

Sri Krishna Pharmaceuticals Limited

NOTICE

Notice is hereby given that the **48th ANNUAL GENERAL MEETING** of the members of **SRI KRISHNA PHARMACEUTICALS LIMITED** will be held on Monday, 31st July, 2023 at 10.30 A.M. at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad 500039, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial statements of the Company as at 31st March, 2023 and the Reports of Board and the Independent Auditors thereon.
2. To appoint a Director in place of Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. V.V. Krishna Reddy (DIN: (00024216), Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare Dividend.

SPECIAL BUSINESS:

5. To ratify the remuneration payable to the Cost Auditor of the company for the financial year 2023-24.

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), Cost Auditors of the Company for conducting the Audit of the cost records of the Company for the financial year 2023-24.”

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6. Appointment of Dr. Sunitha Reddy Reddivari (DIN: 09834626) as Director of the Company.

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

“RESOLVED THAT Dr. Sunitha Reddy Reddivari (DIN: 09834626), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 01.02.2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all the steps as may be necessary to give complete effect to this resolution.”

7. Revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), 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 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 remuneration payable to Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company be revised from Rs. 4,84,000/- to Rs.5,35,000/- per month w.e.f. 1st September, 2023 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. Revision of remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216), 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. 196, 197 and 203 read with Schedule V and the rules made thereunder, and any other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the remuneration payable to Mr. V. V. Krishna Reddy (DIN: 00024216), Managing Director (DIN: 00024216) of the Company be revised from Rs. 4,23,500/- to Rs.4,70,000/- per month w.e.f. 1st September, 2023 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.”

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9. Revision of remuneration of Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO 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 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 remuneration payable to Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO of the Company be revised from Rs.8,06,400/- to Rs. 8,50,000/- per month with effect from 1st January, 2023 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: 25.05.2023

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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 28th July, 2023 to 31st July, 2023 (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 2022-23 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. 85,990/- transferred by the Company to IEPF in Financial year 2022 - 23 and an amount of Rs. 90,327/- transferred in April, 2023. Pursuant to the provisions of Investor Education

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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, 2023 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:

Financial year	Date of declaration	Due date for transfer to IEPF
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
2021-22	29/08/2022	28/09/2029

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.

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. 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 and their remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses was ratified by the members at the Annual General Meeting held on 29.08.2022.

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, the details of partners are given below.

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 practicing 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 by the Board as cost auditors of the Company to conduct the Cost Audit relating to cost records for the financial year 2023-24 at a remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses.

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 ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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.

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ITEM NO. 6:

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 31st January, 2023, approved the appointment of Dr. R. Sunitha Reddy (DIN: 09834626) as an Additional Director of the Company to hold the office until the conclusion of the ensuing Annual General meeting of the Company.

The Company has received from Dr. R. Sunitha Reddy (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

Dr. R. Sunitha Reddy, D/o Dr. V. V. Subba Reddy, has completed MBBS and has been working in Army college of Dental Sciences and Hospital, Hyderabad for the last 20 years. She holds 7.15 % equity shares in the Company.

The Board recommends the resolution for your approval.

ITEM NO. 7, 8 & 9:

Pursuant to Sections 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 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 & CFO and of the Company subject to the approval of members of the company.

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.

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(2) **Date of commencement of commercial production:** The Company commenced its business from 1975.

(3) **Financial performance:**

(As per the latest audited accounts on 31st March, 2023)

Particulars	Rs. in lakhs
Profit/ (Loss) before tax	2,243.55
Current Tax	(681.86)
Income tax of earlier years	16.71
Deferred Tax	97.63
Profit/ (Loss) after Tax	1,676.03

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

(1) **Background details:**

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Father's Name	Late Venkatapathi Reddy	Dr. V.V. 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	Dr. V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration (Amount in Rs. / Month)	4,84,000/-	4,23,500/-	8,06,400/-

(3) **Recognition or awards:** Nil

(4) **Job profile:**

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

(5) **Remuneration proposed:**

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration (Amount in Rs. / Month)	5,35,000/-	4,70,000/-	8,50,000/-

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- (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 their experience.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. Sunitha Reddy, Additional Director of the Company is the daughter of the Chairman, Dr. V. V. Subba Reddy and sister 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: 25.05.2023

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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 48th Annual General Meeting of the Company being held at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 on Monday, 31st July, 2023 at 10.30 a.m. as member / as a Proxy appointed by



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.



