

Sri Krishna Pharmaceuticals Limited

NOTICE

Notice is hereby given that the **47th ANNUAL GENERAL MEETING** of the members of **SRI KRISHNA PHARMACEUTICALS LIMITED** will be held on Monday, 29th August, 2022 at 10.30 A.M. at Hotel Bhadra's Grand, beside NSL Arena Towers, Ramanthapur Road, Uppal, Hyderabad - 500 013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial statements of the Company as at 31st March, 2022 and the Report of Board and the Independent 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 2021-22.

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 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 hereby accorded to pay a remuneration of Rs. 1,75,000/- per annum plus applicable taxes and out of pocket expenses to M/s. Sagar & Associates, Cost Accountants, Hyderabad (FRN: 000118), the Cost Auditor of the Company for conducting the Audit of the cost records of the Company for the financial year 2021-22.”

6. To approve the remuneration payable to the Cost Auditor of the company for the financial year 2022-23.

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

Sri Krishna Pharmaceuticals Limited

“**RESOLVED THAT** pursuant to the provisions of Sec. 148 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.1,75,000/- per annum plus applicable taxes and out of pocket expenses to M/s. Sagar & Associates, Cost Accountants, Hyderabad (FRN: 000118), the Cost Auditor of the Company for conducting the Audit of the cost records of the Company for the financial year 2022-23.”

7. Re-appointment and revision of remuneration of Mr. Pranesh Raj Mathur (DIN: 05271355), as Whole Time Director & CFO.

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 Sec. 196, 197 and 203 read with Schedule V including inter alia Part I proviso to Clause (c) and the rules made thereunder and any other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, the approval of the members, be and is hereby accorded for the re-appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) as the Whole Time Director & CFO of the Company for a term of 3 (three) years w.e.f. 1st September, 2022.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO of the Company be revised from Rs. 7,68,000/- to Rs.806,400 (Rupees Eight Lakh Six Thousand and Four Hundred only) per month with effect from 1st January, 2022 as managerial remuneration 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.”

8. Re-appointment and revision of remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216), as Managing 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 Sec. 197, 198 and 203 and all other applicable provisions, if any of the Companies Act, 2013 read with the Schedule V and the rules made thereunder, including any statutory modifications or re-enactments thereof, the approval of the members be and is hereby accorded for the re-appointment of Mr. V. V. Krishna Reddy (DIN: 00024216) as the Managing Director of the Company for a term of 3 (three) years w.e.f. 1st September, 2022.

RESOLVED FURTHER THAT the remuneration payable to Mr. V. V. Krishna Reddy (DIN: 00024216), Managing Director (DIN: 00024216) of the Company be revised from

Sri Krishna Pharmaceuticals Limited

Rs. 3,85,000/- to 4,23,500/- (Rupees Four Lakh Twenty Three Thousand and Five Hundred Only) per month w.e.f. 1st September, 2022 as managerial remuneration 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.”

9. Re-appointment and revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), 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 the provisions of Sec. 196, 197 and 203 read with Schedule V including inter alia Part I proviso to Clause (c) and the rules made thereunder and any other applicable provisions if any of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, subject to such other approvals, if any as may be required, the approval of the members of the Company be and is hereby accorded for the re-appointment of Dr. V.V. Subba Reddy (DIN: 00626671) as the Whole-Time Director of the Company for a term of 3 (three) years w.e.f. 1st September, 2022.

RESOLVED FURTHER THAT the remuneration payable to Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company be revised from Rs. 4,40,000/- to 4,84,000/- (Rupees Four Lakh Eighty Four Thousand only) per month w.e.f. 1st September, 2022 as managerial remuneration 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.”

