

# KREBS BIOCHEMICALS AND INDUSTRIES LIMITED

Regd. Office : 8-2-577/B, 3rd floor, Maas Heights, Road No. 8, Banjara Hills, Hyderabad - 500 034.

CIN: L24110TG1991PLC013511

Recommendation of Committee of Independent Directors (IDC) on the Open Offer to the Equity Shareholders of Krebs Biochemicals and Industries Limited (Target Company/TC) by Ipca Laboratories Limited ("the Acquirer") for acquisition of 35,73,515 Equity Shares under Regulations 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

|     |                                                                                                                       |                                                                                                                                                                                                                                                                                                                             |                               |
|-----|-----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 1.  | Date                                                                                                                  | November 2, 2015                                                                                                                                                                                                                                                                                                            |                               |
| 2.  | Name of Target Company                                                                                                | Krebs Biochemicals and Industries Limited                                                                                                                                                                                                                                                                                   |                               |
| 3.  | Detail of the Offer pertaining to TC                                                                                  | Open Offer is being made by Ipca Laboratories Limited to equity Shareholders of the TC for acquiring 35,73,515 Equity Shares of the face value of Rs.10/- each of the TC at the Price of Rs. 54/- (Rupees Fifty Four only) per Equity Share payable in cash in terms of Regulation 3(1) and 4 of SEBI SAST Regulations.     |                               |
| 4.  | Name of the Acquirer and PAC with the Acquirer                                                                        | Ipca Laboratories Limited is the Acquirer and there is no person acting in concert (PAC) with Acquirer.                                                                                                                                                                                                                     |                               |
| 5.  | Name of the Manager to the Open Offer                                                                                 | Arihant Capital Markets Limited<br>SEBI Regn No. INM000011070                                                                                                                                                                                                                                                               |                               |
| 6.  | Member of the Independent Director Committee(IDC)                                                                     | Mr. G.V.L. Prasad<br>Chairman                                                                                                                                                                                                                                                                                               | Mr. Satish Khivsara<br>Member |
| 7.  | IDC member's relationship with the TC (Director, Equity Owned, any other contact /relationship), if any               | Mr. G.V.L. Prasad and Mr. Satish Khivsara are Directors of the Company                                                                                                                                                                                                                                                      |                               |
| 8.  | Trading in the Equity shares /other Securities of the TC by IDC members                                               | The IDC Members have not done any trading in equity shares of the TC.                                                                                                                                                                                                                                                       |                               |
| 9.  | IDC Member's relationship with the Acquirer(Director, Equity shares owned, any other contract / relationship), if any | Mr. Satish Khivsara holds 1,600 Equity Shares (representing 0.001% of paid-up capital) of Ipca Laboratories Limited, the Acquirer. Apart from this, none of the IDC Members is director in Acquirer nor hold any equity shares of Acquirer nor have any relationship with the Acquirer.                                     |                               |
| 10. | Trading in Equity shares/other securities of the Acquirer by IDC members                                              | Save for the Equity holding of Mr. Satish Khivsara as mentioned above, none of the IDC members have done any trading/dealt in equity shares of the Acquirer since their appointment.                                                                                                                                        |                               |
| 11. | Recommendation to the Open offer, as to whether the offer is fair and reasonable                                      | IDC is of the considered view that the Open Offer price is fair and reasonable and is in accordance with SEBI SAST Regulations.                                                                                                                                                                                             |                               |
| 12. | Summary of reasons for recommendation                                                                                 | IDC considered the Negotiated price and the Fair value determined in accordance with parameters of Regulation 8(2)(e) of the Target Company and was convinced that the offer price of Rs. 54/- (Rupees Fifty Four only) per Equity share is highest of both the values and is in accordance with the SEBI SAST Regulations. |                               |
| 13. | Details of Independent Advisors, if any                                                                               | NIL                                                                                                                                                                                                                                                                                                                         |                               |
| 14. | Any other matter to highlighted                                                                                       | NIL                                                                                                                                                                                                                                                                                                                         |                               |

To the best of our Knowledge and belief, and after making proper enquiry, and considering the information contained in and/or accompanying this statement in all material respects, is true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Target Company under the SEBI SAST Regulations.

**For Krebs Biochemicals and Industries Limited**

**Place : Hyderabad**

**Date : 02/11/2015**

**Sd/-**

**G.V.L. Prasad  
Chairman-IDC**

**Sd/-**

**Satish Khivsara  
Member-IDC**