

Krebs Biochemicals & Industries Limited



CIN: L24110AP1991PLC103912

27th May 2024

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

Scrip Code : 524518

To,
The Manager,
Listing Department,
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 2024.

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 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Krebs Biochemicals and Industries Limited

Jitendra Shah

Managing Director & CEO

DIN: 09377846

Encl: A/a.

Annual Secretarial Compliance Report
of
" KREBS BIOCHEMICALS AND INDUSTRIES LIMITED"
for the year ended 31st March 2024

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 2024 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and theregulations, 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;
- Entire shareholding of promoter is not in dematerialized form.
- (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.

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- (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.

- (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-

S	Compliance Requirement	Regulations/Circular No.	Deviation	Action taken by	Type of action	Details of Violation	Fine Amount	Observation/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 specified by the Board	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	Entire shareholding of the promoter group not in Demat form.	NA	NA	Entire shareholding of the promoter group not in Demat form.	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.
2	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior	SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 th July 2023 Disclosure under Clause	Non-submission of required Disclosure Under Clause (7) of Para A of Part A of Schedule III of Regulation 30 of SEBI	BSE Limits	Clarification	IN case of resignation of CS company didn't not submit the disclosure as per SEBI(LODR) Regulations	NA	We observe that the listed entity informed the stock exchanges about resignation of CS within the prescribed time limit but didn't not file the disclosure require under SEBI/HO/CFD/CF	Due to oversight company didn't not file disclosure relating to resignation of CS but later on after receiving query from BSE Ltd, Company has filed the require information and Disclosure	There has no action initiated or penalty levied by the Stock Exchange in this regards.

	management, Compliance Officer or director in case of resignation.	(7) of Para A of Part A of Schedule III of Regulation 30 of SEBI (LODR) 2015	(LODR) 2015 in case of resignation of Company Secretary					D-PoD- 1/P/CIR/2023/123 dated 13 th July 2023	
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(b) 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 31.03.2023	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.

I. I/we hereby report that, during the review period the compliance status of the 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>	<p>Yes, except one day delay in circulation of Minutes of meetings held on 24th May 2023</p>	<p>NA</p>
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 the regulations/ circulars/guidelines issued by SEBI. 	<p>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</p>	<p>NA</p>
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 	<p>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.</p> <p>* All the web links provided in Annual Corporate Governance report is directing to the HOME Page of the Website instead of relevant Sections of the Website.</p>	<p>NA</p>

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS*
	specific which redirects to the relevant document(s)/section of the website.		
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013.	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>	During the Audit period Company doesn't have any subsidiary.	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>	As per the verification of the records we state that the Company is preserving and maintaining records as per the policy.	NA
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>	The company has conducted performance evaluation as prescribed in SEBI regulation.	NA

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with 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: 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 along with Schedule III of SEBI (LODR) Regulation 2015 within the prescribed time limit EXCEPT- The providing details of Resignation of Company Secretary under Clause (7) of Para A of Part A of Schedule III of Regulation 30 of SEBI (LODR) 2015</p>	NA
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>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: 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>	<p>Not Applicable</p>	<p>During the period of our Audit there has been No instance of Resignation of the Statutory Auditor.</p>
13.	<p>Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>		<p>During our Audit Period No non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>

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.

Place: Hyderabad
Date: 24th May, 2024

For DSMR & Associates
Company Secretaries

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Proprietor
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Peer Review Certificate No. 1252/2021