BY ORDER OF THE BOARD

Sd/-

KATERSALA JANARDHAN
COMPANY SECRETARY

Place: Hyderabad

Date: 22/06/2022

Sri Krishna Pharmaceuticals Limited

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 26th August, 2022 to 29th August, 2022 (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 2021-22 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, an amount of Rs. 71,622/- 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 31st March, 2021 on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company (www.srikrishnapharma.com). Information in respect of unclaimed dividend pursuant to the 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:

Sri Krishna Pharmaceuticals Limited

Financial year	Date of declaration	Due date for transfer to IEPF
2014-15	31/07/2015	05/09/2022
2015-16	03/03/2016	08/04/2023
2016-17	31/07/2017	05/09/2024
2017-18	31/07/2018	05/09/2025
2019-20	10/08/2020	11/09/2027
2020-21	31/07/2021	30/08/2028

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.

- 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.

Sri Krishna Pharmaceuticals Limited

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.5 & 6:

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. Members of the Company in the AGM held on 31st July, 2021 have ratified the remuneration payable to Mr. N.V.S. Kapardi, Cost Accountant to conduct the Cost Audit for the financial year 2021-22. However, due to sudden demise of Mr. N.V.S. Kapardi, Cost Accountant, the office of the Cost Auditor became vacant during the financial year 2021-22.

Following this casual vacancy, the Board has on the recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, as the Cost Auditor of the Company to conduct Cost Audit of cost records of the Company as may be ordered by the Central Government under the Act and the Rules thereunder for the financial year 2021-22, at a remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses.

M/s. Sagar & Associates is a leading firm of Cost & Management Accountants having diversified activities in cost and management accounting. The partners of the firm are experienced and qualified Cost Accountants and are:

Mr.E.Vidya Sagar is a postgraduate in commerce from Osmania University and a Fellow Member of the Institute of Cost Accountants of India with 33 years of experience as a practising cost accountant.

Mr. E. Chandrasekharam is a Fellow member of the Institute of Cost Accountants of India having rich & varied experience of 35 years in accounts, finance, & costing.

Mr. GLN Sarabhayya is an Associate member of the Institute of Cost Accountants of India and has over 30 years post qualification experience.

M/s. Sagar & Associates core areas of practice are Cost Audit, developing Costing systems, Internal Audit of Cost Records maintained in SAP Controlling module etc.

Further, considering the recommendations made by the Audit Committee, M/s. Sagar & Associates, Cost Accountants were reappointed as cost auditors of the Company to conduct the Cost Audit relating to cost records for the financial year 2022-23 at a remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses.

Sri Krishna Pharmaceuticals Limited

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 resolutions as set out at Item No. 5 & 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22 & 2022-23 respectively.

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 resolutions for your approval.

ITEM NO. 7, 8 & 9:

Pursuant to Section 196, 197, 203 and in accordance with the recommendations of the Nomination and Remuneration Committee, read with schedule V and other applicable provisions, if, any of the Companies Act, 2013. Board of Directors of the Company has re-appointed and revised the remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216) Managing Director, Dr. V.V. Subba Reddy (DIN: 00626671) Whole Time Director and Mr. Pranesh Raj Mathur (DIN: 05271355) Whole Time Director for another period of 3 years with effect from 1st September, 2022, subject to the approval of members of the company.

Dr. V.V. Subba Reddy has attained the age of 79 years and Mr. Pranesh Raj Mathur will attain the age of 70 during his upcoming term and as per the requirements of the Schedule V Part I (C) of the Companies Act, 2013 if a Managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting. In this regard, members are requested to approve the same by passing the special resolution.

Dr. V. V. Subba Reddy did his Post Graduation in Harcourt Butler Technological Institute at Kanpur. He obtained Ph.D from Indian Institute of Science, Bangalore and did Post-Doctoral Research at National Cancer Institute, National Institutes of Health, Bethesda, Maryland in USA. During his research career, he published 10 Research Papers in National and International Journals and presented his Research Work in many conferences in USA. He is the founder of the Company and is responsible for overall supervision of the Company.

Mr. Pranesh Raj Mathur possess experience with Profit center responsibility for about 20 years and Head of Finance department for more than 30 years. He has all round experience ranging from organisation strategy, manufacturing operations marketing, negotiating for mergers & acquisitions. He is the Chief Financial Officer of the Company and is responsible for the functions of Finance and Accounts of the Company.

