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CIN - L01111DL1993PLC052845

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting ("AGM") of the members of KRBL Limited will be held on Friday, 13 September 2019, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the financial year ended 31 March 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 2.50 per equity share on 23,53,89,892 equity shares of ₹ 1/- each for the financial year ended 31 March 2019.
3. To appoint a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation at this AGM and being eligible, offers herself for re-appointment.
4. Confirmation for appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and in accordance with the resolution as passed by the Members at twenty-fifth Annual General Meeting held on 20 August 2018 in respect of appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, having Firm Registration No. 001076N/N500013, as Joint Statutory Auditors of the Company from the conclusion of twenty-fifth AGM till the conclusion of thirtieth AGM to be held in the year 2023 and consequent upon resignation of M/s. S S A Y & Associates, Chartered Accountants as the

Joint Statutory Auditors of the Company, the Company hereby confirms the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company to hold office till the conclusion of the Thirtieth Annual General Meeting to be held in the year 2023 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. Ratification and confirmation of remuneration of Cost Auditors for the financial year 2019-20.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) plus taxes as applicable and 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. HMVN & Associates, Cost Accountants (Firm Registration No. 000290) as Cost Auditors to conduct the Audit of the relevant cost records of the Company, pertaining to power generation segment, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending 31 March 2020, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Anoop Kumar Gupta, Joint Managing Director and Mr. Raman Sapra, Company Secretary of the Company be and are hereby, jointly/severally 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. Re-appointment of Mr. Devendra Kumar Agarwal (DIN: 06754542) as an Independent Non-Executive Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules framed thereunder, read with Schedule IV of the said Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Devendra Kumar Agarwal (DIN: 06754542) the Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board which was further approved by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to be retire by rotation, to hold office for second term of 5 (five) consecutive years commencing from 14 September 2019 to 13 September 2024.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” including any committee/ sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

7. Re-appointment of Mr. Ashwani Dua (DIN: 01097653) as an Independent Non-Executive Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules framed thereunder, read with Schedule IV of the said act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Ashwani Dua (DIN: 01097653) the Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board which was further approved by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of

the Company, not liable to be retire by rotation, to hold office for second term of 5 (five) consecutive years commencing from 14 September 2019 to 13 September 2024.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” including any committee/ sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

8. Re-appointment of Mr. Shyam Arora (DIN: 00742924) as an Independent Non-executive Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules framed thereunder, read with Schedule IV of the said act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Shyam Arora (DIN: 00742924) the Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board which was further approved by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to be retire by rotation, to hold office for second term of 5 (five) consecutive years commencing from 14 September 2019 to 13 September 2024 including the period from 20 September 2022 when he would have attained 75 years of age.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” including any committee/ sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

9. Re-appointment of Mr. Vinod Ahuja (DIN: 00030390) as an Independent Non-executive Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules framed thereunder, read with Schedule IV of the said act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any

statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Vinod Ahuja (DIN: 00030390) the Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board which was further approved by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to be retire by rotation, to hold office for second term of 5 (five) consecutive years commencing from 14 September 2019 to 13 September 2024 including the period from 27 November 2022 when he would have attained 75 years of age.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

10. Re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Chairman & Managing Director of the Company and revision in remuneration.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, and in accordance with the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100), as Chairman & Managing Director of the company, for a further period of 5 (five) years from 02 December 2019 to 01 December 2024, on the terms and conditions including the revision in remuneration as set out in the Explanatory Statement annexed to this notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company, as it may at it's discretion deem fit so as not to exceed the limits as set out in the explanatory statement and the limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for continuation of Mr. Anil Kumar Mittal to hold the position of chairman of the Board till the appointment of any non-executive director as a chairman of the Board, who shall be competent, experienced and skilled to manage the position of Chairman of the Board, to comply with the provisions of Regulation 17 (1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 (3) of the act and other applicable provisions if any, consent of the members be and is hereby further accorded to the continuation of Mr. Anil Kumar Mittal (DIN: 00030100), under the category of Managing Director of the Company, who shall attain the age of 70 years on 03 March 2021, during his tenure.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

