

# **KREBS BIOCHEMICALS & INDUSTRIES LIMITED**



**27<sup>th</sup> Annual Report  
2018 - 19**



**BOARD OF DIRECTORS :****Dr R T Ravi**

Chairman &amp; Non-Executive Director (DIN- 00272977)

**Mr. Avinash Ravi**

Managing Director (DIN-01616152)

**Mr. Manish Jain**

Non-Executive Director (DIN- 01856146)

**Mr. E.J Babu**

Non-Executive Director (DIN- 06759124)

**Mr. G.V.L Prasad**

Independent Director (DIN- 00017081)

**Mr. Raj Kamal Prasad Verma**

Independent Director (DIN- 02166789)

**Dr.Tangirala Malati**

Independent Director (DIN- 07094957)

**Mr. Satish Khivsara**

Independent Director (DIN- 07244464)

**Company Secretary & Compliance Officer****Ms. Haritha Varanasi** (ACS 34293)

(Ceased to be Company Secretary w.e.f from 9-08-2019)

**Ms. Taruni Banda** (ACS 46673)

(Appointed as Company Secretary w.e.f from 9-08-2019)

**Secretarial Auditors**

D S M R & Associates,  
Company Secretaries,  
# 6-3-668/10/42, Plot No.42,  
1st Floor, Durga Nagar Colony,  
Punjagutta, Hyderabad- 500082.

**Registered Office**

Krebs Biochemicals & Industries Ltd.,  
Kothapalli (V), Kasimkota (M),  
Anakapalli, Vishakapatnam(D),  
Andhra Pradesh – 531031.

**CIN:L24110AP1991PLC103912****Corporate Office**

Krebs Biochemicals & Industries Limited,  
Plot No.34, 8-2-577/B, 3rd Floor, Maas Heights,  
Road No.8, Banjara Hills, Hyderabad,  
Telangana- 500034

Tel: 040 - 66808040

Email: [marketing@krebsbiochem.com](mailto:marketing@krebsbiochem.com)[investors@krebsbiochem.com](mailto:investors@krebsbiochem.com)**Website: [www.krebsbiochem.com](http://www.krebsbiochem.com)****Plant Locations**

Unit I : Regadichelika (V), Kodavalur (M)  
Nellore (D), Andhra Pradesh-524316.

Unit II : Kothapalli (V), Kasimkota (M),  
Anakapalli, Vishakapatnam (D),  
Andhra Pradesh – 531031.

**Statutory Auditors**

(Shall hold office till the conclusion of this AGM)

M/s. Pavuluri & Co.,  
Chartered Accountants  
Firm Registration No. 012194S  
Plot No.48, Flat No.301,  
3rd Floor, Micasa, Phase I, Kavuri Hills,  
Madhapur, Hyderabad- 500033.

**Registrars and Share Transfer Agents**

KarvyFintech Private Limited,  
Plot No. 31 & 32, Karvy Selenium Tower B,  
Financial District, NanakramGuda,  
Gachibowli, Hyderabad- 500032.  
Ph: 040-67161605  
Fax: 040 – 67161500  
Website: [www.karvyFintech.com](http://www.karvyFintech.com)  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. KREBS BIOCHEMICALS & INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, 25TH SEPTEMBER, 2019 AT 11.00 AM AT THE REGISTERED OFFICE - KOTHAPALLI (VILLAGE), KASIMKOTA (MANDAL), ANAKAPALLI, VISHAKAPATNAM (DISTRICT), ANDHRA PRADESH - 531031 TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31 2019 on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint Dr R T Ravi (holding DIN-00272977), who is liable to retire 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 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules and regulations, if any, as amended for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s. Bhavani & Co, Chartered Accountants, (Registration No.012139S), Hyderabad be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting without the necessity of any further ratification at such remuneration and reimbursement of out of pocket expenses as may be determined by the Board."

### SPECIAL BUSINESS:

4. Re-appointment of Mr. G V L Prasad (DIN-00017081)) as Independent Director for further period of 5 years.

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. G V L Prasad (DIN: 00017081), who was appointed as an Independent Director till 31st December 2019 and being eligible in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st January 2020 up to 31st December 2024 on the Board of the Company."

5. Re-appointment of Dr. Tangirala Malati (DIN-07094957) as Independent Director for further period of 5 years.

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Dr. Tangirala Malati (DIN: 07094957), who was appointed as an Independent Director till 11th March 2020 and being eligible in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years w.e.f. 11th March 2020 upto 11th March 2025 on the Board of the Company."

6. Re-appointment of Mr. Satish Khivsara (DIN- 07244464) as Independent Director for further period of 5 years.

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Satish Khivsara (DIN: 07244464), who was appointed as an Independent Director till 31st March 2020 and being eligible in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st April 2020 up to 31st March 2025 on the Board of the Company."

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Satish Khivsara (DIN 07244464), who shall be attaining the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company w.e.f 1st April 2020 up to 31st March, 2025 on the Board of the Company."

