



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 to be held on Monday, November 29th, 2021 at 11-00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

SPECIAL BUSINESS:

ITEM 1

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

To consider and if thought fit, to pass, with or without, 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. 53,00,00,000 (Rupees Fifty-Three Crore only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs. 10 each and 30,00,000 (Thirty Lakh) Preference Shares of Rs.100 each, to Rs. 153,00,00,000 (Rupees One Hundred 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 (Two Crore thirty Lakhs only) Equity Shares of Rs. 10/- each:

ii. Rs. 130,00,00,000 (Rupees One Hundred Thirty Crore only) preference share capital divided into 1,30,00,000/- (One crore thirty Lakhs only) Preference Shares of Rs. 100/- each.

"RESOLVED FURTHER THAT 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.153,00,00,000 (Rupees One Hundred Fifty Three Crore only) comprising of 2,30,00,000 (Two Crore thirty Lakhs) Equity Shares of Rs. 10/- each and 1,30,00,000 (One Crore 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) and/ or the Company secretary/ 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 No. 2

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 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

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

Pabitrakumar Kalipada Bhattacharya
Managing Director
DIN--07131152

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, 9%, Redeemable Non-Convertible Non-Cumulative Preference Shares (RNNCPS) of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 1,00,00,000 (One crore only) Preference shares of Rs. 100/- on a private placement basis to M/s Ipca Laboratories Limited, 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 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
7. RNNCPS will carry a coupon rate of 9% p.a.

RESOLVED FURTHER THAT the Board and/or the Company Secretary/ 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."

Place : Mumbai
Date : 23-10-2021

Registered Office :

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

NOTES:

1. Pursuant to the General Circular numbers 14 / 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22 / 2020 dated June 15, 2020, 33 / 2020 dated September 28, 2020, 39 / 2020 dated December 31, 2020 and 10/ 2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI / HO / CFD / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI/ HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Extraordinary General Meeting (EGM) through VC / OAVM), without the physical presence of Members at a common venue. In compliance with the Circulars, this EGM is being held through VC / OAVM and the Notice is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). Members may also note that the Notice is also be available on the Company's website, www.krebsbiochem.com and the websites of the Stock Exchanges i.e. BSE Limited, and National Stock Exchange of India Limited, at <https://www.bseindia.com> and <https://www.nseindia.com> respectively.
2. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through Krebs Biochemicals and Industries Limited remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ackkriti@gmail.com with a copy marked to investors@krebsbiochem.com.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been

dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents KFin Technologies private Limited.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the EGM being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.krebsbiochem.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfin Technologies private Limited. at www.kfintech.com
7. 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.
8. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
9. 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 is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.
10. 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. For any communication, the members may also send requests to the Company's Investors email id: investors@krebsbiochem.com.
11. 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 (Formerly Known as Karvy Fintech Private Limited), NSDL and CDSL as the Authorised Agencies 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).
12. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. KFin Technologies Pvt. Ltd.)
14. During Fiscal 2020, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April 2020, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.
15. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. KFin Technologies Private Limited., Share Transfer Agents of the Company for their doing the needful.
16. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
17. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

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 KFin Technologies Private Limited (Formerly Known as Karvy Fintech Private Limited)
- II. 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.
- III. The remote e-voting period commences on 26th November, 2021 (9:00 am) and ends on 28th November, 2021 (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 22nd November, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin Technologies Private Limited (Formerly Known as 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.
- IV. 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 electronic voting system ("Insta 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 "Insta 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 Pvt. Ltd ("Karvy") as the Agency to provide e-voting facility.
 - v) The Board of Directors of the Company has appointed Mrs. Krihika Sharma Practicing Company Secretary, Hyderabad as scrutinizer to scrutinize the Insta 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., 22nd November, 2021.
 - 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., 22nd November, 2021 only shall be entitled to avail the facility of remote e-voting / Insta 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., 22nd November, 2021 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 KFin Technologies Pvt. Ltd Toll Free Number 1-800-3454-001.
If the member is already registered with KFin Technologies Pvt. Ltd 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 26th November, 2021.
End of remote e-voting : On 05.00 PM (IST) on 28th November, 2021.

