

Krebs Biochemicals & Industries Limited



CIN: L24110AP1991PLC103912

28th May 2025

To,
BSE Limited,
P J Towers, Dalal Street,
Fort, Mumbai- 400001.

Scrip Code : 524518

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

Scrip Code : KREBSBIO

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March 2025.

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of Annual Secretarial Compliance Report for the financial year ended 31st March 2025.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Krebs Biochemicals and Industries Limited

Rakesh R Kalbate
Company Secretary & Compliance Officer
A66666

Encl: A/a.

Annual Secretarial Compliance Report
of
KREBS BIOCHEMICALS AND INDUSTRIES LIMITED
for the year ended 31st March 2025

We, DSMR & Associates, Secretarial Auditor have examined:

- a) all the documents and records made available to us and explanation provided by KREBS BIOCHEMICALS AND INDUSTRIES LIMITED
- b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March 2025 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued there under by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
 - 20,400 Equity shares belonging to the promoters are under dispute in the court of law and hence the shares to that extent are not dematerialized.
 - There is non-compliance with Regulation 17(1)(b) and Regulation 17(1)(e), as detailed in the table below.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Company has not raised any capital during the reporting period; hence reporting of compliance under these regulations does not arise.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the period of our audit, there were no transactions. Hence, the reporting of Compliance under these regulations does not arise.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the period of our Audit, the Company has not done any buy back of its securities. Hence, the reporting of compliance under these regulations does not arise.

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

During the period of our audit, there were no transactions. Hence, the reporting of Compliance under these regulations does not arise.

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

During the period of audit, the Company has not issued any non-convertible Securities. Hence, the reporting of Compliance under these regulations does not arise.

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (detail mentioned in the table given below).

(h) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below-

Sr. No.	Compliance Requirement	Regulations /Circular No.	Deviation	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
1.	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	20,400 equity shares of the promoters are not dematerialized.	NA	NA	20,400 Equity shares belonging to the promoters are under dispute in the court of law and hence the shares to that extent are not dematerialised	NA	As we observe from the records that there is non-compliance with regard to requirement of maintaining 100% of the promoters holding in Demat form.	Since the shares are subject matter of a case in the Hon'ble High Court the promoters are putting their best efforts to get the Case disposed.	The Shares held by Promoters are matter of Sub-Judice.

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	specified by the Board									
2	If the regular non-executive Chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of the board of directors or at one level below the board, then at least half of the board of directors of the listed entity shall consist of independent directors.	Regulation 17(1)(b) of SEBI (LODR) Regulation	The Board was non-compliant during the period 01-Jan-2025 and 3-Feb-2025, due to a gap in appointment of Independent Director.	NA	NA	The listed entity did not maintain the required composition of the Board between 01-Jan-2025 and 3-Feb-2025, post the completion of tenure of Mr. Venkata Lakshmi Prasad Gundapaneni, Independent Director.	NA	As we observed that the listed entity did not maintain the required composition of the Board between 01-Jan-2025 and 3-Feb-2025, post the completion of tenure of Mr. Venkata Lakshmi Prasad Gundapaneni, Independent Director. However, the Company has rectified the non-compliance by appointing a new Independent Director on February 4, 2025.	The Company has rectified the Non Compliance, inter-alia by appointing new 4 Independent Director on 4 th February 2025, being first Board Meeting of the Company after retirement of Mr. G. V. L. Prasad as an Independent Director.	
3	If the vacancy of an Independent Director arises due to expiration of tenure, the vacancy must be filled on or before the date of such vacancy.	Regulation 17(1E) of SEBI (LODR) Regulation	The Independent Director was not appointed prior to the end of tenure of the outgoing Independent director.	NA	NA	The company failed to appoint an Independent Director before the completion of tenure of Mr. Venkata Lakshmi Prasad Gundapaneni.	NA	We Observed that there was The delay in appointment of Independent Director resulted in temporary non-compliance with Regulation 17(1E).	The Company has rectified the Non Compliance, inter-alia by appointing new Independent Director on 4 th February 2025, being first Board Meeting of the Company after retirement of Mr. G. V. L. Prasad as an Independent Director.	

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(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports)(PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, Taken by the listed Entity	Comments of the PCS On the actions taken by the listed entity
1.	Entire shareholding of the promoter group not in Demat form.	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board	Entire shareholding of the promoter group not in Demat form. No Penalty imposed by any authority for the said deviation	Since the shares are subject matter of a case in the Hon'ble High Court the promoters are putting in their best efforts to get the case disposed.	There has no action initiated or penalty levied by the Stock Exchange in this regards.

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1. I hereby report that, during the review period the compliance status of listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	NA
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per there regulations/circulars/guidelines issued by SEBI. 	Yes, The Company has adopted all the applicable policies with the approval of the Board of Directors of the Company and it is in conformity with SEBI Regulations and have been reviewed and updated	NA

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3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and Specific which redirects to the relevant document(s)/section of the website. 	<p>Yes, The Company has maintained proper records under the provisions of the above and Circulars/Guidelines issued, thereunder, so far as it appears from my examination of those records Except All the web links provided in the homepage of Annual Compliance Report is directing to the Homepage instead of relevant section of the company website.</p>	NA
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entities/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	<p>Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013</p>	NA
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>The Listed entity does not have any material Subsidiary</p>	NA
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes, As per the confirmation given by the Company and on our Proper verification of records the Company is maintaining and preserving records as per the policy under SEBI Regulations</p>	NA

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7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes, the company has conducted performance evaluation as prescribed under SEBI regulation.</p>	NA
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions; In case no prior approval obtained, the listed entity shall provide detailed reasons alongwith confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>The listed entity has obtained the prior approval of the Audit Committee for all the related party transactions.</p>	NA
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>The company is providing required disclosure under Regulation 30 alongwith Schedule III of SEBI (LODR) Regulation 2015 within the prescribed time limit</p>	NA

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10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>The company has a Structured Digital Database (SDD) in place that comply all the condition mentioned under this regulation and Company has submitted timely reports on this.</p>	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p>	<p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	<p>As reported by the Management of the Company, there were no action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>During the period under review, there has been no instance of resignation of the Statutory Auditor of the Company. However, M/s. Bhavani & Co., Chartered Accountants, have been re-appointed as the Statutory Auditors of the Company for a second term of three years, with the approval of the members at the 32nd Annual General Meeting held on 27th September 2024. Their term will continue from the conclusion of the 32nd AGM until the conclusion of the 35th AGM, to be held in the year 2027.</p>

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13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc., except as reported above.	NA	During our Audit Period no non-compliance observed for any SEBI regulation/circular/guidance note etc.
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For DSMR & Associates
Company Secretaries

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Date: 28th May, 2025
Place: Hyderabad

D S M Ram
C. P. No. 4239
Proprietor

UDIN: A014939G000467336

Peer Review Certificate No. 1252/2021 dated 15th May, 2021