11. Re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Joint Managing Director of the Company and revision in remuneration.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, and in accordance with the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Joint Managing Director of the company, for a further period of 5 (five) years from 02 December 2019 to 01 December 2024, on the terms and conditions including the revision in remuneration as set out in the explanatory Statement annexed to this notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company, as it may at it's discretion deem fit so as not to exceed the limits as set out in the explanatory statement and limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

12. Re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Joint Managing Director of the Company and revision in remuneration.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, and in accordance with the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Joint Managing Director of the company, for a further period of 5 (five) years from 02 December 2019 to 01 December 2024, on the terms and conditions including the revision in remuneration as set out in the Explanatory Statement annexed to this notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company, as it may at its discretion deem fit so as not to exceed the limits as set out in the explanatory statement and limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

By Order of the Board
For KRBL Limited
Raman Sapra
Company Secretary
M.No. F9233

Place: Noida, Uttar Pradesh
Date: 01 August 2019

Registered Office:
5190, Lahori Gate
Delhi – 110006
Phone: (011) 23968328
Fax: (011) 23968327
E-mail: investor@krblindia.com
Website: www.krblrice.com
CIN: L01111DL1993PLC052845

Notes:

1. In accordance with the provisions of Section 140 of the Companies Act, 2013 read with rules framed thereunder, one of our Joint Statutory Auditors i.e. M/s S S A Y & Associates, Chartered Accountants, (Firm Registration No. 012493N) have resigned from the position of Joint Statutory Auditors of the Company w.e.f. 16 October 2018.

Pursuant to the above, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), having their office at 21st Floor, DLF Square, Jacaranda Marg, DLF Phase II, Gurgaon-122002, the other Joint Statutory Auditors of the Company, whose appointment was recommended by the board of directors in their meeting on 24 July 2018 and accordingly approved by the Shareholders of the Company in the last AGM held on 20 August 2018, is continuing to act as the Statutory Auditors of the Company to hold office till the conclusion of 30th AGM of the Company to be held in the year 2023.

Since M/s. Walker Chandiook & Co LLP were appointed as Joint Statutory Auditors and presently acting as statutory auditors pursuant to the resignation of M/s S S A Y & Associates, the Board of Directors recommends the proposed Ordinary resolution for their appointment set out in Item No. 4 for your approval.

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 later than FORTY-EIGHT HOURS before the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/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 (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, 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 AGM are requested to send to the Company's Registered office, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.

During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the special business at Item No. 5 to 12 of the above notice is annexed hereto.
4. 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 Friday, 30 August 2019 to Friday, 13 September 2019 (both days inclusive) for the purpose of AGM and ascertainment of entitlement of dividend.
5. 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 Share Transfer Agent (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.
6. 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 RTA for further assistance.
7. In case of joint holders attending the AGM, 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.
8. Members desiring of any information as regards to the Accounts are requested to write to the Registered Office/ Corporate Office of the Company at least 7 days before the date of the AGM so as to enable the management to keep the information ready at the AGM.
9. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 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, unclaimed final dividend in respect of financial year 2011-12 is due for transfer to the said fund on 01 November 2019. In terms of provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, no claim shall lie against the Company thereafter.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF

Rules), during the financial year 2018-19 the Company has transferred 21,578 equity shares which belongs to total 153 Shareholders whose dividend was not been paid or claimed for seven consecutive years or more as on the due date of transfer i.e. 03 November 2018, to the demat account of IEPF Authority i.e. INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS, bearing DP ID IN300708 and Client ID 10656671, being maintained with National Securities Depository Limited.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members are advised to visit the weblink <http://www.iepf.gov.in/IEPF/refund.html>

Hereunder are the details of dividend declared by the Company and their respective dates of transfer of unpaid or unclaimed dividend to IEPF:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
25 September 2012	2011-12	01 November 2019
23 September 2013	2012-13	30 October 2020
09 September 2014	2013-14	16 October 2021
28 September 2015	2014-15	05 November 2022
10 March 2016	2015-16 (Interim)	16 April 2023
26 September 2017	2016-17	02 November 2024
20 August 2018	2017-18	26 September 2025

10. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2011-12 to 2017-18 are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.

