



## 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 Friday, November 22, 2019 at 11.00 a.m. to transact the following business :

#### SPECIAL BUSINESS:

##### ITEM 1

#### TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 each, to Rs. 53,00,00,000 (Rupees Fifty Three Crore only), comprising of:

- i. Rs. 23,00,00,000 (Rupees Twenty three Crores only) equity share capital divided into 2,30,00,000 (Two Crores, thirty lakhs only) Equity Shares of Rs. 10/- each, and
- ii. Rs. 30,00,00,000 (Rupees Thirty Crores only) preference share capital divided into 30,00,000 (Thirty Lakhs only) Preference Shares of Rs. 100/- each.

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following :

V. The authorized share capital of the Company is Rs. 53,00,00,000 (Rupees Fifty Three Crore only) comprising of 2,30,00,000 (Two Crore thirty Lakhs) Equity Shares of Rs. 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium and redeemable preference shares, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto

respectively such preferential, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard.”

##### ITEM 2

#### ISSUANCE OF EQUITY SHARES TO MS. HEMALATA RAVI AND IPCA LABORATORIES LIMITED, PART OF THE PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to 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 17,05,000 (Seventeen Lakh Five Thousand Only) Equity shares of Rs. 10/- each for cash at a price of Rs. 86/- per Equity Share, including a premium of Rs. 76 per Equity Share to the following person/entity who form part of the promoter group of the Company ("proposed allottees") in such manner as the Board may think fit in its absolute discretion :

Name of the proposed allottee	No. of Equity Shares
Mrs. Hemalata Ravi	2,00,000
Ipca Laboratories Limited	15,05,000

RESOLVED FURTHER THAT the Equity Shares so allotted shall rank pari passu with the 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 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 October 23, 2019, 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 to be issued and allotted to the proposed allottees 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 pari passu in all respects including dividend, with the existing 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 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 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 allottees 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."

### ITEM 3

#### ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO IPCA LABORATORIES LIMITED A PROMOTER GROUP COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to 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 upto 36,35,000 (thirty six lakhs, thirty five 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 to Rs. 31,26,10,000/- (thirty one crores, twenty six lakhs, ten thousand only) to 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 October 23, 2019, 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 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 by issuing a written notice to the Company specifying the number of Warrants 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 paripassu 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 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 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."

#### ITEM NO. 4

#### ISSUE, OFFER AND ALLOT 9% REDEEMABLE NON-CONVERTIBLE NON CUMULATIVE PREFERENCE SHARES, ON PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches, 30,00,000, 9%, Redeemable Non-Convertible Non-cumulative Preference Shares (RNNCPs) of Rs. 30,00,00,000/- (Rupees Thirty Crores Only) on a private placement basis to Ipca Laboratories Limited, a promoter group company, the issue proceeds being proposed to be primarily utilized towards prepayment/repayment of whole or any part of the existing indebtedness of the Company and/or for working capital requirements or general corporate purposes of the Company as may be determined by the Board, on such terms and conditions as set out in the statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-

enactment(s) thereof, the particulars in respect of the offer are as under:

1. RNNCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
2. RNNCPS shall be non-participating in the surplus funds;
3. RNNCPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
4. Holders of RNNCPS shall be paid dividend on a Non-cumulative basis;
5. RNNCPS shall not be convertible into equity shares;
6. RNNCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
7. RNNCPS shall be redeemable at par upon maturity or redeemed early at the option of the Company within a period of 15 years from the date of allotment; and
8. RNNCPS will carry a coupon rate of 9% p.a.

RESOLVED FURTHER THAT the Board or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

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

**Avinash Ravi**  
Managing Director

Place : Hyderabad  
Date : 23-10-2019

**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 Forty-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](http://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](mailto: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 Karvy Fintech 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 Karvy Fintech Private Limited

II. The facility for voting through ballot paper shall be made available at 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 19th November, 2019 (9:00 am) and ends on 21st November, 2019 (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 of 15th November, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy Fintech 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, 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 Karvy Fintech Private Limited ("Karvy") 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., 15th November, 2019.

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, 15th November, 2019 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, 15th November, 2019 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.karvy.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 Karvy's Toll Free Number 1-800-3454-001.

