

## NOTICE

Notice is hereby given that the **45<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **SRI KRISHNA PHARMACEUTICALS LIMITED** will be held on Monday, 10<sup>th</sup> August, 2020 at 10.30 A.M. at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statement of the company as at 31<sup>st</sup> March, 2020 and the Report of Board and the Auditors thereon.
2. To appoint a Director in place of Mrs. V. Satyavathi (DIN: 00626709) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Pranesh Raj Mathur (DIN: 05271355) who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare Dividend.

### **SPECIAL BUSINESS:**

5. To approve the remuneration payable to the cost auditor of the company for the financial year 2020-21.

To consider and if, thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sec. 148 and all other applicable provisions of the Companies Act, 2013 read with the rules made there under and other applicable provisions if any of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, the consent of the members be and is here by accorded to pay a remuneration of Rs. 100,000/- per annum plus out of pocket expenses to Mr. N. V. S. Kapardi, Cost Accountant, the Cost Auditor of the Company for conducting the Audit of the cost records of the Company for the financial year 2020-21.”

## Sri Krishna Pharmaceuticals Limited

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6. Re-appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) as Whole-Time Director of the Company.

To consider and if, thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 196, 197, 203 read with Schedule V and other applicable provisions of Companies Act, 2013 and the rules made there under, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) as the Whole Time Director & CFO of the Company for a period of three years w.e.f. 17<sup>th</sup> February, 2020 and the said Director shall be paid a remuneration of Rs. 7,68,000/- per month as approved by the Nomination and Remuneration Committee which shall also be the minimum remuneration payable in the event of loss or any inadequacy of profits in any particular financial year during his tenure.”

7. Re-appointment of Mr. Venkateswar Rao Sarvepalli (DIN: 00503370), as an Independent Director of the company:

To consider and if, thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Venkateswar Rao Sarvepalli (DIN: 00503370), who was appointed as an Independent Director and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2025 on the Board of the Company.”

**BY ORDER OF THE BOARD**

**Place: Hyderabad**  
**Date: 25/06/2020**

**SHILPA BUNG**  
**COMPANY SECRETARY**

# Sri Krishna Pharmaceuticals Limited

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxy forms in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The relevant Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out above is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 7th August, 2020 to 10th August, 2020 (**both days inclusive**) for the purpose of Annual General Meeting.
7. Member/Proxy holder must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
8. The annual report for the financial year 2019-20 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company. The members who have not received the same may send a request to the Company.
9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, no amount was required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31<sup>st</sup> July, 2018 on the website of the IEPF ([www.iepf.gov.in](http://www.iepf.gov.in)) as also on the website of the Company ([www.srikrishnapharma.com](http://www.srikrishnapharma.com)). Information in respect of unclaimed dividend pursuant to the

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provisions of Section 124 of the Companies Act, 2013 (corresponding provisions of Section 205A of the Companies Act, 1956), and the dates by which they need to be transferred is given below:

<b>Financial year</b>	<b>Date of declaration</b>	<b>Due date for transfer to IEPF</b>
<b>2012-13</b>	<b>30/10/2013</b>	<b>05/12/2020</b>
<b>2013-14</b>	<b>22/09/2014</b>	<b>28/10/2021</b>
<b>2014-15</b>	<b>31/07/2015</b>	<b>05/09/2022</b>
<b>2015-16</b>	<b>03/03/2016</b>	<b>08/04/2023</b>
<b>2016-17</b>	<b>31/07/2017</b>	<b>05/09/2024</b>
<b>2017-18</b>	<b>31/07/2018</b>	<b>05/09/2025</b>
<b>2018-19</b>	<b>-</b>	<b>-</b>

Members should write to the Company if they have not encashed the dividend warrants so far in respect of the aforesaid financial year(s), well in advance of the above due dates.

- Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during the financial year 18-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of the shares transferred to the IEPF Authority are available on the website of the Company.
- Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html>. for lodging claim for refund of shares and/or dividend from the IEPF Authority.

## **Statement Pursuant to Section 102 of the Companies Act, 2013**

### **ITEM NO.5:**

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board has, on the recommendation of the Audit Committee, approved the appointment of Mr. N. V. S. Kapardi, Cost Accountant as the Cost Auditor of the Company to conduct Cost Audit relating to businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the financial year 2020-21, at a remuneration of Rs. 100,000 /- per annum plus out-of-pocket expenses.

Mr. N. V. S. Kapardi has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the past years.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

None of the Directors / Key Managerial Personnel /Managers of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution for your approval.

### **ITEM NO. 6:**

Mr. Pranesh Raj Mathur was appointed as the Whole-Time Director of the Company for a period of three years and since his term is expiring on 16.02.2020, the Board of Directors have re-appointed Mr. Pranesh Raj Mathur as the Whole-Time Director w.e.f 17.02.2020 subject to the approval of the members. Mr. Pranesh Raj Mathur possess experience with Profit centre responsibility for about 5 years and Head of Finance department for more than 28 years He has all round experience ranging from organisation strategy, manufacturing operations, marketing, negotiating for mergers & acquisitions, raising finance to accounting.

The resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Pranesh Raj Mathur as a Whole Time Director & CFO for a period of three years commencing from 17<sup>th</sup> February, 2020.

It is proposed that Mr. Pranesh Raj Mathur will be liable to retire by rotation. He does not hold

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equity shares of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Save and except the above said Director and his relatives, to the extent of his shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel/Managers of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution for your approval.

### **ITEM NO. 7:**

Mr. Sarvepalli Venkateswar Rao is an Independent Director of the Company. He is associated with the Company as a Director since 2015.

