

Krebs Biochemicals & Industries Limited

CIN : L24110AP1991PLC103912



09th September, 2016

To,
The Manager,
Department of Corporate Relations,
BSE Limited,
P J Towers, Dalal Street,
Fort, Mumbai- 400001.

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051.

Dear Sir/Madam,

Sub: Disclosure under Reg. 30 of SEBI (LODR) Regulations, 2015


We refer to the above captioned subject; we herewith enclose a copy of the Notice of 24th Annual General Meeting of the Company which is scheduled to be held on 29th September, 2016 at S R Gardens, Kothapalli (V), Kasimkota (M), Anakapalli, Vishakapatnam (D) – 531031.

This is for your information and records of the Exchange, Please.

Thanking you,

Yours Faithfully,

For Krebs Biochemicals & Industries Limited


Haritha Varanasi
Company Secretary





NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of M/s. Krebs Biochemicals & Industries Limited will be held on Thursday, 29th September 2016 at 03:30PM at S R Gardens, 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 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2016 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 2017.”

SPECIAL BUSINESS:

4. Appointment of Mr. Manish Jain as Non-Executive Director of the Company.

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Manish Jain (holding DIN- 01856146) who was appointed as Additional Director by the Board of Directors at their meeting held on 12th February 2016 and who shall hold office till the conclusion of the ensuing AGM 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. Manish Jain as a candidate for the office of a director of the company, be and is hereby appointed as Non-Executive director and Nominee of Ipca Laboratories Limited, who is liable to retire by rotation.

5. Appointment of Mr. E.J. Babu as Non-Executive Director of the Company.

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. E.J. Babu (holding DIN-06759124) who was appointed as Additional Director by the Board of Directors at their meeting held on 12th February 2016 and who shall hold office till the conclusion of the ensuing AGM 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. E.J. Babu as a candidate for the office of a director of the company, be and is hereby appointed



as Non-Executive director and Nominee of Ipca Laboratories Limited, who is liable to retire by rotation.

6. Appointment of Mr. Raj Kamal Prasad Verma 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. Raj Kamal Prasad Verma, (holding DIN- 02166789) who was appointed as additional director by the Board of Directors in the meeting held on 12th February, 2016 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. Raj Kamal Prasad Verma 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 29th September 2021.

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

Sd/-

Avinash Ravi
Managing Director
(DIN-01616152)

Place : Hyderabad

Date : 12.08.2016

Registered Office :

Unit II, Krebs Biochemicals & Industries Limited,
Kothapalli(Village), Kasimkota(Mandal),
Anakapalli, Vishakapatnam(District), Andhra Pradesh - 531031
Email: com_sec@krebbsbiochem.com,
Website: krebbsbiochem.com
CIN:L24110AP1991PLC103912



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 22nd September 2016 to 29th September 2016 (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 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 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2015-2016 is being sent in the permitted mode.
17. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website 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.
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. 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., 22nd September 2016.
- 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 2016 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, 22nd September 2016 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 2016
End of remote e-voting : On 05.00 PM (IST) on 28th September 2016.
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 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, 29th September 2016.
- 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>.

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

Sd/-

Avinash Ravi
Managing Director
(DIN-01616152)

Place : Hyderabad

Date : 12.08.2016

**EXPLANATORY STATEMENT**

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

ITEM NO. 4:

During the year under review, Ipca Laboratories Limited has acquired joint management stake in the Company by way of acquiring shares from the promoters and by preferential allotment and also has given open offer to the shareholders of the Company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, there by becoming a part of promoter group of the company. As mutually agreed, Mr. Manish Jain, Vice-President – Business Development, Ipca Laboratories Limited, nominated by Ipca Laboratories Limited, is being appointed as Non-Executive & Nominee Directors into the Board of the Company. The Board of Directors at their meeting held on 12th February 2016 appointed Mr. Manish Jain as Additional Director – Nominee of Ipca Laboratories Limited into the Board. The Company has received a notice from a member, along with requisite deposit proposing the candidature of Mr. Manish Jain for the office of director under the category of Non-Executive Director.

