



KREBS BIOCHEMICALS & INDUSTRIES LIMITED

CIN: L24110AP1991PLC103912

Regd Office : Kothapalli Village, Kasimkota Mandal, Anakapalli, Visakhapatnam – 531 031; A.P.

Corp Office : 8-2-577/B, Plot No. 34, 3rd Floor, Maas Heights, Road No.8, Banjara Hills, Hyderabad -500034

Tel: No. 040-91211 44984; E-mail: investors@krebsbiochem.com

NOTICE

NOTICE is hereby given that an EXTRA ORDINARY GENERAL MEETING of the members of Krebs Biochemicals & Industries Limited (the Company) will be held at Registered office of the Company at Kothapalli (Village), Kasimkota (Mandal), Anakapalli, Vishakapatnam (District), Andhra Pradesh - 531031 on Saturday, 1st February, 2020 at 09.30 a.m. to transact the following business.

SPECIAL BUSINESS:

ITEM 1

ISSUANCE OF EQUITY SHARES TO M/s IPCA LABORATORIES LIMITED, PART OF THE PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS

To consider and to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution indicated as Item 2 under Special business of the EGM Notice passed at the Extra ordinary General Meeting (EGM) of the members of the company held on 22nd November, 2019 and pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the

Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot upto 13,70,000 (Thirteen Lakh Seventy Thousand Only) equity shares of Rs. 10/- each of the Company for cash at a price of Rs. 86/- per Equity Share, including premium of Rs. 76/- per Equity Share amounting upto Rs. 11,78,20,000/- (Eleven crore Seventy Eight Lakhs twenty thousand only) to M/s Ipcalaboratories Limited, entity forming part of the promoter group of the Company (“proposed allottee”) on preferential basis in such manner as the Board of Directors may think fit in its absolute discretion.

RESOLVED FURTHER THAT the Board of directors of the company be and are hereby also authorized, if necessary or expedient, to allot such less number of Equity Shares, as they deem fit, not exceeding in aggregate upto 13,70,000 equity shares, and that the shares so allotted shall rank pari passu with the then existing equity shares of the Company and the allotment shall be made in such form and manner and upon such terms and conditions as may be determined by the Board of Directors in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of Equity Shares in accordance with the SEBI ICDR Regulations shall be 2nd January, 2020, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed issue of Equity Shares on preferential basis.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Company shall procure the listing and trading approvals for the Equity Shares proposed to be issued and allotted to the proposed allottee from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (ii) The Equity Shares to be allotted as above shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the existing then Equity Shares of the Company.

- (iii) The Equity Shares issued as above shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares effecting any modifications to the foregoing, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of and listing and trading of Equity Shares), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board of Directors, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without necessity of any further approval(s) of the shareholders of the Company.”

ITEM NO. 2

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO M/s IPCA LABORATORIES LIMITED, PART OF THE PROMOTER GROUP OF COMPANY ON PREFERENTIAL BASIS

To consider and to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution indicated as Item 3 under Special business of the EGM Notice passed Extra ordinary General Meeting (EGM) of the members of the company held on 22nd November, 2019 and pursuant to Provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable

laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches amounting upto 35,60,000 (Thirty Five Lakhs Sixty thousand only) convertible warrants (“Warrant(s)”) at a price of Rs. 86/- per warrant with right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“Equity Shares”) at a premium of Rs. 76/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants aggregating upto Rs. 30,61,60,000/- (Rupees Thirty Crore Sixty One lakhs Sixty thousand only), on preferential basis to M/s Ipca Laboratories Limited (“proposed allottee”), forming part of the Promoter Group of the Company, for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 2nd January, 2020, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Warrants convertible to equity shares shall be subject to the following terms and conditions:

- (i) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the option of converting Warrants into Equity Shares in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants convertible into equity shares by issuing a written notice to the Company specifying the number of Warrants convertible into equity shares proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holder.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by

the Warrant holder at the time of the exercise of the Warrant(s).

- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.
- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such

delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without necessity of any further approval(s) of the shareholders of the Company.”

By Order of the Board
For **Krebs Biochemicals & Industries Ltd.**

Dr. R T Ravi
Chairman
DIN : 00272977

Place : Hyderabad

Date : 02-01-2020

Registered Office :

Kothapalli Village, Kasimkota Mandal,
Anakapalli, Visakhapatnam – 531 031; A.P.

