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E-mail: investor@krblindia.com, Website: www.krblrice.com  
CIN - L01111DL1993PLC052845

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of KRBL Limited will be held on Thursday, September 8, 2016, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003, to transact the following business:

### ORDINARY BUSINESS:

1. **To Consider and Adopt:**
  - (a) **the Audited Financial Statement of the Company for the financial year ended March 31, 2016, together with the Reports of Board of Directors and Auditors' thereon; and**
  - (b) **the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016.**
2. **To appoint a Director in place of Mr. Anoop Kumar Gupta (DIN 00030160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.**
3. **To appoint a Director in place of Mr. Ashok Chand (DIN 00030318), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.**
4. **To ratify the appointment of Statutory Auditors and in this regard 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 Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the Members at Twenty First Annual General Meeting (AGM) held on September 9, 2014 in respect of appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, having Firm Registration No. 003820N, as Statutory Auditors of the Company, till the conclusion of the AGM to be held in the year 2017, the Company hereby ratifies and confirms the appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants as auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Twenty Fourth AGM to be held in the year 2017 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS:

5. **To ratify and confirm the Remuneration of the Cost Auditors for the financial year 2016-17 and in this regard 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 Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand Only) plus service tax, out-of-pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s. HVMN & Associates, Cost Accountants (Firm Registration No. 000290) as cost Auditors to conduct the Audit of the relevant cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2017, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. **To Revise Remuneration of Ms. Priyanka Mittal (DIN: 00030479), Whole Time Director and in this regard 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 Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and applicable clauses of the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded for revision in the remuneration of Ms. Priyanka Mittal (DIN: 00030479), Whole time Director of the Company, as mentioned below:

### Salary:

₹ 60,00,000/- (Rupees Sixty Lacs only) Per Annum.



#### Perquisites:

In addition to the above salary, the following perquisites shall also be granted:

- (a) Rent free accommodation (furnished or otherwise) or house rent allowances;
- (b) Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- (d) Encashment of leave as per Company policy;
- (e) Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- (f) The Company shall provide and maintain Chaffeur driven car for official use;
- (g) The Company shall reimburse club membership fees for maximum for two clubs and all reasonable expenses incurred for business use;
- (h) Benefit of Group Medical Insurance Policy, Personal Accident Insurance Policy and Life Insurance Policy.

**RESOLVED FURTHER THAT** the Board of Directors (the term shall deemed to include the Nomination and Remuneration Committee) of the Company be and are hereby authorized to alter and vary the remuneration payable to Ms. Priyanka Mittal, as it may deem fit and as may be acceptable to Ms. Priyanka Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** excess remuneration of ₹ 5,00,400/- (Rupees Five Lacs and Four Hundred Only) as paid to Ms. Priyanka Mittal, Whole Time Directors effective from April 1, 2015, with the recommendation of Nomination and Remuneration Committee and approval of board of directors, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **To consider and approve the Issue of Redeemable Non-Convertible Debenture on Private Placement Basis and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 179 and other applicable provisions of the Companies Act, 2013, (the **“Companies Act”**) as amended from time to time, the rules framed under the Companies Act, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time (the **“SEBI Debt Regulations”**), the Memorandum and Articles of Association of the Company and subject to the borrowing limits as approved by the shareholders of the Company and the approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), the stock exchanges, the Reserve Bank of India, Government of India and all other concerned statutory authorities, if any, and to the extent necessary, and such other approvals, permissions and sanctions from third parties 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 aforesaid authorities which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which term shall be deemed to include any duly constituted committee thereof) the consent of the shareholders, pursuant to Section 42 and all other applicable provisions, if any, of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **“Rules”**), be and is hereby accorded to the Board of Directors of the Company to create, offer and issue non-cumulative, redeemable, taxable, listed, rated securities in the form of non-convertible debentures up to an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) (the **“Debentures”**) on private placement basis (the **“Issue”**) to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors permitted to invest in the Debentures under applicable laws (collectively termed as **“Investors”**) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors.

**RESOLVED FURTHER THAT** the Debentures proposed to be issued may be secured or unsecured and if secured, the Company do create a First charge on entire movable and immovable fixed assets of the Company ranking pari-passu inter-se and Second charge on entire current assets of the company ranking pari-passu inter-se, subject to prior charges created/ to be created in favour of Company's bankers/lenders.

