



Pharmaceuticals Limited

Registered & Corporate Office :

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Date: 08th February, 2024

To,
The Manager,
Corporate Filings Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager,
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

Dear Sir/Madam,

SUBJECT: AMENDMENT IN CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”).

This is to inform you that the Company’s code of Practices and procedures for fair disclosure of unpublished price sensitive information (“UPSI”) has been amended with effective from 08th February, 2024 in accordance with the provisions of SEBI (Prohibition of Insider Trading) (Amended) Regulations, 2018.

The amended code is also available on the website of the Company <https://smspharma.com/>.

Kindly take the same on record and acknowledge the receipt.

Thanking you
Yours faithfully

For SMS Pharmaceuticals Limited

**Thirumalesh Tumma
Company Secretary**

Encl: as above

SMS PHARMACEUTICALS LIMITED
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE

Originally adopted by the Board of Directors on 14th February, 2019

Amended by the Board of Directors on 08th February, 2024

PREAMBLE:

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations). These Regulations are applicable to all companies whose securities are listed on stock exchanges. In terms of Regulation (8) (1) of the Regulations, the Board of Directors of these companies are required to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information (the “Code”) that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

OBJECTIVE:

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. Accordingly, this Code has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s securities.

DEFINITIONS:

Definitions of some of the key terms used in this mechanism are given below:

- a. “SEBI” means Securities & Exchange Board of India.
- b. “Policy” means this Policy and as may be amended from time to time.
- c. “Company” means SMS Pharmaceuticals Limited.

- d. Unpublished Price Sensitive Information (UPSI)**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and changes in key managerial personnel.
- e. "Generally available information"** means information that is accessible to the public on a nondiscriminatory basis.
- f. "Legitimate Purpose"** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:
- i. Promoters of the Company
 - ii. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
 - iii. Staff Members of the Audit firm/team conducting the Audit
 - iv. Collaborators
 - v. Lenders
 - vi. Customers
 - vii. Suppliers
 - viii. Merchant Bankers
 - ix. Legal Advisors
 - x. Insolvency Professionals
 - xi. Consultants
 - xii. Any other advisors/consultants/partners
 - xiii. Any other person with whom UPSI is shared

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as an “Insider” for the purpose of this Code and such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

All other terms not defined in this Code shall have the meaning in accordance with the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

BASIC PRINCIPLES REGARDING FAIR DISCLOSURES AND CONDUCT

The Policy aims to execute the following principles:

- 1. Timeliness:** disclosure of material information promptly without delay in accordance with the Policy following the material events or occurrences that warrant disclosure.
- 2. Transparency:** disclosure of material information with sufficient details that fosters investor confidence and aids the investors to vouch the integrity over the disclosures made by the Company.
- 3. Fairness:** ensure wide dissemination of information avoiding selective disclosure.
- 4. Confidentiality:** maintain confidentiality of unpublished price sensitive information and competitively sensitive information having due regard to the disclosure obligations.
- 5. Need to Know Basis:** ensure that all the Unpublished Price Sensitive Information and competitively sensitive information are made available only on a need to know basis and provide guidance to the Connected Persons on the means to handle such information.
- 6. Materiality:** ensures that all material information gets published or made generally available.

PRINCIPLES OF FAIR DISCLOSURE:

The Company shall ensure:

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. To confirm, deny or clarify any reported event or information which is not general in nature and which indicates that rumours of an impending specific material event or information are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information. In case the Company confirms the reported event or information, it shall also provide the current stage of such event or information.
5. Information shared with analysts and research personnel is not UPSI.
6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made.
7. Handling of all UPSI on a need-to-know basis.

OVERSEEING AND CO-ORDINATING DISCLOSURE

1. The Company shall designate a senior officer as a Chief Investor Relations Officer (“CIRO”) to deal with dissemination and disclosure of UPSI.
2. The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.
3. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to Stock Exchange(s) where the Company Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure.
4. Disclosure/dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director / Executive Director(s) / the Chief Financial Officer of the Company / ‘Disclosure Committee’ constituted by the Board of Directors of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.

5. If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

MEDIUM OF DISCLOSURE/DISSEMINATION

1. The Company shall ensure that disclosure to Stock Exchange(s) where the Company's Securities are listed is made promptly.
2. The Company may also facilitate disclosure through the use of its official website.
3. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

CONDITIONS FOR SHARING OF UPSI

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons which would inter alia include the following: -

1. The information shared is in the nature of UPSI.
2. To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.
3. Not to trade in securities of the Company while in possession of UPSI.
4. The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

TRADING WHEN IN POSSESSION OF UPSI

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

MAINTENANCE OF STRUCTURED DIGITAL DATABASE

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code or the

Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The database shall be maintained with utmost confidentiality and the access to such database shall be restricted only for the purposes of implementing fair practices under this Code.

MARKET RUMORS:

Except as otherwise provided in the Policy, as a matter of best practice, the Company shall refrain from commenting on any Market Rumors and speculations. However, at times the Stock Exchanges might require clarifications on the market rumors which will be dealt with accordingly by the Compliance officer in consultation with the Chairman and Managing Director or other directors.

PENALTIES AND FINES APPLICABLE IN CASE OF VIOLATION OF THE POLICY

Any sharing of UPSI, other than in compliance with the Policy and the Insider Trading Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall also inform SEBI about the violation.

POLICY ADHERENCE RESPONSIBILITY:

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

DISCLOSURE

This Code, including any amendment thereto, shall be published on the Company's official website at <https://smspharma.com/> and shall be promptly intimated to the stock exchanges where the securities are listed.

The Board of Directors may lay down further principles, rules and procedures, from time to time, to ensure fair disclosure of unpublished price sensitive information.