

NOTICE

Notice is hereby given that the **50th ANNUAL GENERAL MEETING** of the members of **SRI KRISHNA PHARMACEUTICALS LIMITED** will be held on Monday, **11th August, 2025 at 10.30 A.M.** at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad, Telangana-500039 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025 together with the Reports of the Board of Directors ('the Board') and Auditors thereon.**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2. (i) To appoint a Director in place of Dr. V.V. Subba Reddy, Whole Time Director (DIN: 00626671) of the Company who retires by rotation and being eligible, offers himself for re-appointment as a Director.**

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

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Dr. V.V. Subba Reddy, (DIN: 00626671), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- (ii) To appoint a Director in place of Mr. V.V. Krishna Reddy, Managing Director (DIN: 00024216) of the Company who retires by rotation and being eligible, offers himself for re-appointment as a Director.**

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

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. V.V. Krishna Reddy (DIN: (00024216), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To declare the Final Dividend of ₹ 2 per equity share for the year ended March 31, 2025.

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

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend of ₹ 2/- (i.e., @ 20%) per Equity Share on 11,918,455 Equity Shares of ₹10/- each fully paid for the financial year ended March 31, 2025.”

SPECIAL BUSINESS:

4. To approve the remuneration payable to the Cost Auditor of the Company for the financial year 2025-26.

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 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

5. Re-Appointment and 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 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, 2025.

RESOLVED FURTHER THAT the remuneration payable to Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company be revised from Rs. 6,00,000/- to Rs. 6,75,000/- per month w.e.f. 1st September 2025 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.”

6. Re-Appointment and 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. 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. 01st September, 2025.

RESOLVED FURTHER THAT the remuneration payable to Mr. V. V. Krishna Reddy (DIN: 00024216), Managing Director (DIN: 00024216) of the Company be revised from Rs. 5,25,000/- to Rs. 6,00,000/- per month w.e.f. 1st September 2025 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.”

7. Appointment of Mr. Muri Madhusudhan Reddy (DIN: 05230619) 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 **Ordinary resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Muri Madhusudhan Reddy (DIN: 05230619), who was appointed as an Additional Director on 26th August, 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 26th August, 2024 and whose office is not liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any of its duly constituted committees or any person(s) authorized by the Board in this regard), or the Key Managerial Personnel of the Company, be and are hereby authorized to do all such acts, deeds, matters and things, including filing of necessary forms and documents with the appropriate authorities and execution of all such agreements, instruments and writings, as may be considered necessary, proper or expedient, and to resolve any questions, difficulties or doubts that may arise in this connection.”

**BY ORDER OF THE BOARD
FOR SRI KRISHNA PHARMACEUTICALS LIMITED**

Sd/-

**Place: Hyderabad
Date: 30.05.2025**

**KALLURU MANASWINI
COMPANY SECRETARY**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, 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 02nd August 2025 to 09th August,2025 (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 attendance slip.
8. The annual report for the financial year 2024-25 has been sent by 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.

Sri Krishna Pharmaceuticals Limited

9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, an amount of Rs. 1,07,976.64 transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government during the Financial Year 2024-25. 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, 2025 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 and the dates by which they need to be transferred is given below:

Financial year	Date of declaration	Due date for transfer to IEPF
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
2022-23	31/07/2023	05/09/2030
2023-24	31/07/2024	02/09/2031

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.

10. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from authority. 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.4: To approve the remuneration payable to the Cost Auditor of the company for the financial year 2025-26.

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 2024-25 at a remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses by the members at the 49th Annual General Meeting held on 31.07.2024.

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 as briefed hereunder:

Mr. E. Vidya Sagar is a postgraduate in commerce from Osmania University and a Fellow Member of the Institute of Cost Accountants of India having more than 3 decades 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 more than 35 years in accounts, finance, & costing.

Mr. GLN Sarabhayya is an Associate member of the Institute of Cost Accountants of India and has over 3 decades of 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, based on the recommendation of the Audit Committee, the Board of Directors has reappointed M/s. Sagar & Associates, Cost Accountants, as the Cost Auditors of the Company for conducting the audit of cost records for the financial year 2025–26, at a remuneration of ₹1,75,000/- (Rupees One Lakh Seventy-Five Thousand only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, the consent of the members is being sought by way of an Ordinary Resolution, as set out in Item No. 4 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year 2025–26.

Sri Krishna Pharmaceuticals Limited

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. 5 & 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment and revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), Whole-time Director and Mr. V.V. Krishna Reddy (DIN: 00024216), Managing Director for a further period of three years with effect from 1st September, 2025, subject to the approval of members of the Company, pursuant to the provisions of Sections 196, 197, and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any.