As per Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. He was appointed as the Independent Director at the 40<sup>th</sup> Annual General Meeting of the Company for a period of 5 years i.e. till 31.07.2020. Hence, the Board of Directors based upon the recommendations of the Nomination and Remuneration Committee has re-appointed Mr. Sarvepalli Venkateswar Rao as an Independent Director for another term of 5 years i.e. w.e.f. 01.08.2020.

In pursuance of Sec. 152, the proposed re-appointment requires the approval of the Shareholders of the Company and your Directors recommend the resolution for your approval.

Mr. Sarvepalli Venkateswar Rao declared his independency as per the provisions of Sec. 149 in the first Board meeting held on 25th June 2020. He is not disqualified from being appointed as an Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He does not hold Equity Shares of the Company.

Save and except Mr. Sarvepalli Venkateswar Rao and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel/ Managers of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### **BRIEF PROFILE OF THE INDEPENDENT DIRECTOR PURSUANT TO SCHEDULE IV OF THE COMPANIES ACT, 2013**

Mr. Venkateswar Rao Sarvepalli, Fellow Member of the Institute of Chartered Accountants of India.

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## **Professional Background –**

- Pioneer of the Firm, S.V.Rao Associates, Chartered Accountants, established in 1985, with over 29 years of rich professional experience, backed up with intensive finance and commercial acumen with an ability to formulate effective strategies in all aspects of Accounting, Finance, Taxation, Company Law etc.
- Proven strength in areas of Statutory Audits, Internal Audits, Income Tax Assessments, Appeals, Income tax Search and Seizure cases, of Corporate Bodies, Trusts, Firms and Individuals and has been playing an advisory role to many Corporate and Government Bodies in the above areas.
- Associated as Statutory Auditor /Internal Auditors/ Tax consultant for leading Corporate entities and Firms in Health Care Industry, Infrastructure & Power Sector, rendering tax advisory services to various Professionals / Technical consultants and to individuals in Public Service etc.
- Associated as an Auditor for major Welfare Projects and other bodies of the Government like UNDP (United Nations Development Program for Poverty Alleviation project in Andhra Pradesh), APDPIP, APRPRP projects aided by World Bank, implemented by SERP (Society for Elimination of Rural Poverty) and APSWREIS, Health Management and Research Institute (HMRI) Kakinada Port on behalf of Rail India Technical and Economic Services Ltd(RITES), etc.,.
- Engaged as Advisor and Tax consultant to Public Sector and Government bodies like A P State Co-operative Bank Ltd, Dept of Animal Husbandry and Dairy, Govt of A.P, A.P. Fisheries Development Corporation, Andhra Pradesh Health Medical Housing and Infrastructure Development Corporation,

He is also Chairman AMS-P.Obul Reddy Public School , Chairman Durgabai Deshmukh Hospital & Research center, Trustee & Treasurer in Jiddu Krishnamurthi Trust, Hyderabad, Executive Treasurer – National Institute of Social Action, Hyderabad, Life Trustee of Sri.Sri.Sri. KalayanaVenkateswara Swamy Temple, Punjagutta, Hyderabad.

**BY ORDER OF THE BOARD**

**Place: Hyderabad**

**Date: 25/06/2020**

**SHILPA BUNG  
COMPANY SECRETARY**

**SRI KRISHNA PHARAMACEUTICALS LIMITED**

Registered Office: C-4, Industrial Area, Uppal, Hyderabad, Telangana - 500 039.  
CIN: U24230TG1974PLC001790

**Admission slip**

Folio No./DP ID & Client ID.....

No. of Shares held.....

I declare that I am a registered Shareholder of the Company

\_\_\_\_\_  
(Member's Signature)

I hereby record my presence at the **45<sup>th</sup> Annual General Meeting of the Company** being held at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 **on Monday, 10<sup>th</sup> August, 2020 at 10.30 a.m.** as member/as a Proxy appointed by \_\_\_\_\_

\_\_\_\_\_  
(Signature of Member/Proxy)

- NOTE: 1. A member/Proxy attending the meeting must complete this admission slip and hand it over at the entrance.
2. Member intending to appoint a Proxy, should complete the Proxy form below and deposit at the Company's Registered Office not less than 48 hours before the commencement of the meeting.



# Sri Krishna Pharmaceuticals Limited

## SRI KRISHNA PHARAMACEUTICALS LIMITED

Registered Office: C-4, Industrial Area, Uppal, Hyderabad, Telangana - 500 039.

CIN: U24230TG1974PLC001790

### PROXY FORM

Name of the member(s):

Registered Address:

E-Mail ID:

Folio No/ Client ID:

DPID:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature : , or failing him
2. Name :  
Address :  
E-mail Id :  
Signature : , or failing him
3. Name :  
Address :  
E-mail Id :  
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45<sup>th</sup> Annual General Meeting of the company, to be held on Monday, 10<sup>th</sup> August, 2020 at 10.30 A.M at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500039 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	RESOLUTIONS
1.	To receive, consider and adopt the Financial Statement of the company as at 31st March, 2020 and the Report of Board and the Auditors thereon.
2.	Re-Appointment of Mrs. V. Satyavathi (DIN: 00626709) who retires by rotation and being eligible, offers herself for re-appointment.
3.	Re-Appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) who retires by rotation and being eligible, offers himself for re-appointment.
4.	Declaration of Dividend
5.	Approval of the remuneration to Cost Auditor.
6.	Re-appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) as Whole Time Director of the Company.
7.	Re-appointment of Mr. Venkateswar Rao Sarvepalli (DIN: 00503370) as Independent Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ROUTE MAP