If the member is already registered with Karvy 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 19th November, 2019

End of remote e-voting : On 05.00 PM (IST) on 21st November, 2019

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy 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](http://www.krebsbiochem.com) and on the website of Karvy <https://evoting.karvy.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., 22nd November, 2019.
- xii) Instructions and other information relating to e-voting
- 1) A. A member receiving an e-mail from Karvy (For members whose e-mail addresses are registered with the Company/Depository Participant(s):
- a) Launch internet browser by typing the URL : <https://evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.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](mailto: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 Karvy's website <https://evoting.karvy.com>

By Order of the Board  
For **Krebs Biochemicals & Industries Ltd.**  
**Avinash Ravi**  
Managing Director

Place : Hyderabad  
Date : 23-10-2019

**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

The existing Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 each. In view of the proposal to issue further Equity Shares, Warrants convertible into Equity Shares and the Redeemable Non-Convertible Non-cumulative Preference Shares(RNNCPS), it is proposed to increase the Authorized Share Capital from Rs. 20,00,00,000 to Rs. 53,00,00,000 (Rupees Fifty Three Crore only), comprising of:

- i. Rs. 23,00,00,000 (Rupees Twenty three Crore) equity share capital divided into 2,30,00,000 Equity Shares of Rs. 10/- each; and
- ii. Rs. 30,00,00,000 (Rupees Thirty Crore only) preference share capital divided into 30,00,000 Preference Shares of Rs. 100/- each.

The aforesaid increase in the Authorized Share Capital by way of issue / allotment of Equity Shares, conversion of the Warrants into Equity Shares and the introduction of Preference Share Capital will also require consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61(1)(a) of the Act, the alteration of Memorandum of Association requires approval of the Members of the Company by way of passing an ordinary resolution to that effect. Accordingly, the approval of the Members is sought to increase the Authorized Share Capital, introduce a new class of preference share capital as well as to consequently alter the Capital Clause of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company at the Company's Registered Office during the normal business hours on any working day of the Company.

The Board recommends the Special Resolution set forth at Item No. 1 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 1 of the Notice.

### ITEM NO. 2 & 3

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 Board of Directors of the Company in its meeting held on October 23, 2019 accorded its approval for raising funds through issuance of Equity Shares and Warrants convertible into Equity Shares to the members of the promoter group of the Company ("proposed allottee(s)") on a preferential basis by way of private placement 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 Wednesday, October 23, 2019 had approved the issue of Equity Shares and Warrants convertible into Equity Shares and accordingly proposes to issue and allot 17,05,000 Equity Shares of Rs. 10/- each at a price of Rs. 86 per Equity Share, out of which 2,00,000 (Two lakhs only) Equity Shares to Mrs. Hemalata Ravi and 15,05,000 (Fifteen lakhs, five thousand only) Equity Shares to Ipca Laboratories Limited, individual / entity forming part of the promoter group of the Company, on preferential issue basis.

The Board has also approved issue of upto 36,35,000 (Thirty six lakhs, thirty five thousand only) Warrants convertible into Equity Shares to 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 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 a special resolution, to create, offer, issue and allot, Equity Shares and Warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottee(s) as stated hereinabove.

The Equity Shares and the Warrants 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 paripassu 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. 2 and 3 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 17,05,000/- (Seventeen lakhs, five thousand only) Equity Shares of Rs. 10/- each at a price of Rs. 86/- per Equity Share including premium of Rs. 76/- per Equity share, out of which 2,00,000 (Two lakhs only) Equity Shares to Mrs. Hemalata Ravi and

15,05,000 (Fifteen lakhs, five thousand only) Equity Shares to Ipca Laboratories Limited, individual / entity forming part of the promoter group of Company, on preferential issue basis and also 36,35,000 Convertible Equity Warrants to 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 is 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 SEBI ICDR Regulations a valuation report dated October 23, 2019 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 October 23, 2019 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(s) is/are part of the promoter group of the Company. Mrs. Hemalata Ravi and Ipca Laboratories Limited, individual / entity forming part of the promoter group of the Company and intend to subscribe to the offer as under :

Proposed allottee	Equity Shares	Convertible Warrants
Mrs. Hemalata Ravi	2,00,000	-
Ipca Laboratories Limited	15,05,000	36,35,000
	17,05,000	36,35,000

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. 2 and 3 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 the promoters / members 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	2,00,000	-	51,78,230	23.57
	Body Corporates	57,75,195	34.73	15,05,000	36,35,000	1,09,15,195	49.68
	Total	1,07,53,425	64.66	17,05,000	36,35,000	1,60,93,425	73.25
2	Public						
a	Institutional Investors	1,822	0.01	-	-	1,822	0.01
b	Non Institutional Investors						
	Indian Public	34,32,851	20.64	-	-	34,32,851	15.62
	Others (including NRI)	24,42,488	14.69	-	-	24,42,488	11.12
	Total	58,77,161	35.34	-	-	58,77,161	26.75
	Grand Total	1,66,30,586	100.00	17,05,000	36,35,000	2,19,70,586	100.00