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/RTA.

11. Attendance Slip, Proxy form and the route map to the venue of the AGM are annexed hereto. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the AGM.
12. Members are requested to bring their personal copy of the Annual Report at the AGM.
13. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection by the members at the Registered Office/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 Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.	II. BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Website: www.bseindia.com Stock Code: 530813

The Company has paid the Annual Listing Fees for the financial year 2018-19 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid Annual Custodial Fees for the financial year 2018-19 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

15. Electronic copy of the Annual Report and Notice of 26th AGM of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 26th AGM of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are 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 e-voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed Mr. Deepak Kukreja, Partner M/s. DMK Associates to act as the Scrutinizer and Ms. Monika Kohli, Partner M/s DMK Associates as alternate Scrutinizer, for to scrutinize the voting through ballot paper and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, 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 three days from the conclusion of the AGM, 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.krblice.com and on the website of CDSL, 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.
19. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/ gift coupons will be distributed at the AGM.
20. Details of director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, read with 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide Members facility to exercise their votes through 'remote e-voting (e-voting from a place other than venue of the AGM) and through Ballot Form at the AGM Venue for all the resolutions set forth in this Notice. The Company has engaged the services of CDSL, as the authorized agency to provide the e-voting facility to members.

The instructions for members for voting electronically are as follows:

- (I) The voting period begins on Tuesday, 10 September 2019 (9.00 A.M.) and ends on Thursday, 12 September 2019 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday, 05 September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (II) The shareholders should log on to the e-voting website www.evotingindia.com.
- (III) Click on Shareholders / Members
- (IV) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (V) Next enter the Image Verification as displayed and Click on Login.

(VI) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(VII) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(VIII) After entering these details appropriately, click on "SUBMIT" tab.

(IX) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the EVSN for the relevant KRBL Limited on which you choose to vote.

(XII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XIV) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(XVII) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(XVIII) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(XIX) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. The facility for voting through ballot paper shall be made available at the AGM Venue and the members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM Venue through ballot paper.
22. 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.
23. 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 (Record date) Thursday, 05 September 2019.
24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut - off date (Record date) Thursday, 05 September 2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or the company or RTA.
25. 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.
26. 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.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.krblrice.com and on the website of CDSL 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 National Stock Exchange of India Limited and BSE Limited.
28. The Notice of AGM is placed on the Company's website www.krblrice.com under the link Investors Relations and also on the website of CDSL viz. www.evotingindia.com.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, the particulars of Directors seeking appointment/re-appointment:

Particulars	Mr. Devendra Kumar Agarwal (DIN: 06754542)	Mr. Ashwani Dua (DIN: 01097653)
Designation	Independent Non-Executive Director	Independent Non-Executive Director
Age	65 Years	48 Years
Qualifications	Fellow Chartered Accountant	Graduate from Delhi University
Date of First Appointment on the Board	16.01.2014	09.06.2007
Experience and Expertise	Mr. Devendra Kumar Agrawal is Fellow Chartered Accountant and qualified Information System Auditor. He has vast experience of over 35 years in the area of financial management, management consultancy, business advisory, corporate taxation, auditing etc. Currently, a Practicing Chartered Accountant. Earlier, had worked with the Oriental Insurance Company Ltd., and worked abroad with a construction company based in Iraq.	Mr. Ashwani Dua graduate from Delhi University and has more than Twenty Seven years of experience in the Rice business. With his wealth of knowledge, Mr. Dua adds immense value to the company.
Number of Board Meetings attended during the year	4	1
Directorship and Committee membership held in other companies as on 31 March 2019	Directorship:- Nil Committee Membership:- Nil	Directorship:- 1. Radha Raj Infrastructure Private Limited 2. G.N. Commercial Private Limited 3. KMP Warehousing Private Limited 4. SPD Warehousing Private Limited Committee Membership:- Nil
Inter-se relationships between Directors and Key Managerial Personnel	No Inter-se relationships between Directors and key Managerial Personnel.	No Inter-se relationships between Directors and key Managerial Personnel.
Shareholding in the company as on 31 March 2019	Nil	Nil
Terms & Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com.
Details of Remuneration last drawn	Apart from receiving sitting fees for attending Board meetings, he has not drawn any remuneration during financial year 2018-19.	Apart from receiving sitting fees for attending Board meetings, he has not drawn any remuneration during financial year 2018-19.
Details of Remuneration Sought to be paid	No remuneration is sought to be paid.	No remuneration is sought to be paid.

Particulars	Mr. Shyam Arora (DIN: 00742924)	Mr. Vinod Ahuja (DIN: 00030390)
Designation	Independent Non-executive Director	Independent Non-Executive Director
Age	72 Years	72 Years
Qualifications	Persued his education in UK and did his M. Tech in Electronic Instrumentation.	B.Sc. Engg. (Mech.) Hons from Punjab Engineering College, Chandigarh
Date of First Appointment on the Board	09.06.2007	05.08.2002
Experience and Expertise	Mr. Shyam Arora persued his education in UK and did his M. Tech in Electronic Instrumentation and Controls from Loughborough University of Technology. He plays a vital role in the growth of the Company. He brings an objective view in the evaluation of performance of Board and management.	Mr. Vinod Ahuja is a B.Sc. Engg. (Mech.) Hons from Punjab Engineering College, Chandigarh. An integral part of the overall functioning of the company, he not only adds significant direction to the agro arm of the company, but also provides direction to the agri services division in order to strengthen the relations of KRBL with the farming community.
Number of Board Meetings attended during the year	4	4
Directorship and Committee membership held in other companies as on 31 March 2019	Directorship:- Napino Auto and Electronics Limited Committee Membership:- Nil	Directorship:- <ol style="list-style-type: none"> 1. Spectrum Agros Pvt Ltd 2. V R A Cotton Mills Private Limited 3. Shri Ganesh Cotton Factory Pvt Ltd 4. Mangalam Ventures Limited 5. Fazilka Cotton and Synthetics Ltd 6. Transwel Chains (India) Limited 7. Ahuja Rice And General Mills Private Limited 8. Ahuja Horticulture Farms Private Limited 9. Sara Farms Private Limited 10. Panasian Farms Private Limited 11. Servoll Enterprises Private Limited 12. Pal Farms Private Limited 13. MS Seed Developement Private Limited 14. VRA Seed Development Private Limited Committee Membership:- Nil
Inter-se relationships between Directors and Key Managerial Personnel	No Inter-se relationships between Directors and key Managerial Personnel.	No Inter-se relationships between Directors and key Managerial Personnel.
Shareholding in the company as on 31 March 2019	Nil	Nil
Terms & Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblrice.com.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblrice.com.
Details of Remuneration last drawn	Apart from receiving sitting fees for attending Board meetings, he has not drawn any remuneration in financial year 2018-19.	Apart from receiving sitting fees for attending Board meetings, he has not drawn any remuneration in financial year 2018-19.
Details of Remuneration Sought to be paid	No remuneration is sought to be paid.	No remuneration is sought to be paid.

