

# Krebs Biochemicals & Industries Limited

CIN : L24110AP1991PLC103912



12<sup>th</sup> April 2017

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

Dear Sir/Madam,

Sub: Submission of Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2017  
Ref: Reg. 27 of SEBI (LODR) Regulations, 2015

We refer to the above captioned subject, we herewith submit you the corporate governance report for the quarter ended 31<sup>st</sup> March, 2017.

Kindly take the same into your records.

Thanking You,

Yours Faithfully,  
For Krebs Biochemicals & Industries Limited

  
  
Haritha Varanasi  
Company Secretary\*

1. Name of the Company: Krebs Biochemicals & Industries Limited
2. Quarter ending : 31<sup>st</sup> March, 2017

I. Composition of Board of Directors									
Title	Name of the Director	Pan & DIN	Category (Chairperson/Executive/Independent/Nominee)	Date of Appointment in the current term/ Cessation	Tenure	No. Of Directorships in listed entities including this company	No. Of memberships in Audit/Stakeholder Committee(s) including this Company	No. Of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this company	
Mr.	Ravindranath Tagore Ravi	ABAPT0425F 00272977	Non-Executive Director & Chairman	29.09.2015	---	1	Member- Nomination & Remuneration Committee Member- Stakeholders Relationship Committees Other Companies – Nil	Nil	
Mr.	G V L Prasad	AENPG3533M 00017081	Independent	31.12.2014	5 years	1	Member- Nomination & Remuneration Committee Member- Stakeholders Relationship Committees Other Companies – Nil	Chairman- Audit Committee & Stakeholders Relationship Committee Other Companies - Nil	
Mr.	Avinash Ravi	AEWPR8587D 01616152	Executive	29.09.2015	3 years	1	Member- Stakeholders Relationship Committee Other Companies – Nil	Nil	
Mrs.	Tangirala Malati	AEUPT4243A	Independent	11.03.2015	5 years	1	Member- Audit Committee	Nil	



		07094957								Member- Nomination & Remuneration Committee	
Mr.	Satish Khivsara	ACVPK3237G 07244464	Independent	29.09.2015	5 years	1	1	Member- Audit Committee Member- Stakeholders Relationship Committee	Chairman- Nomination & Remuneration Committee	Nil	Nil
Mr.	Manish Jain	ABPPJ7422B 01856146	Non-Executive & Nominee Director	12.02.2016	---	1	1			Nil	Nil
Mr.	E.J. Babu	AAAPE0146R 06759124	Non-Executive & Nominee Director	12.02.2016	---	1	1			Nil	Nil
Mr.	Raj Kamal Prasad Verma	ABHPV6666R 02166789	Independent	12.02.2016	5 years	1	1			Nil	Nil

### II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	1. Mr. G V L Prasad – Chairman 2. Mrs. Tangirala Malati- Member 3. Mr. Satish Khivsara- Member	Independent Independent Independent
2. Nomination & Remuneration Committee	1. Mr. Satish Khivsara – Chairman 2. Mrs. Tangirala Malati- Member 3. Dr. R T Ravi- Member 4. Mr. G V L Prasad- Member	Independent Independent Non-Executive & Chairman (Promoter) Independent
3. Stakeholders Relationship Committee	1. Mr. G V L Prasad- Chairman 2. Mr. Satish Khivsara – Member 3. Dr R T Ravi - Member 4. Mr. Avinash Ravi - Member	Independent Independent Non-Executive & Chairman (promoter) Executive

### III. Meeting of Board of Directors

Dates of Meetings in the previous quarter	Date(s) of meetings in the relevant quarter	Maximum gap between any consecutive meeting
1. 07.12.2016	1. 09.02.2017	64 days

### IV. Meeting of Committees

Dates of meeting of the Committee in the relevant quarter	Whether requirement of quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive
			two consecutive



		meetings in number of days.	64 days
1. 09.02.2017 – Audit Committee	Yes	7 <sup>th</sup> December, 2016- Audit Committee	
V. Related Party Transactions			
	Subject		
	Whether prior approval of audit Committee obtained	Compliance status (Yes/No/Not Applicable)	Yes
	Whether shareholders approval obtained for material Related Party Transactions		Not Applicable
	Whether details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable
VI. Affirmations			
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		
2.	The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
a)	Audit Committee		
b)	Nomination & Remuneration Committee		
c)	Stakeholders Relationship Committee		
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.		
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.		

For Krebs Biochemicals & Industries Limited

  
Haritha Varanasi  
Company Secretary



Annexure-II

Format to be submitted by the entity at the end of the Financial Year

I. Disclosure on website in terms of Listing Regulations	Compliance Status (Yes/No/Not Applicable)
Item	
Details of Business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining "Material " subsidiaries	Not Applicable
Details of familiarization programs imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with media companies and/or their associates	Not Applicable
New name and old name of the listed entity	Not Applicable
II. Annual Affirmations	
Particulars	Regulation No.
Independent Directors have been appointed in terms of specified criteria of "independence" and/or "eligibility"	16(1)(b) & 25(6)
Board Composition	17(1)
Meeting of Board of Directors	17(2)
Review of Compliance Reports	17(3)
Plans for orderly succession for Directors	17(4)
Code of Conduct	17(5)
Fees/compensation	17(6)
Minimum information	17(7)
	Compliance Status (Yes/No/Not Applicable)
	Yes
	Yes
	Yes
	Yes
	Yes
	Yes
	Yes
	Yes



Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Not Applicable
Vigil mechanism	22	Yes
Policy of related party transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5), (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes

III. The Company doesn't have any material subsidiaries and the regulations pertaining to material subsidiaries don't apply.

  
  
Haritha Varanasi  
Company Secretary & Compliance Officer