NOTES:

1. A member entitled to attend and vote at the extra-ordinary general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than Fourty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at this Meeting.
3. Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.
4. Members/Proxies/Authorised Representatives are requested to bring to the meeting the necessary details of their shareholdings and attendance slip.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Electronic copy of the Notice of Extra-ordinary General Meeting (EGM) of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the

Company/Depository Participants(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 Notice of the Extra-ordinary General Meeting of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

7. Members may also note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website, www.krebsbiochem.com for their download. 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 members may also send requests to the Company's Investors email id: com_sec@krebsbiochem.com
8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide facility to members to exercise their right to vote on resolutions proposed to be passed at the EGM through electronic means and have engaged the services of KFin Technologies Private Limited as the Authorised Agency to provide Remote e-Voting facility. The members may cast their votes on electronic voting system from place other than the venue of the meeting (Remote e-Voting).
9. The route map showing directions to reach the venue of the EGM is annexed.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING

- (1) Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by KFinTech Fintech Private Limited
 - II. The facility for voting through ballot paper shall be made available at the Venue of the EGM and the members attending the meeting who have not cast their vote by

remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, 29th January, 2020 at 9:00 am and ends on Friday, 31st January, 2020 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 25 th January, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter. Any person who is not a Member as on the cut-off date should treat this notice for information purpose only. Once the vote on a resolution is cast by the member through evoting, the member shall not be allowed to change it subsequently.

A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- V. The instructions for e-voting are as under:

The details of the process and manner for remote e-voting are explained herein below:

 - 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 postal Ballot ("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 " 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 KFin Technologies Private Limited ("KFinTech") 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 ballot Poll 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., 25th January, 2020.

- 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, 25th January, 2020 only shall be entitled to avail the facility of remote e-voting / Poll.
- 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, 25th January, 2020, 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.KFintech.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 KFintech's Toll Free Number 1-800-3454-001.

If the member is already registered with KFintech 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 Wednesday, 29th January, 2020
End of remote e-voting : On 05.00 PM (IST) on Friday, 31st January, 2020

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (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 www.krebsbiochem.com and on the website of KFintech <https://evoting.KFintech.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, 1st February, 2020.
- xii) Instructions and other information relating to e-voting
- 1) A. A member receiving an e-mail from KFintech (For members whose e-mail addresses are registered with the Company/Depository Participant(s):
 - a) Launch internet browser by typing the URL : <https://evoting.KFintech.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 KFintech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.KFintech.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 KFintech's website <https://evoting.KFintech.com>

By Order of the Board
For **Krebs Biochemicals & Industries Ltd.**

Dr. R T Ravi
Chairman
DIN : 00272977

Place : Hyderabad

Date : 02-01-2020

Registered Office :

Kothapalli Village, Kasimkota Mandal,
Anakapalli, Visakhapatnam – 531 031; A.P.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the company had passed the necessary special resolutions at the Extra Ordinary General meeting passed by the members of the Company held on 22nd November, 2019.

Pursuant to the said special resolutions passed by the members of the Company at their Extra Ordinary general Meeting (EGM) held on 22nd November, 2019, the Company had applied to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for in principle approval for allotment of equity shares and warrants convertible into equity shares to the shareholders forming part of promoter group of the Company on preferential basis in accordance with the terms and conditions of the resolutions passed at the said EGM.

Though NSE gave its in principle approval to the Company's application, BSE informed the Company that one of the proposed allottee, Mrs Hemalatha Ravi is found to be non-compliant with the provisions of Regulation 160 (c) of SEBI ICDR Regulations since 1000 equity shares held by her is not in demat mode, though another proposed allottee M/s Ipca Laboratories Ltd is found to be compliant. As per Mrs. Hemalata Ravi the 1000 equity shares held by her in the Company could not be converted into demat by her since they are subject matter of an ongoing dispute and therefore, sub judice.

Though BSE informed the Company to take their in principle approval for allotment of equity shares and warrants convertible into equity shares only to M/s Ipca Laboratories Ltd, the Board of Directors of the Company decided that the same cannot be acted upon as it is not in accordance with the resolutions passed by the members of the Company at the EGM held on 22nd November, 2019.

