4		11/2/2016	67
5		3/30/2016	47

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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	9/2/2016	Yes	All the Committee members were present.	7/11/2015	93
2	Stakeholders Relationship Committee	9/2/2016	Yes	All the Committee members were present.	5/12/2015	66

V. Related Party Transactions

Sr	Subject	If status is "No" details of non-compliance may be given here.	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained		Yes
2	Whether shareholder approval obtained for material RPT		NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed		NA

Disclosure of notes on related party transactions	<p>V. Related Party Transactions Sr Subject Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here. 1 Whether prior approval of audit committee obtained Yes 2 Whether shareholder approval obtained for material RPT NA 3 Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee NA</p> <p>Disclosure of notes on related party transactions Textual Information(1)</p>
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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	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:	Textual Information(1)
9	Any other information to be provided	Textual Information(2)
Textual Information(1)	Necessary reports from the previous quarter place before the Board and the Board took note of the same. No comments made by the Board on the same.	
Textual Information(2)	Not Applicable	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.smspharma.com/api-products.php
2	Terms and conditions of appointment of independent directors	Yes		http://www.smspharma.com/investors/downloads/mr-psrao-appointment-letter.pdf
3	Composition of various committees of board of directors	Yes		http://www.smspharma.com/directors-profile.php
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.smspharma.com/investors/downloads/code-of-business-conduct-and-ethics-for-directors-kmps.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.smspharma.com/investors/downloads/whistle-blower-protection-policy.pdf
6	Criteria of making payments to non-executive directors	No	As the same is mentioned in Annual Report.	
7	Policy on dealing with related party transactions	No	As on date all related party transactions concluded with prior approval of Audit Committee or Ratified by the Committee as per agreement made between Related parties which had been previously approved by the Audit Committee. Further, the Company had obtained in-principle approvals from shareholders in last AGM for the specified limits for Related party transactions.	

8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.smspharma.com/investors/downloads/independent-directors-familiarization-programme.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.smspharma.com/investor-contacts.php
11	email address for grievance redressal and other relevant details	Yes		http://www.smspharma.com/investor-contacts.php
12	Financial results	Yes		http://www.smspharma.com/financial-statements.php
13	Shareholding pattern	Yes		http://www.smspharma.com/shareholding-pattern.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism		22 Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	No	As on date all related party transactions concluded with prior approval of Audit Committee or Ratified by the Committee as per agreement made between Related parties which had been previously approved by the Audit Committee. Further, the Company had obtained in-principle approvals from shareholders in last AGM for the specified limits for Related party transactions.
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	

22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

III. Affirmations

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA	
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Signatory Details

Name of signatory	SAURAV ROY
Designation of person	Company Secretary
Place	HYDERABAD
Date	12/4/2016