# assuming full conversion of the warrants

NOTES:

- Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 18th October, 2019.
- 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 warrant issue shall be completed**

As required under the SEBI ICDR Regulations, Equity Shares and the Warrants 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 are proposed to be allotted to individual / entity forming part of the Promoter group of the Company. The details of the proposed allottee are 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 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 allottees are 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	Mrs. Hemalata Ravi	Self	26,91,524	16.18	Equity Shares : 2,00,000 Warrants : Nil Total : 2,00,000	28,91,524	13.16
2	Ipca Laboratories Limited	Ipca Laboratories Limited is a listed public limited company promoted by Mr. PremchandGodha and Mr. M. R. Chandurkar.	57,75,195	34.73	Equity Shares : 15,05,000 Warrants : 36,35,000 Total : 51,40,000	1,09,15,195	49.68
	<b>TOTAL</b>		<b>84,66,719</b>	<b>50.91</b>	<b>53,40,000 (17,05,000 Equity Shares) and 36,35,000 Warrants)</b>	<b>1,38,06,719</b>	<b>62.84</b>

# Assuming full conversion of warrants

**i) Lock in**

The Equity Shares proposed to be issued / allotted as per Item No. 2 as well as the Warrants and Equity Shares to be allotted upon conversion of Warrants as per Item No. 3, including the pre-preferential allotment shareholding, of the proposed allottees, 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:

- 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;
- If the amount payable, if any, on account of the re-computation 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.2 and Item No. 3 of the Notice as a special resolution.

Except Mr. Avinash Ravi, Mr. R T Ravi, Directors and relatives of Mrs. Hemalata Ravi, proposed allottee, Mr. Manish Jain and Mr. E J Babu, Nominee Directors and employees of 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.

**ITEM NO. 4**

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a special resolution for each of such offer or invitation.

The Board at its meeting held on October 23, 2019 has approved the issue of 9%, 30,00,000 (Thirty lakhs only) Redeemable Non-convertible Non Cumulative Preference Shares (RNNCPS) of Rs. 100/- each amounting to Rs. 30,00,00,000/- (Thirty crores only) on Private Placement basis to Ipca Laboratories Limited, a promoter group entity.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "RNNCPS") are as follows:

a.	The size of the issue and number of preference shares to be issued and nominal value of each share	30,00,000/- (Thirty lakhs only) RNNCPS of nominal value Rs. 100/- each aggregating to Rs. 30 Crores.
b.	The nature of such shares i.e. Non-cumulative or cumulative, participating or non-participating, convertible or non-convertible	The RNNCPS will be Non-cumulative, non-participating and non-convertible.
c.	The objectives of the issue	The proceeds of the issue will be primarily utilized towards prepayment/repayment of the whole or a part of the existing indebtedness of the Company and/or for general corporate purposes.
d.	The manner of issue of shares	The RNNCPS are proposed to be issued on private placement basis to Ipca Laboratories Limited, a promoter group entity.
e.	The price at which such shares are proposed to be issued	The RNNCPS are proposed to be issued at nominal value of Rs. 100/- each.
f.	The basis on which the price has been arrived at	The RNNCPS are proposed to be issued at par having a face value of Rs. 100/- per RNNCPS
g.	The terms of issue, including terms and rate of dividend on each share, etc.	The RNNCPS are proposed to be issued for a period not exceeding 15 years from the date of allotment and shall be fully redeemed at par at maturity. Dividend on RNNCPS is payable at 9% per annum
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The RNNCPS may be redeemed early at the option of the Company, at such annual intervals from date of allotment or will be redeemed at maturity in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed thereunder. The RNNCPS are non-convertible and will be redeemed at par value.
i.	The manner and modes of redemption	The RNNCPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
j.	The current shareholding pattern of the Company	The shareholding pattern of the Company as on 18th October, 2019 is Mentioned below*
k.	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the RNNCPS are proposed to be issued on non-convertible basis.