**For and on behalf of the Board  
Krebs Biochemicals & Industries Limited  
Sd/-**

**Avinash Ravi  
Managing Director  
(DIN-01616152)**

**Place: Hyderabad  
Date: 09.08.2019**

**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 17th September, 2019 to 25th September, 2019 (Both days inclusive).
5. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to handover 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 Fintech Private Limited.)
11. During Fiscal 2019, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.
12. 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.
13. 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 Fintech Private Limited**, Share Transfer Agents of the Company for their doing the needful.
14. 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.
15. 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.
16. 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.
17. Electronic copy of the Annual Report for 2018-2019 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 2018-2019 is being sent in the permitted mode.
18. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website [www.krebsbiochem.com](http://www.krebsbiochem.com) for 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: investors@krebsbiochem.com.

#### 19. 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 KarvyFintech Private Limited ("Karvy") as the Agency to provide e-voting facility.
- v) The Board of Directors of the Company has appointed Mrs. Jhansi Laxmi, Practicing Company Secretary, Hyderabad as scrutinizer to scrutinize the InstaPoll and remote e-voting process to ensure fairness and transparency.
- 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., 17th September, 2019.
- 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, 17th September, 2019 only shall be entitled to avail the facility of remote e-voting / InstaPoll.
- 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, 17th September, 2019 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 22nd September, 2019**  
**End of remote e-voting : On 05.00 PM (IST) on 24th September, 2019**  
 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](http://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, 25th September, 2019.
- xii) **Instructions and other information relating to e-voting**
  - 1)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 cut-off 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 or "CANCEL" to modify.  
Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
- l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: jhansi\_laxmi@rediffmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B) In case a member receives physical copy of the notice by post (For members whose email addresses are not registered with the Company/Depository Participant(s)).
  - a) User ID and Initial password - These will be sent separately
  - b) Please follow all steps from Sr No (a) to (l) as mentioned in (A) above, to cast your vote.
- 2) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- 3) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

### Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

#### Item No.3

The term of M/s Pavuluri and Co., Chartered Accountants, (Firm Registration No. 012194S) who were appointed as the Statutory Auditors of the Company at the 22nd Annual General Meeting of the Company, till the conclusion of 27th Annual General Meeting comes to an end and are not eligible for further re-appointment as per the provisions of Section 139 of the Companies Act, 2013.

The Board of Directors at their meeting held on 20th May 2019 had approved the appointment of M/s Bhavani and Co., Chartered Accountants (Firm Registration No. 012139S) as Statutory Auditors for a period of 5 (Five) years, subject to the approval of the members of the company.

In terms of first proviso of Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Since then, provision to sub-section (1) of Section 139 of the Companies Act, 2013, which provided for ratification every year has been deleted. Hence, the appointment of M/s Bhavani& Co. is being proposed and recommended for a period of 5 (years) without further ratification at every annual general meeting.

The appointees have confirmed their consent to act as Statutory Auditors of the Company and their compliance with the provisions of the Companies Act, 2013 as well.

The annual remuneration / fee for the financial year ending March 31, 2020 is proposed at ₹ 1,50,000/- (Rupees One Lakh Fifty thousand only), plus out of pocket expenses and taxes at the applicable rates, for the purpose of the statutory audit of the Company, which is not a material change from what was paid to M/s Bhavani& Co. for the same scope of work. The Board, including relevant committee(s) thereof, shall be given the power to agree, alter and vary the terms and conditions of such appointment, remuneration etc. including by reason of necessity on account of conditions as may be stipulated by the Companies Act, 2013, in such manner and to such extent as may be mutually agreed with the auditors. In addition to the above and in accordance with the provisions of the Act, the Board / committees thereof, may approve other services, as deemed appropriate, and remuneration for such services as required by law or otherwise, subject to the provisions of section 144 of the Act

BHAVANI & CO (Firm Registration No. 012139S) was established in 2009 and are one of the reputed chartered accountants firms having presence in both Andhra and Telangana regions and are engaged in providing chartered accounting services, during the last 10 years of its existence.

The Board of Directors recommends the passing of Ordinary Resolution set forth in the Notice for the approval of members.

#### Item No. 4

Mr. G V L Prasad (DIN: 00017081) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company upto 31st December 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors has recommended the re-appointment of Mr. G V L Prasad as Independent Director for a second term of 5 (Five) years on the Board of the Company w.e.f. 1st January 2020.

The Board based on the performance evaluation of Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, considers that given the background and experience and contributions made by Mr. G V L Prasad during his tenure, the continued association of Mr. G V L Prasad would be beneficial to the Company and it is desirable to continue and avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. G V L Prasad as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. G V L Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. G V L Prasad for the office of Independent Director of the Company.

The Company has also received declaration from Mr. G V L Prasad that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. G V L Prasad fulfils the conditions for appointment as Independent Director as specified in the Act.

A Copy of draft letter of appointment of Mr. G V L Prasad, setting out the terms and conditions of appointment is available for inspection by the members at the corporate office of the Company.

