

Krebs Biochemicals & Industries Limited

8-2-577/B, Plot No. 34, 3rd Floor, Maas Heights, Road No. 8, Banjara Hills, Hyderabad-500 034

CIN : L24110TG1991PLCO13511



08th October, 2015

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: Submission of Notice of Postal Ballot

We refer to the above mentioned subject, we herewith intimate the Exchange, that the Board of Directors of the Company at their meeting held on 3rd October, 2015 has approved the shifting of registered office of the Company from from Hyderabad, Telangana to Visakhapatnam, Andhra Pradesh and the notice of postal ballot for obtaining the approval of the shareholders for the proposed shifting.

In view of the above, we herewith submit to the Exchange, the notice of postal ballot for the shifting of registered office from Hyderabad, Telangana to Visakhapatnam, Andhra Pradesh.

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

Thanking you,

Yours Faithfully,
For Krebs Biochemicals & Industries Limited


Haritha Varanasi
Company Secretary



KREBS BIOCHEMICALS AND INDUSTRIES LIMITED

CIN: L24110TG1991PLC013511

Regd. Office: Plot No. 34, 8-2-577/B, Road No. 2, Banjara Hills, Hyderabad – 500034

Tel: 040 – 66037777 Fax: 040 – 66037755

e-mail: com_sec@krebsbiochem.com Website:www.krebsbiochem.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014

Dear members,

Notice is hereby given to the members, pursuant to Section 110 and the applicable provisions of Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, that resolutions appended below is proposed to be passed as Special Resolutions by way of Postal Ballot.

The Board of Directors of the Company at its meeting held on 03rd October, 2015 subject to the approval of the Members of the Company by way of Special Resolutions and subject to the necessary approval of such authorities as may be required, has approved the following resolution as set out in the notice.

Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules and Clause 35B of the Listing Agreement, the consent of the members for the above purpose is sought to be obtained by way of Postal Ballot / E-voting ("Postal Ballot"). The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956) read with Section 110 of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Companies (Management and Administration) Rules, setting out the material facts of the resolutions are appended below for consideration of the members.

Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said resolutions setting out the material facts and reasons thereof is annexed to the Notice. Said Resolutions and Explanatory Statement thereto along with the Postal Ballot Form is being sent herewith for your consideration.

The Company has appointed Mrs. K. Jhansi Laxmi, Practising Company Secretary, Hyderabad as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to go through the proposed Resolutions along with the Explanatory Statement and then mark your ASSENT or DISSENT by filling the details and affixing your Signature at the marked place in the Postal Ballot Form and return it in the enclosed postage Business Reply Envelope so as to reach the Scrutinizer on or **before 7th day of November 2015**. Your ASSENT or DISSENT received after 7th day of November, 2015 would be strictly treated as if no reply has been received. Upon completion of the scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman/Managing Director. The **results of the Postal Ballot** shall be announced on **9th day of November, 2015** at the Registered Office of the Company and shall also be displayed on the company's website www.krebsbiochem.com besides communicating to the Stock Exchange on which the shares of the Company are listed.

The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the Postal Ballot Form.

Mr Avinash Ravi, Managing Director and Ms. Haritha Varanasi, Company Secretary of the company are authorized severally to do all necessary steps, acts, deeds and things as may be required to complete the procedural and other formalities for getting the resolutions passed through postal ballot.

1. Shifting of Registered office from the state of Telangana to the state of Andhra Pradesh

To consider and give ASSENT/DISSENT to the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of section 13 read with section 12(4) and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the such authorities as may be required, the consent of the members be and is hereby accorded to the Company to shift the registered office of

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

II. The Registered Office of the Company shall be situated in the State of Andhra Pradesh.

RESOLVED FURTHER THAT Mr. Avinash Ravi, Managing Director or any Director of the Company be and are hereby authorized severally to sign the petition, application, affidavits and such other documents as may be necessary in this regard and to file a petition before the Company Law Board/Central Government for and on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

2. To maintain the books of accounts and other statutory records and registers of the Company at the Corporate Office of the Company.

To consider and give ASSENT/DISSENT to the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 94(1), 128(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory re-enactment or modification thereof for the time being in force), consent of the members of the Company be and is hereby accorded to maintain the books of the accounts and other statutory records and registers of the Company and copies of Annual Returns filed by the Company under Section 92 of the Companies Act, 2013 at the Company’s Corporate Office situated at Plot No. 34, 8-2-577/B, Road No.8, Banjara Hills, Hyderabad, Telangana- 500034 with effect from the date of the order passed by the Central Government confirming the shifting of the registered office from the State of Telangana to the State of Andhra Pradesh.”