Sri Krishna Pharmaceuticals Limited

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

- (1) **Nature of industry:** Our Company is active in the business of Pharmaceutical Raw materials (API's); Direct Compression Granules, Vitamins, & Nutraceuticals.
- (2) **Date of commencement of commercial production:** The Company has commenced its business from 1975.
- (3) **Financial performance:**

(As per the latest audited accounts on 31st March, 2022)

Particulars	Rs. in lakhs
Profit/ (Loss) before tax	4772.81
Less: Current Tax	1288.30
Less: Income tax of earlier years	35.87
Deferred Tax	73.65
Profit/ (Loss) after Tax	3522.29

II. Information about the Directors for whom revision in remuneration proposed:

(1) Background details:

Name	V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Father's Name	Late Venkatapathi Reddy	Vempalli Venkata Subba Reddy	Jai Raj Mathur
Date of Birth	26-09-1942	31-08-1966	26-06-1955
Educational qualification	M.Sc., (Tech.); Ph.D.	Chemical Engineer	B.Sc., A.C.A., M.B.A. (Osmania), PGPMAX (ISB)

(2) Past remuneration:

Name	V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration	4,40,000/-	3,85,000/-	7,68,000/-

(3) Recognition or awards: Nil

(4) Job profile:

Mr. Pranesh Raj Mathur is responsible for the functions of Finance and Accounts of the Company. Mr. V.V. Krishna Reddy & Dr. V.V. Subba Reddy are responsible for the function of overall supervision of the Company

Sri Krishna Pharmaceuticals Limited

(5) Remuneration proposed:

Name	V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration	4,84,000/-	4,23,500/-	8,06,400/-

(6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Board felt that the remuneration proposed is on lower side while considering the industry standards and his experience.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mrs. V. Satyavathi, Director of the Company is the wife of the Chairman Dr. V. V. Subba Reddy and mother of Mr. V. V. Krishna Reddy, Managing Director. However, Mr. Pranesh Raj Mathur does not have any pecuniary relationship with the Company or any relationship with the managerial personnel either directly or indirectly.

The number of shares held by the Directors in the Company is as follows:

Dr. V. V. Subba Reddy: 19,14,433

Mr. V.V. Krishna Reddy: 23,38,771

Mr. Pranesh Raj Mathur: Nil

III. Other information:

Save and except the above, said Directors and their 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 these resolutions.

The Board recommends the resolutions for your approval.

BY ORDER OF THE BOARD

Sd/-

KATERSALA JANARDHAN
COMPANY SECRETARY

Place: Hyderabad

Date: 22/06/2022

Sri Krishna Pharmaceuticals Limited

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

I declare that I am a registered Shareholder of the Company

(Member's Signature)

I hereby record my presence at the **47th Annual General Meeting of the Company** being held at Hotel Bhadra's Grand, beside NSL Arena Towers, Ramanthapur Road, Uppal, Hyderabad -500 013 **on Monday, 29th August, 2022 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 :

DP ID :

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 47th Annual General Meeting of the company, to be held on Monday, 29th August, 2022 at 10.30 A.M at Hotel Bhadra's Grand, beside NSL Arena Towers, Ramanthapur Road, Uppal, Hyderabad - 500 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO	RESOLUTIONS
1	To receive, consider and adopt the Financial statements of the Company as at 31 st March, 2022 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
5	To approve the remuneration payable to the Cost Auditor of the company for the financial year 2021-22
6	To approve the remuneration payable to the Cost Auditor of the company for the financial year 2022-23
7	Re-appointment and revision of remuneration of Mr. Pranesh Raj Mathur (DIN: 05271355), as Whole Time Director & CFO.
8	Re-appointment and revision of remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216), as Managing Director of the Company.
9	Re-appointment and revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), as Whole Time Director of the Company.