Therefore, the Board of Directors of the Company have decided to take fresh approval of the shareholders of the Company for raising funds by way of issue of equity shares and warrants to M/s Ipca Laboratories Limited, Part of the Promoter Group of the Company, on Preferential basis, in terms of resolutions under Item 1 and 2 above. Accordingly, the Board of Directors of the Company in their meeting held on 2nd January, 2020 accorded their approval for raising funds through issuance of Equity Shares and Warrants convertible into Equity Shares to M/s Ipca Laboratories Limited, the member of the promoter group of the Company ("proposed allottee") on a preferential basis subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential

issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company (the Board) at their meeting held on 2nd January, 2020, had approved the issue of Equity Shares and Warrants convertible into Equity Shares and accordingly proposes to issue and allot upto 13,70,000 Equity Shares of Rs. 10/- each at a price of Rs. 86/- per Equity Share, to M/s Ipca Laboratories Limited, entity forming part of the promoter group of the Company, on preferential issue basis.

The Board of Directors have also approved issue of upto 35,60,000 Warrants convertible into Equity Shares to M/s Ipca Laboratories Limited, a Promoter group entity, at a price of Rs.86/- per warrant, giving the warrant holder a right to apply and be allotted, in one or more tranches, 1 (one) Equity Share of Rs. 10/- each, per warrant, at a price of Rs. 86/- per equity share (including premium of Rs.76/- per Equity Share) within a period of 18 months from the date of allotment of the Warrants.

Each warrant proposed to be issued as above is convertible into One (1) Equity Share of the Company at a price of Rs. 86/- per share and the conversion can be exercised at any time, at the option of the allottee, in one or more tranches, during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable.

Accordingly, the approval of the members of the Company is being sought, by way of special resolutions, to create, offer, issue and allot, Equity Shares and Warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottee as stated hereinabove.

The Equity Shares and the Warrants convertible to equity shares to be issued pursuant to the above mentioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares proposed to be issued / allotted and the Equity Shares arising out of the conversion of the warrants shall rank pari passu inter-se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolutions proposed at Item Nos. 1 and 2 are as follows:

a) Objects of the preferential issue of Equity Shares and Warrants Convertible into Equity Shares proposed to be allotted :

In order to meet long-term funding requirements of the Company inter-alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting Company's working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

b) Type and number of securities to be issued

It is proposed to create, offer, issue and allot upto 13,70,000 Equity Shares of Rs. 10/- each at a price of Rs. 86/- per Equity Share including premium of Rs. 76/- per Equity share to M/s Ipca Laboratories Limited, entity forming part of the promoter group of Company, on preferential issue basis and also upto 35,60,000 Warrants Convertible to equity shares to M/s Ipca Laboratories Limited, an entity forming part of the Promoter group, giving the warrant holder a right to apply and be allotted, per each Warrant, in one or more tranches, 1 Equity Share of Rs. 10/- each of the Company at a price of Rs. 86/- per Equity Share, including premium of Rs. 76/- per Equity Share.

c) Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the equity shares of the Company are infrequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations. Hence in accordance with Regulation 165 of the ICDR Regulations a valuation report dated 02-01-2020 has been obtained from an independent registered valuer. The valuation is based on valuation parameters such as book value, comparable trading multiples, and such other parameters as are customary for valuation.

d) Relevant Date

The "Relevant Date" in accordance with SEBI ICDR Regulations would be 2nd January, 2020 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Shares and Warrants convertible into Equity Shares.

e) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The proposed allottee is a part of the promoter group of the Company. M/s Ipca Laboratories Limited, is an entity forming part of the promoter group of the Company and intend to subscribe to the offer as under :

Name of the	Number of Equity Shares	Number of Warrants Convertible to equity shares
Ipca Laboratories Limited	13,70,000	35,60,000

Apart from the proposed allottees as above, none of the Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to this offer.

f) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares and the Equity Shares upon conversion of the Warrants as per resolutions at Item No. 1 and 2 to this notice and assuming conversion of all the Warrants (Convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to M/s Ipca Laboratories Limited, member of the promoter group of the Company as per the resolution:

S.No	Category	Pre-issue		Proposed Issue		Post-issue #	
		Shares	%	Equity	Warrants	Shares	%
1	Promoters						
	Individuals	49,78,230	29.93	-	-	49,78,230	23.09
	Body Corporates	57,75,195	34.73	13,70,000	35,60,000	1,07,05,195	49.65
	Total	1,07,53,425	64.66	13,70,000	35,60,000	1,56,83,425	72.74
2	Public						
a	Institutional Investors	2,971	0.02	-	-	2,971	0.01
b	Non Institutional Investors						
	Indian Public	37,20,081	22.37	-	-	37,20,081	17.25
	Others (including NRI)	21,54,109	12.95	-	-	21,54,109	9.99
	Total	58,77,161	35.34	0	0	58,77,161	27.26
	Grand Total	1,66,30,586	100.00	13,70,000	35,60,000	2,15,60,586	100.00

assuming full conversion of the warrants within 18 months

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 27th December, 2019.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.

