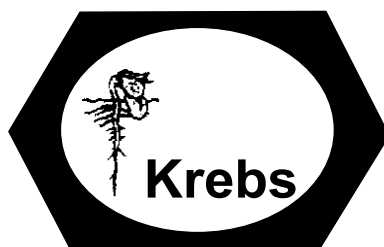


KREBS BIOCHEMICALS & INDUSTRIES LIMITED



**23rd Annual Report
2014 - 15
(01.10.2014 - 31.03.2015)**

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

| | | |
|-----------------------|---|--|
| Dr. R T Ravi | - | Non-Executive Director & Chairman (DIN:00272977) |
| Mr. Avinash Ravi | - | Managing Director (DIN:01616152) |
| Mr. G.V.L. Prasad | - | Independent Director (DIN:00017081) |
| Mrs. Tangirala Malati | - | Independent Director (DIN: 07094957) |
| Mr. Satish Khivsara | - | Additional Independent Director (DIN: 07244464) |

Company Secretary & Compliance Officer

Ms. Haritha Varanasi

REGISTERED OFFICE:

Krebs Biochemicals & Industries Limited
Plot No.34, 8-2-577/B, Maas Heights,
Road No.8, Banjara Hills,
Hyderabad- 500034.
Tel: 040-66037777 Fax: 040-66037755
Email: com_sec@krebsbiochem.com
website: www.krebsbiochem.com

CORPORATE IDENTITY NUMBER:

L24110TG1991PLC013511

PLANT LOCATIONS:

Unit-I

Regadichelika, Talamanchi Panchayat,
Racharlapadu Post, Nellore Dist.- 524316.

Unit-II

Kothapalli Village, Verdurparthy Post,
Kasimkota Mandal, Viakhapatnam Dist- 531031

STATUTORY AUDITORS :

M/s. Pavuluri & Co.,
Chartered Accountants
#105, First Block, 1st Floor,
Divyashakti Complex, Ameerpet,
Hyderabad- 500016.

BANKERS:

HDFC Bank
Axis Bank

AUDIT COMMITTEE:

| | | |
|-------------------|---|----------|
| Mr. G.V.L. Prasad | - | Chairman |
| Mrs. T. Malati | - | Member |
| Dr. R T Ravi | - | Member |

NOMINATION & REMUNERATION COMMITTEE:

| | | |
|-------------------|---|----------|
| Mrs. T. Malati | - | Chairman |
| Mr. G.V.L. Prasad | - | Member |
| Dr. R T Ravi | - | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

| | | |
|-------------------|---|----------|
| Mr. G.V.L. Prasad | - | Chairman |
| Mr. Avinash Ravi | - | Member |
| Dr. R T Ravi | - | Member |

REGISTRAR & SHARE TRANSFER AGENTS

M/s Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot No. 31 & 32,
Financial District, Gachibowli,
Hyderabad- 500008.

LISTED AT

BSE Limited.
National Stock Exchange Limited

DEMAT ISIN NUMBER IN NSDL& CDSL:

INE268B01013

INVESTOR E-MAIL ID
com_sec@krebsbiochem.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of M/s. Krebs Biochemicals & Industries Limited will be held on Tuesday, 29th September, 2015 at 3:00PM at Surana Udyog Auditorium, FAPCCI, Red Hills, Hyderabad, Telangana- 500004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the six months period from 01st October, 2014 to 31st March, 2015 on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Dr. R T Ravi (DIN-00272977) , who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s. Pavuluri & Co, Chartered Accountants, (Registration No.012194S), Hyderabad, who were appointed as the Statutory Auditors of the Company till the conclusion of 27th Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2016.”

SPECIAL BUSINESS:

4. Appointment of Mr. Satish Khivsara as an Independent Director of the Company

To consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and rules made thereunder, Mr. Satish Khivsara, (holding DIN 07244464) who was appointed as additional director by the Board of Directors in the meeting held on 13th August, 2015 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Satish Khivsara as a candidate for the office of a director of the company who meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years up to 31st March, 2020.

5. To appoint Mr. Avinash Ravi as Managing Director of the company and fix his remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any re-enactment or modification thereof for the time being in force), subject to the approval of the central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, consent of the members of the Company be and is hereby accorded to appoint Mr. Avinash Ravi (DIN-01616152) as Managing Director of the Company with effect from 13th August, 2015, on such terms and conditions as agreed mutually between the Board and Mr. Avinash Ravi and at a remuneration as set out below for a period of three (3) years up to 13th August, 2018.

Remuneration: Rs. 42.00 Lakhs per annum.

Holiday passage for family staying abroad: Rs. 350,000/- per annum

Leave Travel Concession : Rs. 350,000/- per annum

Provision of a car with driver, Mobile and Land line, Phone & Internet

Expenses on fuel for car, Driver, Mobile, Landline and Internet provision: Rs. 27,500/- per month.

Company's contribution towards Provident Fund and Gratuity payable at a rate not exceeding half of a month's salary for each completed year of service and Encashment of leave at the end of his tenure. The same shall however, not to be included in the computation of limits for the remuneration of perquisites aforesaid.

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts deeds, things and matters as in its absolute discretion, it may consider necessary to give effect to the said resolution."

For and on behalf of the Board
Krebs Biochemicals & Industries Limited
Sd/-
Avinash Ravi
Managing Director
(DIN-01616152)

Place : Hyderabad

Date : 13.08.2015

Registered Office: Plot No.34, 8-2-577/B,
Road No.8, Banjara Hills, Hyderabad-500034.
Ph: 040-66037777, Fax: 040-66037755
Email: com_sec@krebsbiochem.com,
Website: www.krebsbiochem.com
CIN:L24110TG1991PLC013511

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 29th September, 2015(Both days inclusive).
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)

11. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Karvy Computershare Private Limited., Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
16. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-2015 is being sent in the permitted mode.
17. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.krebsbiochem.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: com_sec@krebsbiochem.com.
18. Voting through electronic means
 - i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. ("Remote E-voting").
 - ii) The facility for voting through electronic voting system ("Insta Poll") shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through "Insta Poll".

- iii) The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- v) The Board of Directors of the Company has appointed Mrs. K. Jhansi Laxmi, Practicing Company Secretary, Hyderabad as scrutinizer to scrutinize the insta poll and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- vi) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member/beneficial owner (in the case of electronic shareholding) as on the cut-off date i.e., 22nd September, 2015.
- vii) A Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e, 22nd September, 2015 only shall be entitled to avail the facility of remote e-voting / insta poll.
- viii) Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e, 22nd September, 2015 may obtain the user id and password in the manner mentioned below:
 - a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number + Folio Number or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against the folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call Karvy's Toll Free Number 1-800-3454-001.
If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 09.00 AM (IST) on 26th September, 2015

End of remote e-voting : On 05.00 PM (IST) on 28th September, 2015.

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website

of the Company www.krebsbiochem.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

- xi) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e, September 29, 2015.
- xii) Instructions and other information relating to e-voting
- A) A member receiving an e-mail from Karvy (For members whose e-mail addresses are registered with the Company/Depository Participant(s):
 - a) Launch internet browser by typing the URL : <https://evoting.karvy.com>
 - b) Enter the log in credentials (i.e USER ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID.
However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c) After entering these details appropriately, Click on "LOGIN".
 - d) You will now reach password change menu wherein you are required to mandatorily change password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential
 - e) You need to log in again with the new credentials.
 - f) On successful log in, the system will prompt you to select the E-Voting Event Number for Krebs Biochemicals & Industries Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.