Dr. V.V. Subba Reddy, aged 82 years, has been serving the Company in a senior leadership role since its inception. As per Part I (C) of Schedule V to the Companies Act, 2013, if a Managing Director or Whole-time Director has attained the age of 70 years, the continuation of such appointment or re-appointment requires the approval of members by way of a special resolution. Accordingly, the approval of the members is being sought through a special resolution for his re-appointment and continuation in the office.

Profile of Dr. V.V. Subba Reddy:

Dr. Subba Reddy holds a Postgraduate degree from Harcourt Butler Technological Institute, Kanpur, and earned his Ph.D. from the Indian Institute of Science, Bangalore. He further pursued Post-Doctoral Research at the National Cancer Institute, National Institutes of Health, Bethesda, Maryland, USA. Over his distinguished research career, he has published 10 research papers in national and international journals and presented his work at various conferences in the United States. He was the past-president of Bulk Drug Manufacturers Association Indian Pharmaceutical Association and Paracetamol Manufacturers Association of India. He was also the Member of Academic Council of Osmania University College of Technology. As the Founder Director of the Company, he has been instrumental in its growth and is responsible for the overall supervision and strategic direction of the Company. He turned technocrat in 1974 by starting Sri Krishna Pharmaceuticals Ltd., to manufacture API's with Paracetamol as the initial product.

The Board, taking into consideration his vast experience, long-standing association with the Company, and significant contributions to its success, recommends his re-appointment and continuation as Whole-time Director for a further term of three years.

Profile of Mr. V. V. Krishna Reddy

Mr. V. V. Krishna Reddy, aged 58 years, is a Chemical Engineer by qualification with extensive experience in the pharmaceutical industry. He joined Sri Krishna Pharmaceuticals Limited in August 1997 as a Director and has been serving as the Managing Director since September 2010.

Under his leadership, the Company has made significant strides in areas such as project management, cost optimization, and successful completion of regulatory audits from global agencies. He has played a key role in institutionalizing Corporate Social Responsibility (CSR) and Environment, Health and Safety (EHS) initiatives across the organization.

Mr. Krishna Reddy is the son of Dr. V. V. Subba Reddy, Chairman of the Company, and brings to the Board a strong strategic and operational perspective. He has also served as the National President of the Bulk Drug Manufacturers Association (BDMA), contributing to policy advocacy and industry development at the national level.

The terms and conditions of re-appointment, including remuneration, are in line with the provisions of the Companies Act, 2013 and are available for inspection by the members at the registered office of the Company during business hours on any working day.

The Board recommends resolutions for approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives, except Dr. V.V. Subba Reddy and Mr. V.V. Krishna Reddy, and their relative Ms. Sunitha Reddy, Director (being a relative of both Dr. V.V. Subba Reddy and Mr. V.V. Krishna Reddy), are in any way concerned or interested, financially or otherwise, in the said resolutions.

Sri Krishna Pharmaceuticals Limited

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

- (1) **Nature of industry:** Our Company is engaged in the business of Pharmaceuticals, Bulk Drugs, API, Direct Compression Granules, Finished Dosage Formulation, Vitamins and Nutraceuticals.
- (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, 2025)

Particulars	Rs. in lakhs
Profit/ (Loss) before tax	1,732.94
Current Tax	(328.87)
Income tax of earlier years	(4.62)
Deferred Tax	(15.24)
Profit/ (Loss) after Tax	1,384.21

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

(1) **Background details:**

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy
Father's Name	Late Venkatapathi Reddy	Dr. V.V. Subba Reddy
Date of Birth	26-09-1942	31-08-1966
Educational qualification	M.Sc. (Tech.); Ph.D.	Chemical Engineer

(2) **Past remuneration: amount in Rs.**

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy
Monthly Remuneration	6,00,000/-	5,25,000/-

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

(4) **Job profile:**

Mr. V.V. Krishna Reddy and Dr. V.V. Subba Reddy are responsible for the function of overall supervision of the Company.

Sri Krishna Pharmaceuticals Limited

(5) Remuneration proposed: amount in Rs.

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy
Monthly Remuneration	6,75,000/-	6,00,000/-

(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 commensurate 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. V. V. Subba Reddy, Chairman, is the father of Mr. V. V. Krishna Reddy, Managing Director, and Dr. Sunitha Reddy, Director. Mr. V. V. Krishna Reddy is the brother of Dr. Sunitha Reddy.

The number of shares held by the Directors as per Item 5 & 6 in the Company is as follows:

Dr. V. V. Subba Reddy 19,14,700

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

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 resolution for your approval.