Particulars	Mr. Anil Kumar Mittal (DIN: 00030100)	Mr. Arun Kumar Gupta (DIN: 00030127)
Designation	Chairman & Managing Director	Joint Managing Director
Age	68 Years	62 Years
Qualifications	Arts Graduate from Delhi University	Commerce Graduate from Delhi University
Date of First Appointment on the Board	30.03.1993	30.03.1993
Experience and Expertise	Mr. Anil Kumar Mittal is having more than 43 years of experience in the field of Rice Industry. The Visionary behind the success of the Company. Mr. Mittal is the founder Chairman of KRBL Limited. He has been instrumental, in turning the Company into a global brand and the leader in Indian Basmati Industry. He was also the President of All India Rice Exporters Associations and presently he is the Vice President of the Basmati Rice Farmers and Exporters Development Forum. He has been the Board Member of the Export Inspection Council and the Basmati Development Fund. He also formulates the marketing strategy of the Company and supervises the marketing functions.	Mr. Arun Kumar Gupta is having more than 37 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL Limited. An expert on the Basmati Paddy Supply Chain Management and the Paddy Milling Technology. He has steered the Company into a growth trajectory. He holds various eminent positions in various reputed organization, one of them being Executive Member of the Basmati Rice farmers and Exporters Development Forum. He plays a key role on the project implementation of the Company.
Number of Board Meetings attended during the year	4	4
Directorship and Committee membership held in other companies as on 31 March 2019	Directorship:- 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Solid Infradevelopers Private Limited 5. Aakash Hospitality Private Limited 6. Adwet Warehousing Private Limited 7. Padmahasta Warehousing Private Limited 8. KRBL Foods Limited 9. Holistic Farms Private Limited 10. K B Exports Private Limited 11. Radha Raj IT City & Parks Private Limited 12. Radha Raj Logistics Private Limited 13. Anurup Exports Private Limited Committee Membership:- Nil	Directorship:- 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Solid Infradevelopers Private Limited 5. Aakash Hospitality Private Limited 6. Adwet Warehousing Private Limited 7. Padmahasta Warehousing Private Limited 8. KRBL Foods Limited 9. Holistic Farms Private Limited 10. K B Exports Private Limited 11. Radha Raj IT City & Parks Private Limited 12. Radha Raj Logistics Private Limited 13. Anurup Exports Private Limited Committee Membership:- Nil
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, Joint Managing Directors are brothers of Mr. Anil Kumar Mittal and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal.	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Anoop Kumar Gupta, Joint Managing Director are brothers of Mr. Arun Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.
Shareholding in the company as on 31 March 2019 (including holding in the capacity of Karta of HUF and Trustee of Trust)	4,61,45,864 Equity Shares	4,61,43,714 Equity Shares
Terms & Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration last drawn	Remuneration last drawn during Financial Year 2018-19 is 108.64 Lacs.	Remuneration last drawn during Financial Year 2018-19 is 108.64 Lacs.
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

Particulars	Mr. Anoop Kumar Gupta (DIN: 00030160)
Designation	Joint Managing Director
Age	60 Years
Qualifications	Science Graduate from Delhi University
Date of First Appointment on the Board	30.03.1993
Experience and Expertise	Mr. Anoop Kumar Gupta is having more than 33 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL Limited. He is the Financial Architect and the Chief Strategist of the Company. He has added immense value to the Company's financial stability. Further, he has also been the Executive Committee member of All India Rice Exporters Association. Moreover, he is also responsible for domestic marketing and advertisement.
Number of Board Meetings attended during the year	4
Directorship and Committee membership held in other companies as on 31 March 2019	<p>Directorship:-</p> <ol style="list-style-type: none"> 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Solid Infradevelopers Private Limited 5. Aakash Hospitality Private Limited 6. Adwet Warehousing Private Limited 7. Padmahasta Warehousing Private Limited 8. KRBL Foods Limited 9. Holistic Farms Private Limited 10. K B Exports Private Limited 11. Radha Raj IT City & Parks Private Limited 12. Radha Raj Logistics Private Limited 13. Anurup Exports Private Limited <p>Committee Membership:- Nil</p>
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Anil Kumar Mittal, Chairman Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director are brothers of Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.
Shareholding in the company as on 31 March 2019 (including holding in the capacity of Karta of HUF and Trustee of Trust)	4,61,49,338 Equity Shares
Terms & Conditions for re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration last drawn	Remuneration last drawn during Financial Year 2018-19 is 108.64 Lacs.
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