A brief profile of Mr. G V L Prasad and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

None of the Directors and Key Managerial Personnel except Mr. G V L Prasad is concerned or interested directly or indirectly in the above resolution.

The Board of Directors recommends the passing of Special Resolution set forth in the Notice for the approval of members.

#### Item No.5

Dr. Tangirala Malati (DIN-07094957) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company upto 11th March 2020.



The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors has recommended the re-appointment of Dr. Tangirala Malati as Independent Director for a second term of 5 (Five) years on the Board of the Company w.e.f. 12th March 2020.

The Board based on the performance evaluation of Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, considers that given the background and experience and contributions made by Dr. Tangirala Malati during her tenure, the continued association of Dr. Tangirala Malati would be beneficial to the Company and it is desirable to continue and avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Dr. Tangirala Malati as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. Tangirala Malati is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Tangirala Malati for the office of Independent Director of the Company.

The Company has also received declaration from Dr. Tangirala Malati that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Dr. Tangirala Malati fulfils the conditions for appointment as Independent Director as specified in the Act.

A Copy of draft letter of appointment of Dr. Tangirala Malati, setting out the terms and conditions of appointment is available for inspection by the members at the corporate office of the Company.

A brief profile of Dr. Tangirala Malati and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

None of the Directors and Key Managerial Personnel except Dr. Tangirala Malati is concerned or interested directly or indirectly in the above resolution.

The Board of Directors recommends the passing of Special Resolution set forth in the Notice for the approval of members

#### Item No. 6

Mr. Satish Khivsara (DIN: 07244464) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company upto 31st March 2020.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Satish Khivsara as Independent Director for a second term of 5 (Five) years on the Board of the Company w.e.f. 1st April 2020.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Accordingly, Mr. Satish Khivsara shall attain the age of seventy five (75) years and is eligible for re-appointment in all respects.

Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships with effect from 1st April 2020 up to 31st March, 2025 on the Board of the Company, will be required to be passed.

The Board based on the performance evaluation of Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, considers that given the background and experience and contributions made by Mr. Satish Khivsara during his tenure, the continued association of Mr. Satish Khivsara would be beneficial to the Company and it is desirable to continue and avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Satish Khivsara as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Satish Khivsara is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Satish Khivsara for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Satish Khivsara that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Satish Khivsara fulfils the conditions for appointment as Independent Director as specified in the Act.

A Copy of draft letter of appointment of Mr. Satish Khivsara, setting out the terms and conditions of appointment is available for inspection by the members at the corporate office of the Company.

A brief profile of Mr. Satish Khivsara and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

None of the Directors and Key Managerial Personnel except Mr. Satish Khivsara is concerned or interested directly or indirectly in the above resolution.

The Board of Directors recommends the passing of Special Resolution set forth in the Notice for the approval of members.

**For and on behalf of the Board of  
Krebs Biochemicals & Industries Limited**

**Sd/-**

**Avinash Ravi**

**Managing Director  
(DIN-01616152)**

**Place : Hyderabad**

**Date : 09.08.2019**

Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

| Name of the Director   | Dr. R T Ravi   | Mr. G V L Prasad  | Dr.Tangirala Malati   | Mr. Satish Khivsara   |
|--|--|---|---|---|
| Date of Birth  | 08.08.1949   | 31.07.1956  | 04.01.1950  | 21.06.1945  |
| Date of appointment/re-appointment   | 13.08.2015   | 09.08.2019  | 09.08.2019  | 09.08.2019  |
| Expertise in specific functional areas   | A bio-technologist having an experience of over 40 years in the area of applied biochemical research. He had also made an extensive study in the cultivation of medicinal plants in different agroclimatic zones of the state of Andhra Pradesh. | He is a chartered Accountant having expertise in finance and accounting and also a Law graduate having vast experience in the legal area as well. | Dr. Malati has 47 years of experience in Academic, research and General administration in the field of clinical Bio-chemistry, immunochemistry and Bio-chemistry. | Mr. Satish Khivsara is having over 40 years of expertise in the field of Finance & Entrepreneurship |
| Qualifications   | PhD (Bio-Chemistry) from National Dairy Research Institute, Karnal<br>M.Sc (Bio-Chemistry) from Baroda University  | Fellow Member of the Institute of Chartered Accountants of India, Bachelor of Law.  | Phd, FAMS, FAPS, FACBI  | B.com, FCA  |
| Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships | Nil  | Nil   | Nil   | Nil   |
| Inter se relationship among Directors  | Dr R T Ravi is father of Mr. Avinash Ravi, Managing Director of the Company.   | None  | None  | None  |
| Number of Board Meetings attended during the year out of 7 meetings.                                     | 6  | 6   | 6   | 7   |
| Sitting Fee paid during the financial year for Board Meeting   | 0.75   | 1.25  | 1.20  | 1.35  |

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

Place : Hyderabad  
Date : 09.08.2019