**RESOLVED FURTHER THAT** Mr. Anil Kumar Mittal, Chairman and Managing Director (DIN: 00030100), Mr. Arun Kumar Gupta, Joint Managing Director (DIN: 00030127), Mr. Anoop Kumar Gupta, Joint Managing Director (DIN: 00030160), Mr. Rakesh Mehrotra, Chief Financial Officer and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company (the **“Authorized Officers”**) be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and

allotment of the Debentures and the utilization of the issue proceeds in such manner as may be determined by the Authorized Officers, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit.

**RESOLVED FURTHER THAT** the Company may mortgage or create charge on the movable and immovable properties and receivables of the Company, as determined by the members of the Company by way of the resolution under Section 180 (1)(a) read with Section 180 (1)(c) of the Companies Act and subject to the Memorandum and Articles of Association of the Company, the Authorized Officers be and are hereby severally authorized to create a charge by way of mortgage, hypothecation, pledge or any other security interest over such assets of the Company, and execute all documents in connection therewith, as may be determined by the Authorized Officers, in connection with the Debentures to be offered, issued and allotted by the Company from time to time.

**RESOLVED FURTHER THAT** the Authorized Officers, be and are hereby severally authorized to negotiate, modify, sign, execute, register and deliver the information memorandum for issue of the Debentures, term sheet, debenture trustee agreement, debenture trust deed and other necessary agreements, deeds, general undertaking / indemnity, affidavits, declarations required in connection with the said issue of Debentures including without limitation any security documents (the **“Transaction Documents”**) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the **“Ancillary Documents”**) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Debentures and matters connected therewith including without limitation the following:

- a) to decide remuneration and appointment of other intermediaries including without limitation arrangers, credit rating agencies, registrar to the issue, debenture trustee to the issue and legal counsel to the issue required for the Debenture issue of the Company;
- b) to generally do any other act and/or deed, to negotiate and execute the fee letters and any other documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates and/or give such direction as they deem fit or as may be necessary or desirable with regard to this issue;
- c) to sign and submit all necessary papers and take all necessary steps in this regard including the payment of applicable stamp duty on the Transaction Documents and Ancillary Documents;
- d) to seek, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- e) negotiate and finalise the quantum, timing, terms and conditions of the issue of the Debentures to the Investors;
- f) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- g) to open and operate such bank accounts, demat accounts, escrow account with banks, institutions or agencies as may be required as per the terms of the issue;
- h) to seek the listing of the Debentures on the Stock Exchanges, submitting the listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- i) authorizing for the maintenance of a register of holders of the Debentures as may be applicable or required;
- j) entering into necessary arrangements for appointment of all such intermediaries and/or agencies as may be deemed appropriate to be involved or concerned in such offerings of Debentures and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such intermediaries and/or agencies and to do all such acts and things as may be necessary and expedient;
- k) to do all acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions and to execute on behalf of the Company such deeds, documents, agreements and writings in this regard; and
- l) to delegate authority to execute the Transaction Documents and the Ancillary Documents and to do all such acts, deeds, matters and things and sign all forms, agreements, other deeds, documents, undertakings, declaration, letters and such other papers as may be necessary, desirable and expedient in connection with the issue, allotment and listing of the Debentures, on behalf of the Company.

**RESOLVED FURTHER THAT** the Authorized Officers, be and are hereby severally authorized to file a copy of record of private placement offers along with the private placement offer letter with the concerned Registrar of Companies (the **“ROC”**) in Form GNL-2 and with Securities and Exchange Board of India within 30 (thirty) days of circulation of the private placement offer letter.



**RESOLVED FURTHER THAT** the Authorized Officers, be and are hereby severally authorized to file the return of allotment of debentures in Form PAS - 3 with the ROC within 30 (thirty) days of allotment of debentures along with a complete list of Investors as required under Rule 14(4) of the Rules.

**RESOLVED FURTHER THAT** the Authorized Officers, be and are hereby severally authorized to issue debenture certificates to the Investors as per the provisions of the Act and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions.

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to take its Common Seal out of its Registered Office to any destination for the purpose of affixation thereof on any such documents in connection with the issue of the Debentures.”

By Order of the Board  
For KRBL Limited

Sd/-

**Raman Sapra**

Company Secretary  
M. No. A29044

**Place:** Noida, Uttar Pradesh

**Date:** July 23, 2016

**Registered Office:**

5190, Lahori Gate

Delhi – 110 006

Phone: (011) 23968328

Fax: (011) 23968327

E-mail: investor@krblindia.com

Website: www.krblrice.com

CIN: L01111DL1993PLC052845

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under **Item Nos. 5 to 7** set out above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 30, 2016 to Thursday, September 8, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and Alankit Assignments Limited, Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit Assignments Limited.
5. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or Alankit Assignments Limited for further assistance.



6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members desiring of any information as regards to the Accounts are requested to write to the Registered Office of the Company 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. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Section 205A of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2008-09 is due for transfer to the said fund in November 5, 2016. In terms of provisions of Section 124 of the Companies Act, 2013, read with Section 205A of the Companies Act, 1956, no claim shall lie against the Company or the said fund after the said transfer.

Hereunder are the details of dividend paid by the Company and their respective dates of transfer of unpaid or unclaimed dividend to the designated fund of the Government:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
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
25/09/2012	2011-12	01/11/2019
23/09/2013	2012-13	30/10/2020
09/09/2014	2013-14	16/10/2021
28/09/2015	2014-15	05/11/2022
10/03/2016	2015-16 (Interim)	16/04/2023

9. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2008-09 to 2015-16, are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.
10. 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 to the Company/Registrar and Share Transfer Agent.
11. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.
12. Members are requested to bring their personal copy of the Annual Report at the meeting.

13. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the members at the Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.
14. Company's Equity Shares are listed on the following Stock Exchanges:

Stock Exchange	
I. National Stock Exchange of India Limited C-1, Block G, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.	II. BSE Limited Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai – 400001 Website: www.bseindia.com Stock Code: 530813

The Company has paid the annual listing fees for the financial year 2016-17 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid annual custodial fees for the financial year 2016-17 to National Securities Depository Limited and Central Depository Services (India) Limited.

15. Electronic copy of the Annual Report and Notice of 23<sup>rd</sup> Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report and Notice of the 23<sup>rd</sup> Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this notice. The Company has appointed Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. 4140, CP No. 8265, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the meeting,



a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

- 18.** The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.krblrice.com](http://www.krblrice.com) and on the website of NSDL, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

**Voting through electronic means:**

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23<sup>rd</sup> Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II.** The facility for voting through ballot paper shall be made available at the AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV.** The remote e-voting period commences on 5<sup>th</sup> September, 2016 (9:00 am) and ends on 7<sup>th</sup> September, 2016 (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 1<sup>st</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V.** The process and manner for remote e-voting are as under:
- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN

for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "KRBL Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUE, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [deepak.kukreja@dmkassociates.com](mailto:deepak.kukreja@dmkassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is separately enclosed.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1<sup>st</sup> September, 2016.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1<sup>st</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr. Deepak Kukreja, partner of M/s. DMK Associates, Company Secretaries, FCS No. 4140, CP No. 8265, Practicing Company Secretaries has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.krblice.com](http://www.krblice.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

## ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO (SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be re-appointed are given below:

1.	<b>Name</b>	:	<b>Mr. Anoop Kumar Gupta</b>
			Mr. Anoop Kumar Gupta, aged about 57 years, is a Science Graduate from Delhi University. He is the one of the first director of the Company, named in the Articles of Association and has been appointed as Joint Managing Director since December 1994.
	<b>Nature of his expertise in specific functional areas</b>	:	Mr. Anoop Kumar Gupta is having more than 30 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL. The Promoters have their three generations in the rice business and they enjoy great reputation and respect in the trading and farming community. As a Financial Architect and the Chief Strategist of the Company he has added immense value to the Company's financial stability. He has been the Executive Committee member of All India Rice Exporters Association. He is also responsible for domestic marketing and advertisement.
	<b>Disclosure of relationship between directors inter-se</b>	:	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director are elder brothers of Mr. Anoop Kumar Gupta. Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal.
	<b>Listed Entities (other than KRBL Limited) in which Mr. Anoop Kumar Gupta holds directorship and committee membership:</b>		
	<b>Directorship</b>	:	Nil
2.	<b>Name</b>	:	<b>Mr. Ashok Chand</b>
			Mr. Ashok Chand, aged about 64 years is a B.E. (Honors)-Mechanical, Post Graduate Diploma in Personnel Management & Industrial Relation. He is also awarded with a Certificate of Entrepreneurship from Indian Institute of Management. He is serving in the KRBL Board since 1999.
	<b>Nature of his expertise in specific functional areas</b>	:	Mr. Ashok Chand is having more than 39 years of Industrial experience in the field of Engineering and Food Processing Industry worked with companies of repute in various capacities such as "Design Engineer" with M/s. Engineer India Ltd., "Project & Engineering Manager" with an American Multinational Pharmaceutical company – M/s. Pfizer Ltd. and "Project Manager" with Food Multinational company – M/s Nestle India Ltd. From August, 1998 in present assignment with M/s. KRBL Ltd., the largest Basmati Rice Processing Company.
	<b>Disclosure of relationship between directors inter-se</b>	:	Nil
	<b>Listed Entities (other than KRBL Limited) in which Mr. Ashok Chand holds directorship and committee membership:</b>		
	<b>Directorship</b>	:	Nil
<b>Chairperson of Board Committees</b>	:	Nil	
<b>Member of Board Committees</b>	:	Nil	
<b>Shareholding in the Company (including HUF)</b>	:	Nil	



## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **ITEM NO. 5 TO THE NOTICE**

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 26, 2016, had appointed M/s. HVMN & Associates, a firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the company for the financial year 2016-17 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Therefore, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 5 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice calling AGM.

#### **ITEM NO. 6 TO THE NOTICE**

Ms. Priyanka Mittal holds degree in Business Management from the University of Southern California (USC) in Los Angeles, USA, and has graduated from Harvard Business School's Owner/President Management programme. She is on the board of the USC Viterbi School of Engineering.

Keeping in view of involvement of Ms. Priyanka Mittal, Whole Time Director of the Company, in the expansion and diversification program in international market and also the increased responsibilities to meet the challenges of competitions, the Board of Directors at their meeting held on May 28, 2015 had decided to revise the remuneration of Ms. Priyanka Mittal which should be effective from April 1, 2015. Further, the Board of Directors had forwarded the matter to Nomination and Remuneration Committee for its recommendation.

Further, the Nomination and Remuneration Committee at its meeting held on July, 30, 2015 examined the proposal of Board of Directors and arrived at the conclusion that remuneration of Ms. Priyanka Mittal needs revision. The Nomination and Remuneration Committee forwarded its recommendation and approval to the Board of Directors.

Based on the recommendation and approval of Board of Directors and final recommendation and approval of Nomination and Remuneration Committee, the remuneration of Ms. Priyanka Mittal, Whole Time Director was increased to ₹ 3,38,000/- per month in the month of September 2015, which was effective from April 1, 2015.

The Board of Directors recommends the resolution for the revision in the Remuneration of Ms. Priyanka Mittal, for approval of members in the ensuing Annual General Meeting.

Further, the Nomination and Remuneration Committee accorded its recommendation subsequent to the Board's approval to Notice calling 22<sup>nd</sup> Annual General Meeting held on September 28, 2015, therefore matter for revision in remuneration of Ms. Priyanka Mittal could not be placed in the previous Annual General Meeting. Board also recommends the ratification of excess remuneration paid, in the ensuing Annual General Meeting.

Ms. Priyanka Mittal is interested in the resolutions set out at Item No. 6 of the notice, which pertain to her revision in remuneration paid/payable to her.

The relatives of Ms. Priyanka Mittal may be deemed to be interested in the resolutions set out at Item No. 6 of the notice, to the extent of their shareholding, if any, in the company.

Save and except the above, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice calling AGM.

#### **ITEM NO. 7 TO THE NOTICE**

This is to inform that the Shareholders of KRBL Limited in the previous Annual General Meeting held on Monday, September 28, 2015, has considered and approved the resolution for the purpose of Issue of Unsecured/Secured Redeemable non-convertible bonds/ debentures on private placement basis upto the limit of ₹ 500 Crores (Rupees Five Hundred Crores).

This is to further inform that pursuant to the provisions of Section 42 of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the resolution for the offer or invitation of non-convertible debentures is valid for a period of one year.

Further the Company has not issued any Unsecured/Secured Redeemable non-convertible bonds/ debentures on private placement in the previous year.

Further in accordance with the future Capex requirement, the Company may raise funds by way of issuing any Unsecured/Secured Redeemable non-convertible bonds/ debentures on private placement basis in the year to come.

Therefore it is necessary for the company to revalidate the resolution for the purpose of Issuing the Unsecured/Secured Redeemable non-convertible bonds/ debentures on private placement to augment Long Term Working Capital Requirement of the business, to meet Capital Expenditure, to repay existing long term loans and for general corporate purposes up to the limit of ₹ 500 Crores (Rupees Five Hundred Crores).

Further the Company is offering or making an invitation to subscribe to Unsecured/Secured Redeemable Non-Convertible Bonds/Debentures on a private placement basis to augment Long Term Working Capital Requirement of the business, to meet Capital Expenditure, to repay existing long term loans and for general corporate purposes. The Board of Directors has decided to seek your approval enabling the Company to raise funds upto ₹ 500 Crores (Rupees Five Hundred Crores) by way of issue of Unsecured/Secured Redeemable Non-Convertible Bonds/Debentures through private placement basis within the overall borrowing limit of ₹ 5000 Crores.

Accordingly, this Resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Non-Convertible Debentures at an appropriate time, in one or more tranches/series/ currencies including the size, structure, price etc., up to a maximum borrowing of ₹ 500 Crores. The detailed terms and conditions for the offer/invitation will be determined in consultation with the parties concerned including the intermediaries as may be appointed for the issue/offer, if any.

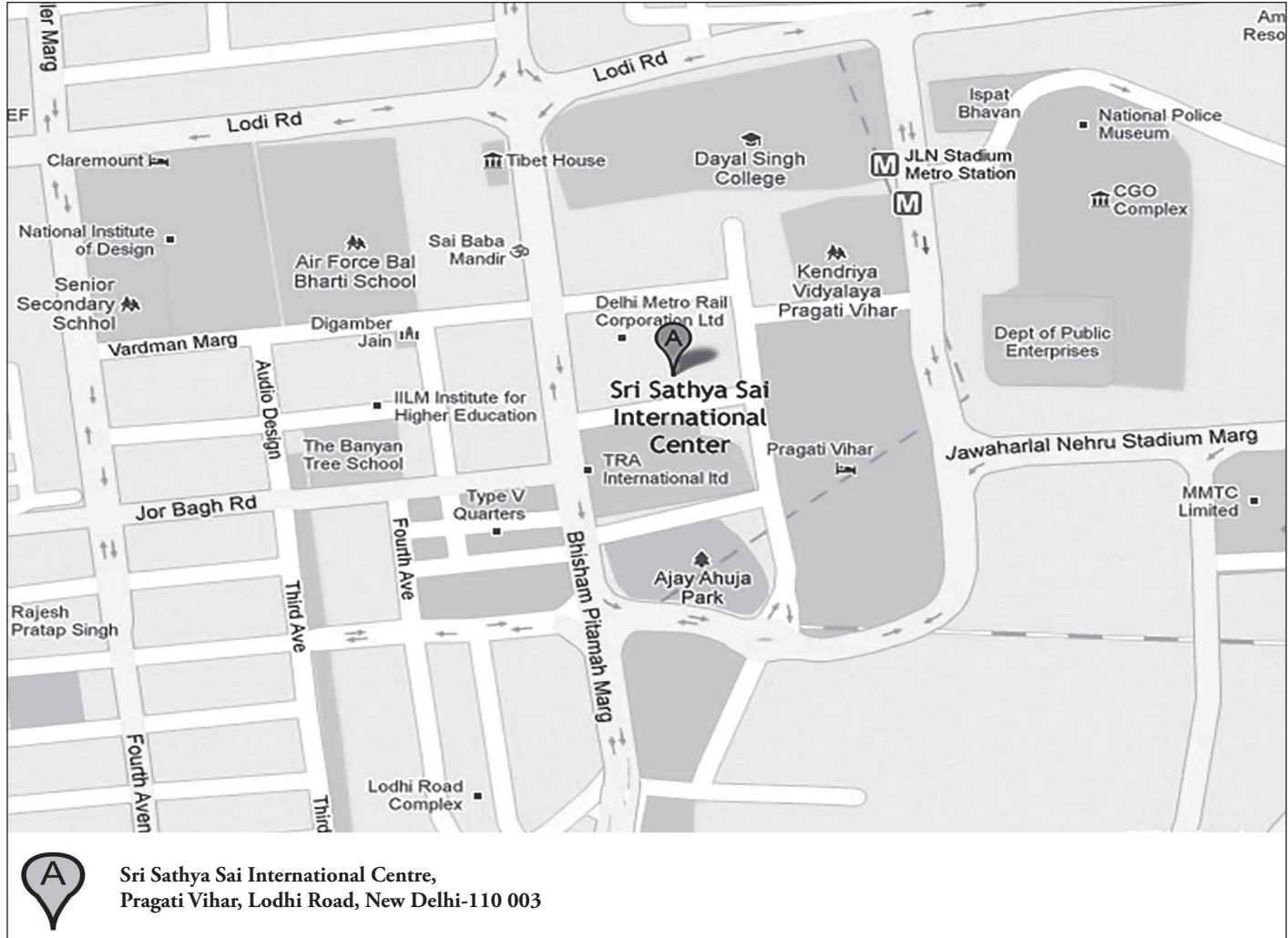
Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice calling AGM.



Route Map to venue of 23<sup>rd</sup> Annual General Meeting of KRBL Limited scheduled to be held on Thursday, September 8, 2016 at 11:00 a.m.

Venue: Sri Sathya Sai International Centre,  
Pragati Vihar, Lodhi Road, New Delhi-110 003





Regd. Office: 5190, Lahori Gate, Delhi – 110 006  
 Phone: 011-23968328, Fax: 011-23968327  
 E-mail: investor@krblindia.com, Website: www.krblrice.com  
 CIN - L01111DL1993PLC052845

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER(S):

NAME AND ADDRESS OF THE PROXY HOLDER:

I hereby record my presence at the **23<sup>rd</sup> ANNUAL GENERAL MEETING** held on Thursday, September 8, 2016 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
 Signature of Shareholder(s) / Proxy Holder



Regd. Office: 5190, Lahori Gate, Delhi -110 006  
 Phone: 011-23968328, Fax: 011-23968327  
 E-mail: investor@krblindia.com, Website: www.krblrice.com  
 CIN - L01111DL1993PLC052845

## PROXY FORM

*Form MGT-11  
 [Pursuant to section 105(6) of the Companies  
 Act, 2013 and rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014]*

**23<sup>rd</sup> Annual General Meeting on Thursday, September 8, 2016 at 11.00 A.M**

Name of the member(s): Registered Address:		E-mail Id: Folio No/*Client Id: *DP Id:	
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I/We, being the member(s) of \_\_\_\_\_ shares of KRBL Limited, hereby appoint:

- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23<sup>rd</sup> Annual General Meeting** of the Company, to be held on Thursday, September 8, 2016 at 11.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi -110 003 and any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of Board of Directors and Auditors' for the financial year ended March 31, 2016.		
2.	To appoint a Director in place of Mr. Anoop Kumar Gupta (DIN:00030160), who retires by rotation and being eligible, offers himself for re-appointment.		



S.No.	Resolutions	For	Against
3.	To appoint a Director in place of Mr. Ashok Chand (DIN:00030318), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants (Firm Registration No. 003820N) as Statutory Auditors of the Company.		
5.	Ratification of remuneration of M/s. HVMN & Associates, Cost Accountants (Firm Registration No. 000290) as Cost Auditors of the Company.		
6.	To Revise Remuneration of Ms. Priyanka Mittal (DIN:00030479), Whole Time Director.		
7.	Offer or Invite for Subscription of Non-Convertible Debentures on Private Placement basis.		

\* Applicable for investors holding shares in electronic form.

Signed this.....day of ....., 2016

Affix Revenue  
Stamp of  
₹ 1/- and sign  
across

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**NOTES:**

- (1) This proxy form 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.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 of shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