\*The shareholding pattern of the Company as on 18th October, 2019

S.No	Category	Shares	Percentage %
1	Promoters		
	Individuals	49,78,230	29.93
	Body Corporates	57,75,195	34.73
	Total	1,07,53,425	64.66
2	Public		
a	Institutional Investors	1,822	0.01
b	Non Institutional Investors		
	Indian Public	34,32,851	20.64
	Others (including NRI)	24,42,488	14.69
	Total	58,77,161	35.34
	Grand Total	1,66,30,586	100.00

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on October 23, 2019 approved the issue of up to 9% RNNCPS of nominal value Rs. 100/- each aggregating to Rs. 30,00,00,000/- (Thirty crores only).
b.	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue Redeemable Non-Convertible Non-cumulative Preference Shares at nominal value of Rs. 100/- per share.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The RNNCPS will be issued at par.
d.	Name and address of valuer who performed valuation	Not applicable since the RNNCPS is proposed to be issued at par value Rs. 100/-
e.	Amount which the Company intends to raise by way of such securities	The Company intends to raise up to Rs. 30 Crores by way of issue of RNNCPS
f.	Material terms of raising such securities,	The Preference shares are 9% Redeemable Non-convertible Non-cumulative Preference shares (RNNCPS)
	Proposed time schedule,	November 2019. The exact dates shall be specified in the private placement offer application/ disclosure documents issued pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
	Purposes or objects of offer,	The proceeds of the issue will be primarily utilized towards prepayment/repayment of the whole or a part of the existing indebtedness of the Company and/or for general corporate purposes.
	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	RNNCPS of Rs. 30 crores is being proposed to be allotted to Ipca Laboratories Limited, a promoter group entity.
	Principle terms of assets charged as securities	Not applicable as no security is proposed to be provided in respect of the RNNCPS

The Board recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members.

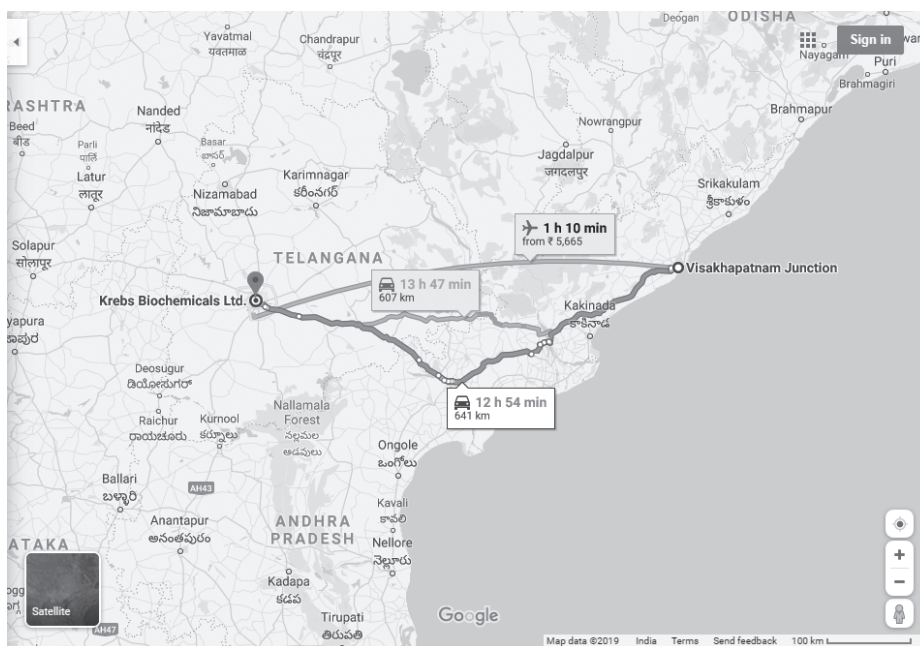
By Order of the Board  
**For Krebs Biochemicals & Industries Ltd.**  
**Avinash Ravi**  
 Managing Director

Save for Mr. Manish Jain and Mr. E. J. Babu, Nominee Directors and employees of Ipca Laboratories Limited (Proposed Allottee) and entity forming part of the promoter group, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 4 of the Notice.

Place : Hyderabad  
 Date : 23-10-2019

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) 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 Friday, 22nd November, 2019 At 11:00 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

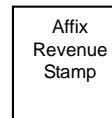
Resolution No.

- 1. To Increase The Authorized Share Capital Of The Company And Consequential Amendment To The Capital Clause In The Memorandum Of Association Of The Company.
2. Issuance Of Equity Shares To Mrs. Hemalata Ravi And Ipca Laboratories Limited, Part Of The Promoter Group Of The Company On Preferential Basis
3. Issuance of Warrants Convertible into Equity Shares To Ipca Laboratories Limited a Promoter Group Company on Preferential Basis
4. Issue, Offer And Allot 9 % Redeemable Non-Convertible Non Cumulative Preference Shares, On Private Placement Basis.

Signed this ..... day of..... 2019

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 Friday, 22nd Of November, 2019 At 11:00 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.