Signed this _____ day of _____ 2022

Signature of shareholder

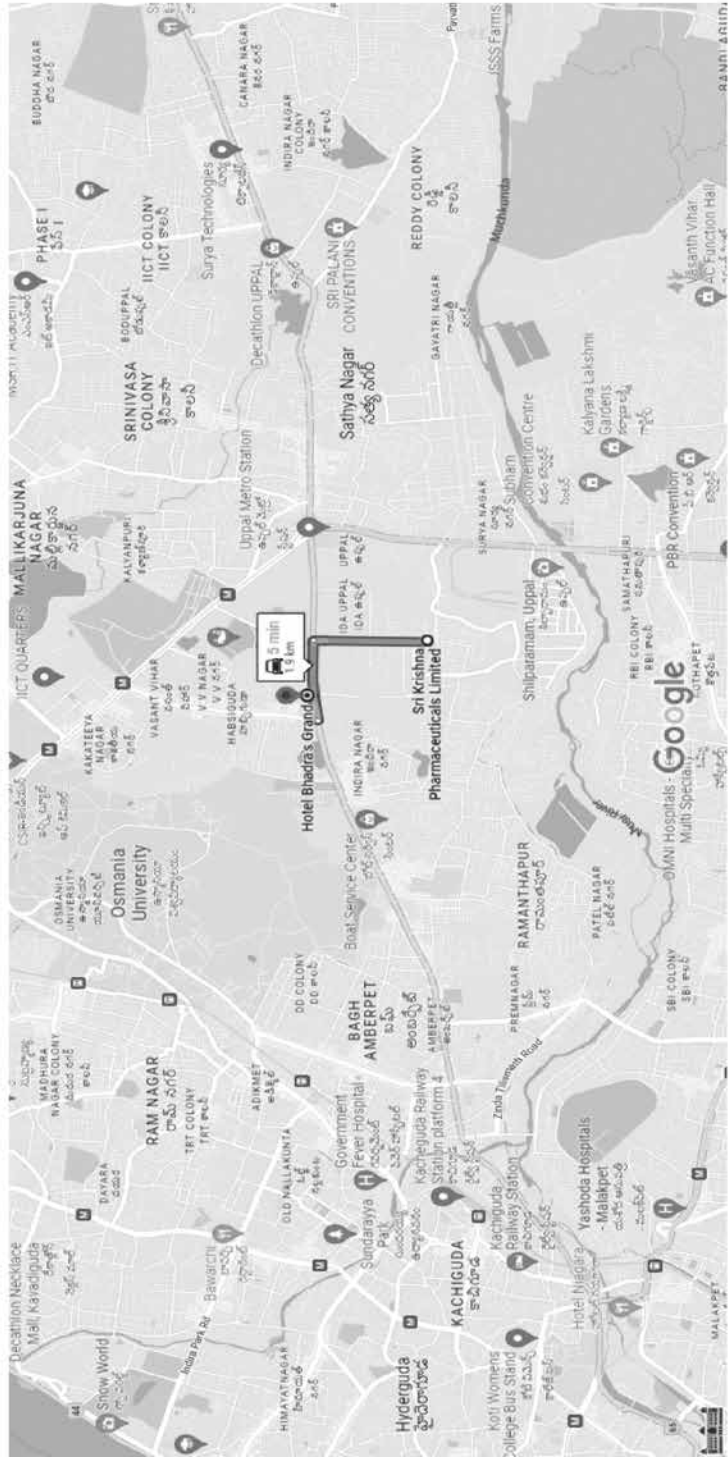
Signature of Proxy holder(s)

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.



Sri Krishna Pharmaceuticals Limited, C-4, Industrial Area, Uppal, Drive 1.9 km, 5 min
Hyderabad, Telangana 500039 to Hotel Bhadra's Grand, Beside NSL Arena Tower
Ramanthapur, Uppal - Ramanthapur Rd, Ramanthapur, Hyderabad, Telangana 500013



Map data ©2022 1 km