The Board is of the opinion that with the expertise and sound knowledge of Mr. Manish Jain, the company would benefit immensely in financial aspects.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Manish Jain, Mr. E J Babu and Ipca Laboratories Limited, is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

ITEM No. 5:

During the year under review, Ipca Laboratories Limited has acquired joint management stake in the Company by way of acquiring shares from the promoters and by preferential allotment and also has given open offer to the shareholders of the Company under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, there by becoming a part of promoter group of the company. As mutually agreed between the companies, Mr. E.J. Babu, President – Global Business of Ipca Laboratories Limited, nominated by Ipca Laboratories Limited, is being appointed as Non-Executive & Nominee Directors into the Board of the Company. The Board of Directors at their meeting held on 12th February 2016 appointed Mr. E.J. Babu as Additional Director – Nominee of Ipca Laboratories Limited into the Board. The Company has received a notice from a member, along with requisite deposit proposing the candidature of Mr. E J Babu for the office of director under the category of Non-Executive Director.

The Board is of the opinion that with the expertise and sound knowledge of Mr. E.J. Babu, the company would benefit immensely in technical and strategic aspects.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. E. J. Babu, Mr. Manish Jain and Ipca Laboratories Limited, is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

ITEM NO.6:

Mr. Raj Kamal Prasad Verma was appointed as Additional Director on 12th February 2016, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. Raj Kamal Prasad Verma for the office of director under the category of Independent Director.



In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Raj Kamal Prasad Verma as 'Independent Director' for a term up to 29.09.2021, and pass the resolution set out at Item No. 5. The appointment of Mr. Raj Kamal Prasad Verma is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. Raj Kamal Prasad Verma has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mr. Raj Kamal Prasad Verma fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director, Mr. Raj Kamal Prasad Verma is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 6 for approval of the Members.

Brief Profile of the Directors seeking appointment:

Particulars	Mr. Manish Jain	Mr. E.J. Babu	Mr. Raj Kamal Prasad Verma
Date of appointment	12.02.2016	12.02.2016	12.02.2016
Age & Qualification	42 Years & Chartered Accountant, Executive MBA in General Management	53 years & P G Diploma in Marketing Management	67 years & Master of Business Management, P.G. Diploma in Industrial Relations & Personnel Management
Nature of expertise	Expertise in Business Development includes new product development, in-licensing of products and technology, heading contract research and manufacturing Services in Ipca Laboratories Limited. He is also acting as Secretary to the Whistle Blower Committee and Member of the Risk Management Committee of Ipca Laboratories Limited. He has also conducted statutory audits, tax audits, and financial reporting packages at Deloitte Haskins & Sells.	Skilled in marketing as well as Sales Management of Active Pharmaceutical Ingredients globally. Also experienced in logistics related functions of the export operations. He was previously associated with Tata Pharma Limited and Wockhardt Ltd. He is associated with Ipca Laboratories Ltd. since 1993.	Turn-around and Operations expert, spear-heading business organisations with P & L responsibilities and corporate strategy. He also served as head of marketing/ International Business Development, Middle management level (profit-centre head). He has served in several industries like pharmaceutical- APIs, Bio-tech, Diagnostics/ Medical devices, chemicals, Animal health products, food colours. He is also a charter member of TiE, Member – All India Management Association, Mentor – CIIE, IIM Ahmedabad; SINE- IIT Mumbai.
Directorships in another companies	1. Trophic Wellness Private Limited 2. Ipca Pharma Nigeria Limited	1. Avik Pharmaceuticals Limited	Nil
Relationship with other directors or Key Managerial Personnel	None	None	None
No. of shares held in the Company as on 31.03.2016	Nil	Nil	Nil

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

Avinash Ravi
Managing Director
(DIN-01616152)

Place : Hyderabad

Date : 12.08.2016