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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 48th Annual General Meeting of the company, to be held on Monday, 31st July, 2023 at 10.30 A.M at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 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, 2023 and the Reports of Board and Auditors thereon
2	To appoint a Director in place of Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint a Director in place of Mr. V.V. Krishna Reddy (DIN: (00024216), Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
4	To declare Dividend
5	To ratify the remuneration payable to the Cost Auditor of the company for the financial year 2023-24.
6	Appointment of Dr. Sunitha Reddy Reddivari (DIN: 09834626) as Director of the Company.
7	Revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company.
8	Revision of remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216), Managing Director of the Company.
9	Revision of remuneration of Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO of the Company.

Signed this _____ day of _____ 2023

Signature of shareholder

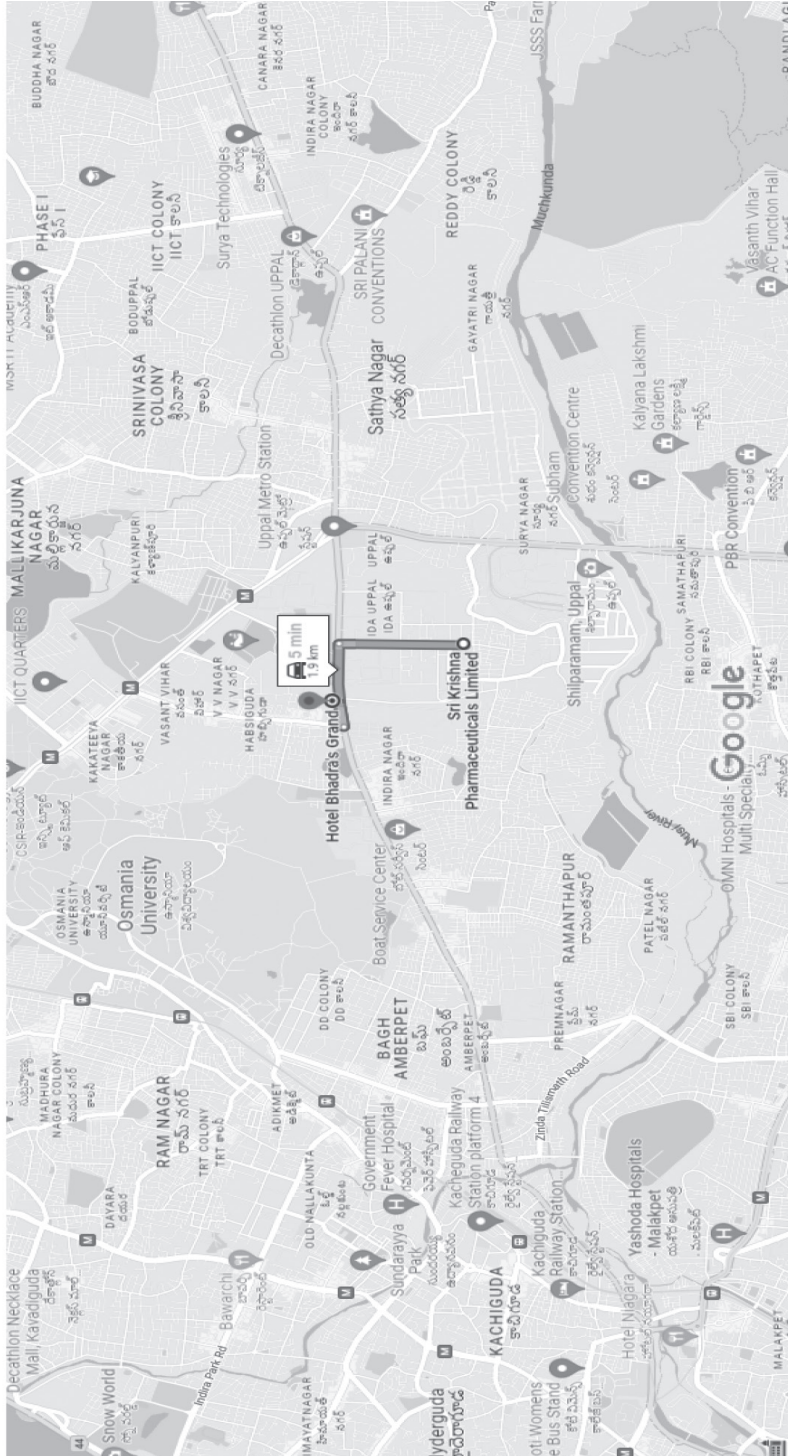
Signature of Proxy holder(s)

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 Bhadras Grand, Beside NSL Arena Tower
 Ramanthapur, Uppal - Ramanthapur Rd, Ramanthapur, Hyderabad, Telangana 500013



Map data ©2022 1 km