



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the members of KRBL Limited will be held on Tuesday the September 25, 2012 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 at 10.30 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012, 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. Vinod Ahuja, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ashwani Dua, who retires by rotation and being eligible, offers himself 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.”

### SPECIAL BUSINESS

#### ITEM NO. 6

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

**“RESOLVED THAT** pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the holding and continuing to hold an office or place of profit, within the meaning of Section 314 of the Companies Act, 1956, under the Company by Mr. Kunal Gupta, son of Mr. Arun Kumar Gupta, Joint Managing Director of the Company, who was appointed by the Board of Directors as Management Trainee -Rice Procurement on a salary of ₹ 50,000/- (Rupees Fifty Thousand Only) per month w.e.f. 1st December, 2011.

**RESOLVED FURTHER THAT** pursuant to proviso to Section 314 (1B) of the Companies Act, 1956, salary of ₹ 50,000/- per month w.e.f. 1st December, 2011 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

#### ITEM NO. 7

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

**“RESOLVED THAT** pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the holding and continuing to hold an office or place of profit, within the meaning of Section 314 of the Companies Act, 1956, under the Company by Mr. Akshay Gupta, son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company, who was appointed by the Board of Directors as Management Trainee -Finance Department on a salary of

₹ 50,000/- (Rupees Fifty Thousand Only) per month w.e.f. 1st December, 2011.

**RESOLVED FURTHER THAT** pursuant to proviso to Section 314 (1B) of the Companies Act, 1956, salary of ₹ 50,000/- per month w.e.f. 1st December, 2011 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

#### ITEM NO. 8

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

**“RESOLVED THAT** pursuant to section 314 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the holding and continuing to hold an office or place of profit, within the meaning of Section 314 of the Companies Act, 1956, under the Company by Mr. Ayush Gupta, son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company, who was appointed by the Board of Directors as Management Trainee -Domestic Marketing on a salary of ₹ 50,000/- (Rupees Fifty Thousand Only) per month w.e.f. 1st December, 2011.

**RESOLVED FURTHER THAT** pursuant to proviso to Section 314 (1B) of the Companies Act, 1956, salary of ₹ 50,000/- per month w.e.f. 1st December, 2011 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

By Order of the Board

Gautam Buddh Nagar, UP

Date : 31st August, 2012

**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 authorised 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. Vinod Ahuja and Mr. Ashwani Dua, 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 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. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business set out above is 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, 9th Mile Stone, Post Dujana, Bulandshahr Road, Dist. Gautam Buddh Nagar-203207, U.P. 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 18th day of September, 2012 to 25th day of September, 2012 (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 at the Meeting, will be paid on or after 03rd day of October, 2012 to those members whose names shall appear on the Company's Register of Members on 17th day of September, 2012, in respect of the shares held in dematerialised 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 NECS 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 dividends upto the financial year 2003-04, 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 unpaid or unclaimed dividends to the designated fund to the Central Government:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
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)	28/10/2017
27/09/2011	2010-11	03/11/2018

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:

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

The Company has paid the annual listing fees for the financial year 2012-2013 to the stock exchanges.

The Company has paid custodial fees for the year 2012-2013 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them as on 31st March, 2012.