g) Proposed time frame within which the preferential issue of equity shares and warrants convertible into equity shares shall be completed

As required under the SEBI ICDR Regulations, Equity Shares and the Warrants convertible into equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares and Warrants convertible into Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority

or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

h) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees

The Equity Shares and the Warrants convertible into equity shares are proposed to be allotted to M/s. Ipca Laboratories Limited entity forming part of the Promoter group of the Company. The detail of the proposed allottee is as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares and the Warrants convertible to equity shares and resultant Equity Shares being allotted upon conversion of the warrants. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottee is as under :

Sr.	Name of the proposed allottee	Ultimate Beneficial Owners of the proposed allottee(s)	Pre-issue		Issue of Shares and Warrants convertible to equity shares	Post-issue #	
			Shares	% holding		Shares	% holding
1.	Ipca Laboratories Limited	Ipca Laboratories Limited is a listed public limited company promoted by Mr. Premchand Godha and Mr. M. R. Chandurkar	57,75,195	34.73	Equity Shares:13,70,000 Warrants: 35,60,000	1,07,05,195	49.65%
	TOTAL		57,75,195	34.73	49,30,000 (including equity shares and warrants convertible into equity shares.	1,07,05,195	49.65%

Assuming full conversion of warrants within 18 months

i) Lock in

The Equity Shares proposed to be issued / allotted as per Item No. 1 as well as the Warrants and Equity Shares to be allotted upon conversion of Warrants as per Item No. 2, including the pre-preferential allotment shareholding of the proposed allottee, will be subject to applicable lock-in and transfer restrictions as stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

j) Auditor's Certificate

The Certificate issued by M/s. Bhavani & Co, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, will be placed before the Members at the EGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this EGM.

k) Undertaking

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the recomputation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

In accordance with the SEBI ICDR Regulations, (i) all the Equity Shares held by the proposed allottee in the Company are in dematerialized form only; (ii) No person belonging to the promoters / promoter group have sold/ transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date; (iii) No person belonging to the promoters / promoter group has previously

subscribed to any warrants of the Company but failed to exercise them; and (iv) Neither the Company nor any of its promoters and directors is a wilful defaulter or a fugitive economic offender

l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The securities are proposed to be issued for cash consideration and hence not applicable

The issue of Equity Shares and the Warrants and resultant Equity Shares upon the conversion of the warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No.1 and Item No.2 of the Notice as special resolutions.

Except Mr. Manish Jain and Mr. E J Babu, nominee Directors and employees of M/s Ipca Laboratories Limited (Proposed Allottee) none of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

