



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of the members of KRBL Limited will be held on Tuesday the 27th September, 2011 at 4, Bougainvillea Avenue, Village Rajokari, New Delhi-110037 at 10.30 A.M. to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the Balance Sheet as at March 31, 2011, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of Final Dividend on equity shares.
3. To appoint a Director in place of Mr. Ashok Chand, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Priyanka Mittal, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT M/s. Vinod Kumar Bindal & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration to be fixed by the Board of Directors.”

For and on behalf of the Board of Directors

Place : Delhi  
Date : August 10, 2011

Sd/-  
Dhiraj Kumar Jaiswal  
Company Secretary

### **NOTES FOR MEMBERS' ATTENTION:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In terms of Article 90 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Ashok Chand and Ms. Priyanka Mittal, Whole Time Directors, retire by rotation at the ensuing meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointment.
4. Brief resume of all directors proposed to be re-appointed, nature of their expertise in specific functional areas, names

of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are annexed hereto.

5. No Special Business to be conduct in this meeting so therefore Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is not annexed hereto.
6. Relevant documents including annual accounts referred to in the accompanying Notice are open for inspection by the members at the Corporate Office of the Company, 81-B, Central Avenue, Sainik Farms, New Delhi - 110062 on all working days, except Sunday and Holidays between 11.00 a.m. to 01.00 p.m. till the date of Annual General Meeting.
7. Members desiring of any information as regards the Accounts are requested to write to the Registered Office at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.
8. (a) the Company has already notified closure of Register of Members and Share Transfer Books from 20th day of September, 2011 to 27th day of September, 2011 (both the days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.  
(b) The dividend on Equity Shares, if declared a the Meeting, will be paid on or after 03rd day of October, 2011 to those members whose names shall appear on the Company's Register of Members on 19th day of September, 2011, in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Shares Transfer Agents, M/s. Alankit Assignments Limited.
10. Shareholders holding shares in physical form are requested to advise about any changes of address/Bank Account Number to the Company or its Registrar.
11. In order to avail the numerous advantages of NECS facilities members are requested to provide/update ECS mandates with respective Depository Participants/Registrar.
12. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend upto the financial year 2002-03, to the Investor Education and Protection Fund (IEPF) established by the Government.

Hereunder are the details of Dividends paid by the Company and their respective due dates of transfer of unclaimed dividends to the designated fund to the Central Government:

<b>Date of Declaration of Dividend</b>	<b>Dividend for the year</b>	<b>Due Date of transfer to IEPF</b>
29/09/2004	2003-04 (Final)	05/11/2011
26/09/2005	2004-05	02/11/2012
28/09/2006	2005-06	04/11/2013
27/09/2007	2006-07	03/11/2014
29/09/2008	2007-08	05/11/2015
29/09/2009	2008-09	05/11/2016
28/01/2010	2009-10 (Interim)	06/03/2017
21/09/2010	2009-10 (Final)	27/10/2017

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.

13. 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.
14. Company's Equity Shares are listed on the following Stock Exchanges:

<b>Stock Exchanges</b>	
<p>I. Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Website: www.bseindia.com Stock Code: 530813</p>	<p>II. National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.</p>

The Company has paid the annual listing fees for the financial year 2010-2011 to the stock exchanges.

The Company has paid custodial fees for the financial year 2010-2011 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them as on March, 31, 2011.

III. The Global Depository Receipts (GDRs) of the Company were listed at Luxembourg Stock Exchange (Code: US4826571030), at de la Bourse de Luxembourg, 11, av de la Porter – Neuve, L-2227 Luxembourg. The Global Depository Receipts are delisted with effect from 07th July, 2010.

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required pursuant to Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

1. Name : Mr. Ashok Chand  
Age : 59  
Qualification : B. E. Honors (Mechanical) in the year 1974 and got II Rank in Bhopal University. Also done Post Graduate Diploma in Personnel Management and Industrial Relation and has also obtained Certificate of Entrepreneurship from Indian Institute of Management, Ahmedabad.  
Experience : Whole Time Director of the Company. He is having 37 years of experience in the field of engineering and food processing industry. He has worked in Middle and Senior Management levels in various companies like Engineers India Limited, Dalmia Industries Limited.  
Other Directorship : Nil  
Number of Shares Held: Nil
2. Name : Ms. Priyanka Mittal  
Age : 34 Years  
Qualification : BS in Business Management from University of Southern California, Los Angeles, USA. She is also a Chartered Financial Analyst (AIMR) Candidate, Level II.  
Experience : Whole Time Director of the Company. 9 Years of experience in the field of International Marketing. She has also worked with Merrill Lynch, Private Client Group and First Quadrant, a quantitative investment management company in USA.  
Other Directorship : 1. Radha Raj Ispat Private Limited  
Number of Shares Held : 250000

For and on behalf of the Board of Directors

Place : Delhi  
Date : August 10, 2011

Dhiraj Kumar Jaiswal  
Company Secretary

**ATTENTION SHAREHOLDERS**

- 1. As a part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India vide its Circular Nos. 17/2011 and 18/2011, dated April 21 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically. In order to participate in the said initiative, Shareholders holding shares in physical mode are requested to provide their updated email id to the Registrar and shareholders holding shares in electronic mode are requested to provide their updated email id to the respective Depository Participants.**
- 2. In order to avail the numerous advantages of NECS facilities members are requested to provide/update their BANK PARTICULARS with respective Depository Participants/ Registrar.**