- The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by upon expiry of the aforesaid period.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta 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 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, 29th November, 2021.
- xii) Instructions and other information relating to e-voting
- As per the SEBI circular dated December 9, 2020 on eVoting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access eVoting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL

1. User already registered for IDeAS facility:

- I. URL: <https://eservices.nsd.com>
- II. Click on the "Beneficial Owner" icon under 'IDeAS' section.
- III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
- IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services

- I. To register click on link : <https://eservices.nsd.com>
- II. Select "Register Online for IDeAS"
- III. Proceed with completing the required fields.
3. User not registered for IDeAS e-Services
- I. To register click on link : <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- ii. Proceed with completing the required fields.

4. By visiting the e-Voting website of NSDL

- I. URL: <https://www.evoting.nsd.com/>
- II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.e-Voting option and you will redirected to NSDL Depository site wherein you can see e-Voting page.
- V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

CDSL

1. Existing user who have opted for Easi / Easiest

- I. URL: <https://web.cdslindia.com/myeasi/home/login> or
URL: www.cdslindia.com
- II. Click on New System Myeasi
- III. Login with user id and password.
- IV. Option will be made available to reach e-Voting page without any further authentication.
- V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields.

3. By visiting the e-Voting website of CDSL

- I. URL: www.cdslindia.com
- II. Provide demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Login method for non-individual Members and Members holding shares in physical form are given below :

Procedure and Instructions for remote e-voting are as under:

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Krebs Biochemicals and Industries Limited.

- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or '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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at acskriti@gmail.com and may also upload the same in the e-voting module in their login.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being 22nd November, 2021 (For Agenda Items 1 & 2) to exercise their right to vote by electronic means i.e. remote e-voting, on the business specified in the Notice convening the EGM of the Company as mentioned above.

Your user ID and password for this purpose are furnished below:

EVEN (E-Voting Event Number)	USER ID	Password/PIN
6353	Individual ID	Existing Password

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.kfintech.com>

Kindly note that, the remote E-voting portal will open for voting from 9.00 a.m. on 26th November, 2021 and will remain open throughout on all the days up to 5.00 p.m. on 28th November, 2021 (both days inclusive). If you desire to cast your vote by using remote e-voting, you can do so by accessing the link <https://evoting.kfintech.com> and logging-in by using your user ID and password, as above, during the period when the portal is open for E-voting.

Please note that once you have cast your vote, you will not be allowed to modify it subsequently. However, you can attend the meeting through VC / OAVM and participate in the discussions, if any.

E-voting is optional and those who have not exercised remote E-voting option can cast their votes at the voting to be conducted during the EGM through VC / OAVM on 29th November, 2021, as per instructions provided in Notice of EGM

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads sections of <https://evoting.kfintech.com> or contact Mr. Raghu Veedha, KFin Technologies Pvt. Ltd. (Unit- Krebs Biochemicals and Industries Limited.) at email: raghu.veedha@kfintech.com or contact at phone no. 1-800-309-4001 (toll free).

A) INSTRUCTIONS FOR ATTENDING THE EGM:

- i) Members will be able to attend the EGM, electronically, through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for the Company's EGM.
- ii) Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions for remote e-voting mentioned in the Notice.
- iii) For better experience, Members are requested to join the meeting through laptop using Google Chrome (preferred browser) or other browsers such as Firefox, Internet Explorer or Safari after removing firewalls.
- iv) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the EGM. Participants may experience audio / video loss due to fluctuation in their respective networks.
- v) Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be closed on expiry of 15 minutes from the schedule time of the EGM.
- vi) Facility of joining the EGM through VC / OAVM shall be available for 1,000 Members on first come first served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors,

Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

- vii) Those Members who register themselves as speaker will only be allowed to express views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the EGM.
- viii) Members, who have casted their votes by remote e-voting may also attend the EGM through VC / OAVM but shall not be entitled to cast their votes again.
- ix) Members who need technical assistance before or during the EGM, can contact Shri I. L. Murthy, Sr. Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.: 1800-345-4001.

B) INSTRUCTIONS FOR E-VOTING DURING THE EGM:

- i) The e-voting window shall be activated during the EGM. Members shall vote as per the credentials displayed in the e-voting window.
- ii) Members to click on the 'Instapoll' icon and follow the instructions to vote on the resolutions.
- iii) Only those Members, who are present in the EGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the EGM.

