

# Sri Krishna Pharmaceuticals Limited

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## NOTICE

Notice is hereby given that the **49<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **SRI KRISHNAPHARMACEUTICALS LIMITED** will be held on Wednesday, 31<sup>st</sup> July, 2024 at 10.30 A.M. at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad, Telangana-500039 to transact the following business:

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### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March 2024 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 Statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- (i) To appoint a Director in place of Mr. Pranesh Raj Mathur, Whole Time Director (DIN: 05271355) 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. Pranesh Raj Mathur, Whole time Director (DIN: 05271355), 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 Dr. Sunitha Reddy Reddivari, Director (DIN: 09834626) of the Company who retires by rotation and being eligible, offers herself 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**:

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“**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Dr. Sunitha Reddy Reddivari, Director (DIN: 09834626), 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, 2024.**

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, 2024.”

**SPECIAL BUSINESS:**

**4. To approve the remuneration payable to the Cost Auditor of the company for the financial year 2024-25.**

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 2024-25.”

**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 filling 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.”

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**5. 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, the remuneration payable to Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company be revised from Rs. Rs.5,35,000/- to Rs.6,00,000/- per month w.e.f. 1<sup>st</sup> September 2024 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. 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 remuneration payable to Mr. V. V. Krishna Reddy (DIN: 00024216), Managing Director (DIN: 00024216) of the Company be revised from Rs.4,70,000/- to Rs. 5,25,000/- per month w.e.f. 1<sup>st</sup> September, 2024 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. 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**:-

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“**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 remuneration payable to Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO of the Company be revised from Rs. 8,50,000/- to Rs. 9,00,000/- per month with effect from 1<sup>st</sup> January, 2024 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  
FOR SRI KRISHNA PHARMACEUTICALS LIMITED**

Sd/-

**KALLURU MANASWINI  
COMPANY SECRETARY**

Place: Hyderabad  
Date: 27<sup>th</sup> May 2024

## **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 26<sup>th</sup> July, 2024 to 31<sup>st</sup> July, 2024 (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 2023-24 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.

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9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, an amount of Rs. 90,327/- 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> March, 2024 on the website of the Company [www.srikrishnapharma.com](http://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
2022-23	31/07/2023	05/09/2030

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 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.4: To approve the remuneration payable to the Cost Auditor of the company for the financial year 2024-25.**

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 2023-24 at a remuneration of Rs.1,75,000/- per annum plus applicable taxes and out-of-pocket expenses by the members at the Annual General Meeting held on 31.07.2023.

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 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 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, 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 2024-25 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 approved by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25 respectively.

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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 & 7:**

Pursuant to Section 196, 197 and 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 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.
- (2) Date of commencement of commercial production:** The Company commenced its business from 1975.
- (3) Financial performance:**

(As per the latest audited accounts on 31<sup>st</sup> March, 2024)

<b>Particulars</b>	<b>Rs. in lakhs</b>
Profit/ (Loss) before tax	1,223.59
Current Tax	(477.66)
Income tax of earlier years	5.68
Deferred Tax	126.45
Profit/ (Loss) after Tax	878.06



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### 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: amount in Rs.

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration	5,35,000/-	4,70,000/-	8,50,000/-

#### (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.

#### (5) Remuneration proposed: amount in Rs.

Name	Dr. V.V. Subba Reddy	V.V. Krishna Reddy	Pranesh Raj Mathur
Monthly Remuneration	6,00,000/-	5,25,000/-	9,00,000/-

(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 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. 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, Managing Director is brother of Dr. Sunitha Reddy, Director. However, Mr. Pranesh Raj Mathur, Whole Time Director & CFO does not have any pecuniary relationship with the Company or any relationship with the managerial personnel either directly or indirectly.

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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 resolution for your approval.

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

Sd/-

**KALLURU MANASWINI  
COMPANY SECRETARY**

Place: Hyderabad  
Date: 27<sup>th</sup> May 2024

# Sri Krishna Pharmaceuticals Limited

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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 49<sup>th</sup> Annual General Meeting of the Company being held on Wednesday, 31<sup>st</sup> July, 2024 at 10.30 AM at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad, Telangana-500039, India 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.

# 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 49<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, 31<sup>st</sup> July, 2024 at 10.30 AM at Uppal Industries Association Hall, Industrial Area, Uppal, Hyderabad, Telangana-500039, India 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 <sup>st</sup> March, 2024 and the Report of Board and the Auditors thereon
2 (i)	To appoint a Director in place of Mr. Pranesh Raj Mathur (DIN:05271355), Whole Time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
2 (ii)	To appoint a Director in place of Dr. R. Sunitha Reddy, Reddivari (DIN: (09834626), Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.
3	To declare Dividend
4	To approve the remuneration payable to the Cost Auditor of the company for the financial year 2024-25.
5	Revision of remuneration of Dr. V.V. Subba Reddy (DIN: 00626671), Whole Time Director of the Company.
6	Revision of remuneration of Mr. V.V. Krishna Reddy (DIN: 00024216), Managing Director of the Company.
7	Revision of remuneration of Mr. Pranesh Raj Mathur (DIN: 05271355), Whole Time Director & CFO of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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.

Uppal Industries Association , K-2, Plot No. 9 (Behind Andhra Bank, SSI Branch),  
IDA Uppal, Hyderabad, Telangana 500039

