

NOTICE

Notice is hereby given that the **42nd ANNUAL GENERAL MEETING** of the members of **SRI KRISHNA PHARMACEUTICALS LIMITED** will be held on Monday, 31st July, 2017 at 10.00 A.M. at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the company as at 31st March, 2017 and the Report of the Board and the Auditors thereon.
2. To appoint a Director in place of Dr.V.V. Subba Reddy (DIN: 00626671) 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) who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare Dividend for the financial year 2016-2017.
5. To appoint M/s. Karvy & Co, Chartered Accountants as Statutory Auditors of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Karvy & Co, Chartered Accountants bearing the firm registration number 01757 S, having office at #2, Bhooma Plaza, Street #4, Avenue 7, Banjara Hills, Hyderabad-500034 be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting to the conclusion of the 47th Annual General Meeting (subject to ratification of their appointment at every AGM) on such a remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

6. **TO APPROVE THE REMUNERATION PAYABLE TO THE COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.**

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 any 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. 80,000/- 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 2017-18.”

7. REVISION OF REMUNERATION OF MR. PRANESH RAJ MATHUR, WHOLE TIME DIRECTOR (DIN: 05271355) 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 revising the remuneration payable to Mr. Pranesh Raj Mathur, Whole Time Director (DIN: 05271355) of the Company to Rs. 6,65,500 per month w.e.f. 1st January, 2017 for the remaining period of his tenure of office.”

"RESOLVED FURTHER THAT the remuneration payable to Mr. Pranesh Raj Mathur, Whole Time Director (DIN: 05271355) of the Company 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. RAMA KRISHNAN, WHOLE TIME DIRECTOR (DIN: 00819071) 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 there under, including any statutory modifications or re-enactments thereof, the approval of the members be and is hereby accorded for revising the remuneration payable to Mr. Rama Krishnan, Whole Time Director (DIN: 00819071) of the Company to Rs. 7,86,500 per month w.e.f. 1st June, 2017 for the remaining period of his tenure of office.”

"RESOLVED FURTHER THAT the remuneration payable to Mr. Rama Krishnan, Whole Time Director (DIN: 00819071) of the Company 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. TO CONSIDER AND APPROVE 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. 17th February, 2017 and the said Director shall be paid a remuneration of Rs 6,65,500/- 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.”

BY ORDER OF THE BOARD

Sd/-

**SHILPA BUNG
COMPANY SECRETARY**

Place : Hyderabad

Date : 29/04/2017

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.

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6. The Register of Members and Share Transfer Books of the Company will remain closed from **27th July, 2017 to 31st July, 2017 (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 2016-17 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 30th July, 2015 (date of the last Annual General Meeting) 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:

Financial year	Date of declaration	Due date for transfer to IEPF
2010-11	23/09/2011	26/10/2018
2011-12	29/09/2012	04/11/2019
2012-13	30/10/2013	05/12/2020
2013-14	22/09/2014	28/10/2021
2014-15	31/07/2015	05/09/2022
2015-16	03/03/2016	08/04/2023

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.

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.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. 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 there under for the financial year 2017-18, at a remuneration of Rs. 80,000 /- 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 under the provisions of the prevailing Companies Act.

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 2017-18.

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. 7 & 8:

Pursuant to Section 196, 197, 203 and read with schedule V and other applicable provisions, if, any of the Companies Act, 2013 proposes the revision of remuneration payable to the Whole Time Directors 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.
- (2) **Date of commencement of commercial production:** The Company has commenced its business from 1975.

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(3) Financial performance:

(As per the latest audited accounts on 31st March, 2017)

Particulars	₹. in lakhs
Profit/ (Loss) before tax	3,143.23
Less: Current Tax	981.07
Deferred Tax	107.99
Profit/ (Loss) after Tax	2,035.31

II. Information about the appointee:

(1) Background details:

Name	Pranesh Raj Mathur	Rama Krishnan
Father's Name	Jai Raj Mathur	Ramankutty Pisharody Kutanassery
Date of Birth	26/06/1955	05/05/1954
Educational qualification	B.Sc., A.C.A., M.B.A. (Osmania), PGPMAX (ISB)	M.B.A

(2) Past remuneration:

Name	Pranesh Raj Mathur	Rama Krishnan
Monthly remuneration	Rs. 6,05,000	Rs. 7,15,000

(3) Recognition or awards: Nil

(4) Job profile:

Pranesh Raj Mathur: Responsible for the functions of Finance and Accounts, Information technology and Secretarial functions of the Company.

Rama Krishnan: Responsible for the export marketing function of the Company.

(5) Remuneration proposed:

Name	Pranesh Raj Mathur	Rama Krishnan
Monthly Remuneration	Rs. 6,65,500	Rs. 7,86,500

- (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:**

The above said Directors do not have any pecuniary relationship with the Company or any relationship with the managerial personnel either directly or indirectly. However, Mr. Rama Krishnan holds 268 equity shares in the company.

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 this resolution.

The Board recommends the resolutions for your approval.

ITEM NO. 9:

The Board of Directors re-appointed Mr. Pranesh Raj Mathur as the Whole-Time Director w.e.f 17.02.2017 subject to the approval of the members. Mr. Pranesh Raj Mathur possess experience with Profit centre responsibility for about 2 years and Head of Finance department for more than 25 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 there under for the appointment of Mr. Pranesh Raj Mathur as a Whole Time Director for a period of three years commencing from 17th February, 2017.

It is proposed that Mr. Pranesh Raj Mathur will be liable to retire by rotation. He does not hold 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 Mr. Pranesh Raj Mathur and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel/Managers

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of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution for approval of the Members by way of Special Resolution.

BY ORDER OF THE BOARD

Sd/-

Place: Hyderabad

Date : 29/04/2017

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 **42nd Annual General Meeting of the Company** being held at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad - 500 039 **on Monday, the 31th July, 2017 at 10.00 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

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 42nd Annual General Meeting of the company, to be held on Monday, 31st July, 2017 at 10.00 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.	Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors
2.	Re-appointment of Dr.V.V. Subba Reddy (DIN: 00626671) as the Director who retires by rotation
3.	Re-appointment of Mr.V.V. Krishna Reddy (DIN: 00024216) as the Director who retires by rotation
4.	Declaration of Dividend
5.	Appointment of Auditors
6.	Approval of the remuneration to Cost Auditor
7.	Revision of remuneration of Mr. Pranesh Raj Mathur, Whole Time Director (DIN: 05271355) of the Company
8.	Revision of remuneration of Mr. Rama Krishnan, Whole Time Director (DIN: 00819071) of the Company
9.	Re-appointment of Mr. Pranesh Raj Mathur (DIN: 05271355) as Whole-Time Director of the company

Signed this _____ day of _____ 2017

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.