By Order of the Board
For **Krebs Biochemicals & Industries Ltd.**
Pabitrakumar Kalipada Bhattacharya
Managing Director
DIN: 07131152

Place : Mumbai
Date : 23-10-2021

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. 53,00,00,000 (Rupees Fifty-Three Crore only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs. 10 each and 30,00,000 (Thirty Lakhs only) Preference shares of Rs. 100 each.

The Board of Directors in their meetings held on 22nd October, 2021 and adjourned meeting held on 23rd October, 2021 have decided to issue and allot 1,00,00,000 (One crore only) Preference Shares of Rs.100 each to IPCA Laboratories Limited and the proceeds will be utilized towards prepayment/ repayment of the whole or a part of the existing indebtedness of the Company and/or for general corporate purposes. However, the present authorised capital is not sufficient to issue the Preference shares and accordingly it is proposed to increase the authorised capital from the existing Rs.53,00,00,000/- (Rupees Fifty-Three Crore only) to Rs.153,00,00,000/- (One Hundred and Fifty three Crores only) comprising of :

- i. 23,00,00,000 (Rupees Twenty-Three Crore) equity share capital divided into 2,30,00,000 (Two Crore Thirty Lakhs only) Equity Shares of Rs. 10/- each:
- ii. Rs. 130,00,00,000 (Rupees One Hundred Thirty Crore only) preference share capital divided into 1,30,00,000/- (One crore thirty Lakhs only) Preference Shares of Rs. 100/- each.

The aforesaid increase in the Authorization Share Capital for enabling the company to issue/ allot 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 a "an ordinary " resolution to that effect. Accordingly, the approval of the Members is sought to increase the Authorized Share Capital, to 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 its corporate office during the normal business hours on any working day of the Company.

The Board recommends the Ordinary 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

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 meetings held on 22nd October, 2021 and adjourned meeting held on 23rd October, 2021 approved the issue of 9%, 1,00,00,000/- (One Crore) Redeemable Non-convertible Non-Cumulative Preference Shares (RNNCPS) of Rs. 100/- each amounting to Rs. 100 Crores (Hundred crores only) on Private Placement basis to M/s. Ipca Laboratories Limited, a promoter group entity subject to the approval of the shareholders.

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 Issue") are as follows:

a. The size of the issue and number of preference shares to be issued and nominal value of each share	1,00,00,000/- (One Crore) RNNCPS of nominal value Rs. 100/- each aggregating to Rs. 100 Crore. (Hundred Crore only)
b. The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The RNNCPS will be 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 Preference Share
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 on 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 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 30th September, 2021 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.

M/s Ipca Laboratories Limited (the proposed allottee of the Preference shares) vide their letter dated 23rd October, 2021, have consented to forgo their voting rights, in accordance with the applicable statutory regulations on 1,00,00,000 (One crore only) preference shares on allotment of the same.

The Shareholding Pattern of the Company as on 30th September, 2021 :

S. No	Category	Shares	Percentage %
1	Promoters		
	Individuals	49,78,230	23.09
	Body Corporates	1,07,05,195	49.65
	Total	1,56,83,425	72.74
2	Public		
a	Institutional Investors	1822	0.01
b	Non-Institutional Investors		
	Indian Public	4170218	19.34
	Others (including NRI)	1705121	7.92
	Total	58,77,161	27.26
	Grand Total	2,15,60,586	100

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 meetings held on 22nd October, 2021 and adjourned meeting held on 23rd October, 2021 approved the issue of up to 9% RNNCPS of nominal value Rs. 100/- each aggregating to Rs. 100,00,00,000 (One Hundred Crore).
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. 100 Crore (Hundred crores only) 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,	December, 2021. 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. 100 crores (Hundred 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. 2 of the Notice for approval of the Members.

Save for Mr. E J Babu, Director and M/s. Ipca Laboratories Limited, 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. 2 of the Notice.

By Order of the Board
For **Krebs Biochemicals & Industries Ltd.**
Pabitrakumar Kalipada Bhattacharya
Managing Director
DIN:07131152

Place : Mumbai
Date : 23-10-2021

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