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. Vinod Ahuja
Age	65 Years
Qualification	Academically a Mechanical Engineer with honours and a Gold Medalist from Punjab University.
Experience	<p>He joined the family business and presently holding the head of "Ahuja Group" with multifarious activities from large scale Mechanised farming Services Industries relating to various Commodities from Farmer end to Consumer end and having Agro based Industries alongwith Exports of Cotton. Also engaged in latest generation of ginning &amp; pressing industry. Promoted several agro-based activities and projects since joining family business. Member of Executive Committee of NITMA and served as Chairman-Raw Material Committee for three terms.</p> <p>VRA Cotton Mills Pvt. Ltd. was established in the year 2000 with the objective of providing its clients, spread all over the country as well as abroad, with the best quality, contamination-controlled Indian cotton. It is engaged in Cotton Ginning and Pressing, Cotton Trading and Cotton Export. VRA Cotton Mills Pvt.Ltd. has a Cotton Ginning Plant situated in the outskirts of the city of Abohar in Punjab (India). The Company is equipped with state of art Machinery for Cotton Ginning and Pressing. The main work undertaken by VRA is to process and export cotton Bales. With consistent quality and on - time shipment, the company has its sound presence in the worldwide market for cotton.</p>
Other Directorship	<p>Manglam Ventures Limited  Ahuja Rice &amp; General Mills Private Limited  Fazilka Cotton &amp; Synthetics Limited  GTM Synthetics Limited  Transwel Chains (India) Limited  Servoll Enterprises Private Limited  M. S. Seed Development Private Limited  VRA Seed Development Private Limited  VRA Cotton Mills Private Limited  Sara Farms Private Limited  Pal Farms Private Limited  Ahuja Horticulture Farms Private Limited  Panasian Farms Private Limited  Shri Ganesh Cotton Factory Private Limited  Spectrum Agros Private Limited</p>
Number of Shares Held	Nil
2. Name	Mr. Ashwani Dua
Age	41 Years
Qualification	Graduate
Experience	He is having more than 20 years of experience in diversified business including rice industry. His business acumen is excellent and is very efficient businessman. All his businesses are running successfully.
Other Directorship	<p>G. N. Commercial Pvt. Ltd.  Radha Raj Infrastructure Pvt. Ltd.  Radha Raj Logistics Pvt. Ltd.  KMP Warehousing Pvt. Ltd.</p>
Number of Shares Held	Nil

By Order of the Board

Gautam Buddh Nagar, UP  
Date : 13th August, 2012

**Dhiraj Kumar Jaiswal**  
Company Secretary



## ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### ITEM NO. 6

Mr. Kunal Gupta is a Bachelor in Business Administration, Finance Major from COX School of Business, Dallas, Texas, United States of America. He has experience in procurement of paddy which is key area for rice industry. Taking into consideration his qualification and experience, he was appointed as Management Training -Rice procurement of the Company w.e.f. December 1, 2011 at a monthly remuneration of ₹ 50,000/- per month.

Mr. Kunal Gupta is the son of Mr. Arun Kumar Gupta, Joint Managing Director of the Company and hence, Mr. Kunal Gupta is deemed to hold an office or place of profit as per the provisions of Section 314 of the Companies Act, 1956.

In terms of the provisions of Section 314 of the Companies Act, 1956, members' approval by way of special resolution is required for the aforesaid appointment and payment of remuneration. Your directors recommend the adoption of resolution in the larger interest of the Company.

Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta & Ms. Priyanka Mittal being relative, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested.

### ITEM NO. 7

Mr. Akshay Gupta is B. Sc. in Finance & Operation Management from Indiana University, Kelley School of Business, Bloomington, Indiana, United States of America. Taking into consideration his qualification, he was appointed as Management Trainee -Finance Department of the Company w.e.f. December 1, 2011 at a monthly remuneration of ₹ 50,000/- per month.

Mr. Akshay Gupta is the son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company and hence, Mr. Akshay Gupta is deemed to hold an office or place of profit as per the provisions of Section 314 of the Companies Act, 1956.

In terms of the provisions of Section 314 of the Companies Act, 1956, members' approval by way of Special resolution is required for the aforesaid appointment and payment of remuneration. Your directors recommend the adoption of resolution in the larger interest of the Company.

Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta & Ms. Priyanka Mittal being relative, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested.

### ITEM NO. 8

Mr. Ayush Gupta is B. Sc. in Marketing & Operation Management from Indiana University, Kelley School of Business, Bloomington, Indiana, United States of America. Taking into consideration his qualification, he was appointed as Management Trainee -Domestic Marketing of the Company w.e.f. December 1, 2011 at a monthly remuneration of ₹ 50,000/- per month.

Mr. Ayush Gupta is the son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company and hence, Mr. Ayush Gupta is deemed to hold an office or place of profit as per the provisions of Section 314 of the Companies Act, 1956.

In terms of the provisions of Section 314 of the Companies Act, 1956, members' approval by way of Special resolution is required for the aforesaid appointment and payment of remuneration. Your directors recommend the adoption of resolution in the larger interest of the Company.

Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta & Ms. Priyanka Mittal being relative, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested.