

**ANNEXURE I**

1.	Name of Listed Entity	:	KRBL Limited
2.	Quarter ending	:	31 March 2020

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Director	- PAN - DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent) \$	- Date of Birth - Initial Date of appointment - Date of Re- Appointment - Date of cessation	Tenure (In Years)	- No. of Directorship (Regulation 17A) - No. of Independent Directorship [Regulation 17A(1)]  in listed entities including this listed entity	No. of membership in Audit/ Stakeholder Committee(s) ) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anil Kumar Mittal	AALPM8403A 00030100	C-MD-E	03.03.1951 30.03.1993 02.12.2019 --	--	1 0	0	0
Mr.	Arun Kumar Gupta	AAHPG0447Q 00030127	MD-E	12.05.1957 30.03.1993 02.12.2019 --	--	1 0	0	0
Mr.	Anoop Kumar Gupta	AAHPG6768N 00030160	MD-E	13.02.1959 30.03.1993 02.12.2019 --	--	1 0	1	0
Ms.	Priyanka Mittal	AALPM1934C 00030479	E	06.04.1977 28.11.2000 26.09.2017 --	--	1 0	0	0



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Mr.	Vinod Ahuja	ABFPA2051F 00030390	NE-I	27.11.1947 05.08.2002 14.09.2019 --	5*	1 1	2	0
Mr.	Ashwani Dua	AALPD5824A 01097653	NE-I	21.11.1971 09.06.2007 14.09.2019 --	5*	1 1	2	1
Mr.	Shyam Arora	ADVPA6757A 00742924	NE-I	20.09.1947 09.06.2007 14.09.2019 --	5*	1 1	2	0
Mr.	Devendra Kumar Agarwal	AAAPA1883D 06754542	NE-I	02.12.1954 16.01.2014 14.09.2019 --	5*	1 1	1	1
Mr.	Alok Sabharwal	ACBPS5636D 03342276	NE-I	01.07.1952 11.08.2016 -- --	5 ^	1 1	0	0
Ms.	Priyanka Sardana	AOSPS8318B 00049811	NE-I	15.02.1967 25.09.2019 -- --	5 <sup>#</sup>	1 1	0	0
Whether the listed entity has a Regular Chairperson				Yes				
Whether Chairperson is related to MD or CEO				Yes				
*	Tenure of 5 years starts from 14 September 2019 to 13 September 2024.							
^	The Members of the Company at the 24 <sup>th</sup> Annual General Meeting held on 26 September 2017 have regularized his appointment as director of the Company to hold office for a period of 5 consecutive years, w.e.f. 11 August 2016.							
#	The Board of Directors of the Company, vide Resolution by Circulation passed on 25 September 2019, has appointed Ms. Priyanka Sardana as an Additional Director of the Company with effect from 25 September 2019 to hold office as an Independent Non-Executive Director of the Company for a period of 5 (Five) consecutive years with effect from 25 September 2019, subject to approval of shareholders of the Company in the next General Meeting.							



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II. Composition of Committee					
Name of Committee	DIN Number	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/Independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	06754542	Mr. Devendra Kumar Agarwal	C-NE-I	08.05.2014	-
	01097653	Mr. Ashwani Dua	NE-I	28.06.2008	-
	00030390	Mr. Vinod Ahuja	NE-I	30.01.2006	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
	00030160	Mr. Anoop Kumar Gupta	MD-E	24.07.2018	-
Whether the Audit Committee has a regular Chairperson			Yes		
2. Nomination & Remuneration Committee	01097653	Mr. Ashwani Dua	C-NE-I	31.07.2009	-
	00030390	Mr. Vinod Ahuja	NE-I	31.07.2009	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes		
3. Stakeholders Relationship Committee	01097653	Mr. Ashwani Dua	C-NE-I	15.05.2008	-
	00030390	Mr. Vinod Ahuja	NE-I	15.05.2008	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
Whether the Stakeholders Relationship Committee has a regular Chairperson			Yes		
4. Corporate Social Responsibility Committee	00030100	Mr. Anil Kumar Mittal	C-MD-E	08.05.2014*	-
	01097653	Mr. Ashwani Dua	NE-I	08.05.2014	-
	00030160	Mr. Anoop Kumar Gupta	MD-E	08.05.2014	-
	00030479	Ms. Priyanka Mittal	E	08.05.2014	-
	03342276	Mr. Alok Sabharwal	NE-I	07.11.2019	-
	00030390	Mr. Vinod Ahuja	NE-I	07.11.2019	-
Whether Corporate Social Responsibility Committee has a regular Chairperson			Yes		
5. Risk Management Committee	00030127	Mr. Arun Kumar Gupta	C-MD-E	18.02.2015	-
	00030160	Mr. Anoop Kumar Gupta	MD-E	18.02.2015	-
	AGTPM6421C#	Mr. Rakesh Mehrotra#	Chief Financial Officer (CFO)	18.02.2015	-
Whether Risk Management Committee has a regular Chairperson			Yes		
§ C: Chairperson; MD: Managing Director; I: Independent; E: Executive; NE: Non Executive;					
* Mr. Anil Kumar Mittal was appointed as Chairman of Corporate Social Responsibility Committee effective from 24 November 2015. Prior to that Mr. Ashwani Dua was Chairman of the Committee.					
# Permanent Account Number (PAN). Mr. Rakesh Mehrotra, Chief Financial Officer of the Company is also member of Risk Management Committee					





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III. Meeting of Board of Directors						
Date (s) of Meeting in the previous quarter	Date (s) of Meeting in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)	Whether requirement of Quorum met (Yes/No)	No. of Directors present	No. of Independent Directors attending the meeting	
04.11.2019	28.01.2020	84	Yes	9 out of 10 Directors present	5 out of 6 Independent Directors present	
IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	No. of Directors present	No. of Independent Directors attending the meeting
Audit Committee	04.11.2019	28.01.2020	84	Yes	4 out of 5 Directors present	3 out of 4 Independent Directors present
Nomination and Remuneration Committee	04.11.2019	28.01.2020	84	Yes	2 out of 3 Directors present	2 out of 3 Independent Directors present
Stakeholders Relationship Committee	04.11.2019	28.01.2020	84	Yes	2 out of 3 Directors present	2 out of 3 Independent Directors present
V. Related Party Transactions						
Subject				Compliance Status (Yes/No/NA)		
Whether prior approval of audit committee obtained				Yes*		
Whether shareholder approval obtained for material RPT				NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes		
* Audit Committee of KRBL Limited at its meeting held on 8 February 2019 has considered, approved and recommended to the Board for Omnibus Approval for entering into transactions with Related Parties for the Financial Year 2019-20. Further, Audit Committee has also considered, approved and recommended to the Board the criteria for Omnibus Approval for entering into the Related Party Transactions. Further, Board of Directors at its meeting held on 8 February 2019, have considered and granted Omnibus Approval and has approved the criteria for Omnibus Approval as framed by the Audit Committee for entering into the transactions with Related Parties for the Financial Year 2019-20, subject to the same being reviewed by the Audit Committee on quarterly basis. Any modification to the Omnibus Approval for entering into transactions with Related Parties for the Financial Year 2019-20 was also recommended by the Audit Committee and further approved by the Board of Directors of the Company.						



VI. Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – <b>Yes</b>
2.	The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a.	Audit Committee – <b>Yes</b>
b.	Nomination and Remuneration Committee – <b>Yes</b>
c.	Stakeholders Relationship Committee – <b>Yes</b>
d.	Risk Management Committee (applicable to the top 500 listed entities) - <b>Yes</b>
3.	The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – <b>Yes</b>
4.	The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – <b>Yes</b>
5.	a. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. – <b>Yes</b>
	b. Any comments/observations/advice of Board of Directors may be mentioned here. – <b>NA</b>
  <p> <b>Raman Sapra</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>M. No.: F9233</b>  <b>Place: Uttar Pradesh</b>  <b>Date: 25 April 2020</b> </p>	



**ANNEXURE II****To be submitted at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA) <i>refer note below</i></b>	<b>Web address</b>
Details of business	Yes	<a href="http://www.krblice.com/">http://www.krblice.com/</a>
Terms and conditions of appointment of Independent Directors	Yes	<a href="http://www.krblice.com/Terms-&amp;-Conditions-of-Appointment-of-Independent-Directors.pdf">http://www.krblice.com/Terms-&amp;-Conditions-of-Appointment-of-Independent-Directors.pdf</a>
Composition of various committees of Board of Directors	Yes	<a href="http://www.krblice.com/Composition%20of%20Various%20Committees.pdf">http://www.krblice.com/Composition%20of%20Various%20Committees.pdf</a>
Code of conduct of Board of Directors and Senior Management Personnel	Yes	<a href="http://www.krblice.com/codes/Code-of-Business-Conduct-and-Ethics.pdf">http://www.krblice.com/codes/Code-of-Business-Conduct-and-Ethics.pdf</a>
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	<a href="http://www.krblice.com/policy-guidelines/Vigil-Mechanism-(Whistle-Blower%20Policy).pdf">http://www.krblice.com/policy-guidelines/Vigil-Mechanism-(Whistle-Blower%20Policy).pdf</a>
Criteria of making payments to Non-Executive Directors	Yes	<a href="http://www.krblice.com/policy-guidelines/Criteria-for-making-payment-to-Independent-Directors.pdf">http://www.krblice.com/policy-guidelines/Criteria-for-making-payment-to-Independent-Directors.pdf</a>
Policy on dealing with Related Party Transactions	Yes	<a href="http://www.krblice.com/policy-guidelines/Policy-on-Related-Party-Transactions.pdf">http://www.krblice.com/policy-guidelines/Policy-on-Related-Party-Transactions.pdf</a>
Policy for determining 'Material' Subsidiaries	Yes	<a href="http://www.krblice.com/policy-guidelines/Policy-For-Determining-Material-Subsidiaries.pdf">http://www.krblice.com/policy-guidelines/Policy-For-Determining-Material-Subsidiaries.pdf</a>
Details of familiarization programs imparted to Independent Directors	Yes	<a href="http://www.krblice.com/Familiarization-Programs-for-Independent-Directors.pdf">http://www.krblice.com/Familiarization-Programs-for-Independent-Directors.pdf</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://www.krblice.com/fy-2012/corporate-governance-and-other/krblice-investors-information.pdf">http://www.krblice.com/fy-2012/corporate-governance-and-other/krblice-investors-information.pdf</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.krblice.com/fy-2012/corporate-governance-and-other/krblice-investors-information.pdf">http://www.krblice.com/fy-2012/corporate-governance-and-other/krblice-investors-information.pdf</a>
Financial results	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Shareholding pattern	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Details of agreements entered into with the media companies and/or their associates	NA	NA



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Schedule of Analyst or Institutional Investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock Exchange.	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
New name and the old name of the listed entity	NA	NA
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Credit rating or revision in credit rating obtained by the entity for all of its outstanding instruments	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.krblice.com/investorrelation.html">http://www.krblice.com/investorrelation.html</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.krblice.com/policy-guidelines/Policy%20for%20Determination%20of%20Materiality.pdf">http://www.krblice.com/policy-guidelines/Policy%20for%20Determination%20of%20Materiality.pdf</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="http://www.krblice.com/policy-guidelines/REVISED_DIVIDEND_DISTRIBUTION_POLICY.pdf">http://www.krblice.com/policy-guidelines/REVISED_DIVIDEND_DISTRIBUTION_POLICY.pdf</a>

It is certified that these contents on the website of the listed entity are correct.



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II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	NA
Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes*



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Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes**
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25 (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance is indicated as Yes/No/N.A.
2. \*The disclosure of Related Party Transactions on consolidated basis for half-year ended 30 September 2019 have been duly submitted in prescribed format within 30 days from the date of publication of financial results and the same for the year ended 31 March 2020 will be filed within the stipulated time.
3. \*\*The Annual Secretarial Compliance Report for year ended 31 March 2020 will be filed within the stipulated time.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**


  
**Raman Sapra**  
**Company Secretary & Compliance Officer**  
**M. No.: F9233**  
**Place: Uttar Pradesh**  
**Date: 25 April 2020**