“RESOLVED FURTHER THAT Mr. Avinash Ravi, Managing Director and Ms. Haritha Varanasi, Company Secretary of the Company be and are hereby severally authorized to do all other acts, deeds and things as may deem fit and necessary to give effect to the above resolution.”

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

Sd/-
Avinash Ravi
Managing Director
(DIN-01616152)

Place:Hyderabad
Date : 03.10.2015

Encl:

- 1) Notice and Explanatory Statement
- 2) Postal Ballot Form
- 3) Self – addressed Postage prepaid envelope.

NOTES:

Statement pursuant to Section 102 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed.

Notice is being sent to all Members, whose names appear on the Register of members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited as on 02nd day of October, 2015. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date should treat the notice as intimation only.

Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. However, envelopes containing the Postal Ballot Form, if sent by Courier at the expense of eligible Members, will also be accepted.

Results of this Postal Ballot will be declared on 09th day of November, 2015 at 12.00 Noon at the registered office of the Company.

Members are requested to make all correspondence pertaining to shares to the Company's Registrar & Transfer Agent.

In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

The facility of voting by electronic means is being provided by Karvy Computer Share Private Limited for which the same will be mailed to Members separately by the RTA.

All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m and 1.00 p.m on any working day except Saturday and public holidays.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 sets out all material facts relating to the business mentioned in the accompanying Notice dated 03rd day of October, 2015:-

Resolution No.1

Until 2nd June, 2014 Hyderabad where the present Registered Office of the Company is situated in the State of Andhra Pradesh. Post this bifurcation of the state as per AP Re-organization Act, and as a consequence of this, Hyderabad is now falling under the new State of Telangana. The Company's Registered Office is presently situated in Hyderabad which now falls under Telangana State. The Company's manufacturing units are located at Nellore (Unit I) and Visakhapatnam (Unit II) both falling in the residual State of Andhra Pradesh. Majority of the business activities of the Company are situated in the State of Andhra Pradesh.

Therefore, discharge of statutory obligations of the company will be better taken care by having the registered office of the Company in Andhra Pradesh.

In terms of the provisions of section 13 of the Companies Act, 2013, the registered office of the Company may be shifted from one state to another by way of approval of the members with special resolution and confirmation of such authorities as may be necessary.

Accordingly, consent of members is being sought by passing special resolution as set out in the notice.

None of the directors or key managerial personnel of the company and their relatives is concerned or interested in the above said resolution.

Resolution No.2:

The Company's registered office is situated at plot no - 34, 8-2-577/B, Road No.2, Banjara Hills, Hyderabad, Telangana- 500034. Consequent on bifurcation of Andhra Pradesh into Telangana State and Andhra Pradesh, approval of the members through postal ballot is sought for shifting of registered office from the Hyderabad, Telangana to Visakhapatnam, Andhra Pradesh. On receipt of necessary approvals, the registered office of the Company will be shifted From Hyderabad to Visakhapatnam. However, the Corporate Office of the Company will continue to operate from Hyderabad to co-ordinate banking operations, purchases etc., due to well furnished infrastructure of the Company in Hyderabad. The Board recommends maintaining the books of accounts and other records and statutory registers and Annual Returns filed under Section 92 of the Act, at the Corporate Office for better monitoring and operational convenience.

Further under the provisions of the Companies Act, 2013 the books of accounts and all other statutory records and registers of the Company are required to be maintained at the registered office of the company unless a special resolution is passed by the members of the Company authorising the maintaining of books of accounts and other statutory records and registers at any other place beyond the city limits.

None of the Directors, promoters or KMP or any of their relatives are interested or concerned directly or indirectly in the proposed resolution.

Voting through Electronic Means:

According to the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, E-Voting is mandatory in respect of all resolutions passed at the general meetings of the shareholders and hence the Company provides the same. The internet link of such e-voting platform and the instructions to e-voting is given in the postal ballot form which is annexed to the notice of postal ballot. The Company shall continue to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing on a postal ballot as per the provisions of the Companies (Management & Administration) Rules, 2014.

Commencement of e-voting : Friday, 09th October, 2015 at 09.00 AM

End of e-voting : Saturday, 07th November, 2015 at 05:00 PM

1. Launch internet browser by typing the URL : <https://evoting.karvy.com>
2. Enter the log in credentials which will be sent separately. The DP ID and Client Id / folio no. for physical shares shall be your user id. if you are already registered with Karvy for e-voting, you can use your existing User Id and Password to cast your vote.
3. After entering these details appropriately, Click on "LOGIN".
4. 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.**
5. You need to log in again with the new credentials.
6. On successful log in, the system will prompt you to select the E-Voting Event Number for Krebs Biochemicals & Industries Limited.
7. 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 of 2nd October, 2015. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
8. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
9. 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.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. A confirmation box will be displayed. Click "OK" to confirm else "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).**

12. 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."