Particulars	Ms. Priyanka Mittal (DIN: 00030479)
Designation	Whole Time Director
Age	42 Years
Qualifications	Graduate from Harvard Business School's OPM programme, BS in Business Management from University of Southern California, Los Angeles, C.A. and also a Chartered Financial Analyst (AIMR) Candidate, Level II.
Date of First Appointment on the Board	28.11.2000
Experience and Expertise	Ms. Priyanka Mittal is having 18 years of experience in the field of International Marketing and she heads the International marketing division of the Company. She brings innovative management strategies into the company. Ms. Mittal is also a member of YPO. She has represented KRBL at CII, ASSOCHAM, FICCI and FIEO. Given her interest in promoting women leadership Ms. Mittal is also a Special Advisor to the Women Political Leaders Global Forum (formally known as Women in Parliament, a European Parliament Initiative). In the past, Ms. Mittal was a Northern Region, Chairperson of FIEO, Ministry of Commerce, and Government of India. Ms Mittal's recent subjects of interest and talks have been food security and sustainability, hunger and malnutrition issues, supply chain management and food storage and wastage.
Number of Board Meetings Attended during the year	1
Directorship and Committee membership held in other companies as on 31 March 2019	Directorship:- <ol style="list-style-type: none"> 1. India Gate Foods Private Limited 2. PHD Chamber of Commerce and Industry 3. KRBL DMCC Committee Membership:- Nil
Inter-se relationships between Directors and Key Managerial Personnel	Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director. Further Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, both Joint Managing Directors are brothers of Mr. Anil Kumar Mittal.
Shareholding in the company as on 31 March 2019 (in Individual capacity)	100 Equity Shares
Terms & Conditions for re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblrice.com
Details of Remuneration last drawn	Remuneration last drawn during Financial Year 2018-19 is 56.43 Lacs.
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

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 its meeting held on 01 August, 2019, had appointed M/s. HVMN & Associates, a firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records of the Company pertaining to power generation segment for the financial year 2019-20 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 read with 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 and confirmed 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 or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/corporate office of the Company during business hours on any working day.

Item No. 6 and 7 to the Notice

The Board of Directors at its meeting held on 01 August 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that the association of Mr. Devendra Kumar Agarwal (DIN: 06754542) and Mr. Ashwani Dua (DIN: 01097653) would be beneficial to the Company and it is desirable to re-appoint them as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 14 September 2019 to 13 September 2024.

In the opinion of the Board, Mr. Devendra Kumar Agarwal and Mr. Ashwani Dua are persons of Integrity and possesses relevant expertise and experience and fulfills the conditions for appointment as a director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Mr. Devendra Kumar Agarwal and Mr. Ashwani Dua as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards-2 on General Meetings are provided above.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Special resolution for their appointment set out at Item No. 6 and 7 of the Notice Calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Devendra Kumar Agarwal and Mr. Ashwani Dua, are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 6 and 7 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/corporate office of the Company during business hours on any working day.

Item No. 8 and 9 to the Notice

The Board of Directors at its meeting held on 01 August 2019 on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that the association of Mr. Shyam Arora (DIN: 00742924) and Mr. Vinod Ahuja (DIN: 00030390) would be beneficial to the Company and it is desirable to re-appoint them as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 14 September 2019 to 13 September 2024.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from 01 April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Shyam Arora, aged 72 Years (Date of Birth: 20 September 1947) and Mr. Vinod Ahuja, aged 72 Years (Date of Birth: 27 November 1947) shall attain the age of 75 years during their tenure. Since the Company proposed special resolution for their re-appointment set out at Item No. 8 and 9 of the Notice Calling AGM, as required under the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief justification for their continuation as Independent director after attaining the age of 75 years are as follows:

Mr. Shyam Arora - Mr. Shyam Arora has pursued his education in UK and did his M. Tech in Electronic Instrumentation and Controls from Loughborough University of Technology.