By Order of the Board
For **Krebs Biochemicals & Industries Ltd.**

Dr. R T Ravi
Chairman
DIN : 00272977

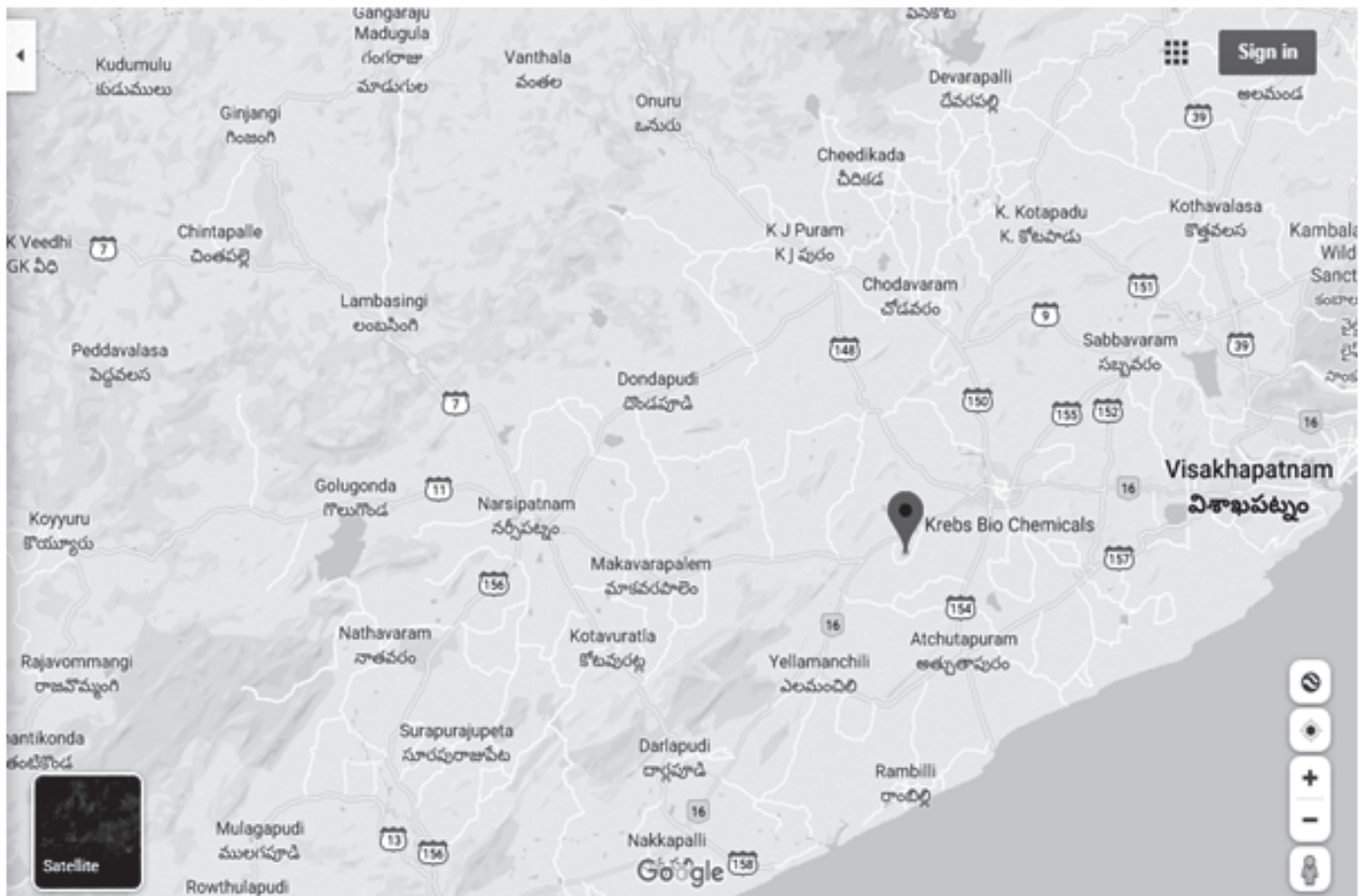
Place : Hyderabad

Date : 02-01-2020

Registered Office :

Kothapalli Village, Kasimkota Mandal,
Anakapalli, Visakhapatnam – 531 031; A.P.

ROUTE MAP OF EGM VENUE





FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24110AP1991PLC103912
Name of the company : Krebs Biochemicals & Industries Limited
Registered office : Kothapalli (V), Kasimkota (M), Anakapalli, Vishakapatnam(D), Andhra Pradesh- 531031

Form box containing fields: Name of the member(s), Registered Address, E-mail Id, Folio No./Client Id, DP ID

I/We, being the member (s) holding of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature:, or failing him

2. Name :
Address :
E-mail Id :
Signature:, or failing him

3. Name :
Address :
E-mail Id :
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, 1st February, 2020 at 09:30 AM at the Registered Office - Kothapalli (Village), Kasimkota (Mandal), Anakapalli, Vishakapatnam (District), Andhra Pradesh - 531031 and at any adjournment thereof in respect of such resolutions as are indicated below:



Special Business

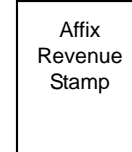
Resolution No.

1. Issuance of equity shares to M/s Ipca laboratories limited, part of the promoter group of the company on preferential basis
2. Issuance of warrants convertible into equity shares to M/s Ipca laboratories limited, part of the promoter group of company on preferential basis

Signed this day of..... 2020

Signature of shareholder

Signature of Proxy holder(s)



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KREBS BIOCHEMICALS & INDUSTRIES LIMITED

Kothapalli (V), Kasimkota (M), Anakapalli, Vishakapatnam(D), Andhra Pradesh - 531031

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Extraordinary General Meeting of the members of the company to be held on Saturday, 1st February, 2020 at 09:30 AM at the Registered Office - Kothapalli (Village), Kasimkota (Mandal), Anakapalli, Vishakapatnam (District), Andhra Pradesh - 531031 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____ (In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.