He plays a vital role in the growth of the Company. He brings an objective view in the evaluation of performance of Board and management. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship committee of the Company.

Mr. Vinod Ahuja - Mr. Vinod Ahuja is a B.Sc. Engg. (Mech.) Hons from Punjab Engineering College, Chandigarh.

An integral part of the overall functioning of the company, he not only adds significant direction to the agro arm of the company, but also provides direction to the agri services division in order to strengthen the relations of KRBL with the farming community. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship committee of the Company. He holds the directorship of several companies, Manglam Ventures Ltd., Ahuja Rice & General Mills Private Ltd., Fazilka Cotton & Synthetics Ltd. etc.

In the opinion of the Board, Mr. Shyam Arora and Mr. Vinod Ahuja are persons of integrity and possesses relevant expertise and experience and fulfills the conditions for re-appointment as a Independent Non-Executive Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in View of their seniority, expertise and vast experience in their respective fields, and their contributions to the Company, the Board considers that their presence in the Board adds more value and recommends the proposed Special resolution for their appointment set out at Item No. 8 and 9 of the Notice calling AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Shyam Arora and Mr. Vinod Ahuja, are in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 8 and 9 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/corporate office of the Company during business hours on any working day.

Item No. 10 to the Notice

Mr. Anil Kumar Mittal (DIN: 00030100) was re-appointed as a Chairman & Managing Director of the Company for a period of 5 years w.e.f. 02 December 2014, on the remuneration and other terms and conditions as approved by the members of the company in the AGM held on 09 September 2014.

As per the Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the top 500 listed entities shall ensure that the Chairperson of the board of such listed entity shall -

- A) be a non-executive director;
- B) not be related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013: with effect from 01 April 2020.

As the existing tenure of Mr. Anil Kumar Mittal as Chairman & Managing Director, will expire on 2 December 2019. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 1 August 2019 has recommended re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100), as Chairman & Managing Director of the company for a further period of five years w.e.f. 2 December 2019, for the approval of shareholders. Mr. Anil Kumar Mittal will hold the position of Chairman of the board till the appointment of any non-executive director as a Chairman of the Board to comply with the provisions of Regulation 17(1B) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations.

Further, as per Section 196 (3) of the Company Act, 2013, no company shall appoint or continue the employment of any person as managing director, whole time director or manager who attain the age of seventy years except passing of a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Mr. Anil Kumar Mittal, aged 68 Years (Date of Birth: 03 March 1951) shall attain the age of 70 years during his tenure. Hence, as the Company proposed special resolution for his re-appointment set out at Item no. 10 of the Notice Calling AGM and brief justification for his continuation as Chairman of the Board after attaining the age of 70 years are as follows:

Mr. Anil Kumar Mittal is having more than 43 years of experience in the field of Rice Industry. He is the Visionary behind the success of the Company, Mr. Mittal is the founder Chairman of KRBL Limited. He has been instrumental, in turning the Company into a global brand and the leader in Indian Basmati Industry. He was also the President of All India Rice Exporters Associations and presently he is the Vice President of the Basmati Rice Farmers & Exporters Development Forum. He has been the Board Member of the Export Inspection Council and the Basmati Development Fund. He also formulates the marketing strategy of the Company and supervises the marketing functions.

Keeping in View of his seniority, expertise and vast experience in his respective fields, and his contributions to the Company, the Board considers that his presence in the Board adds more value and recommends the proposed special resolution for his re-appointment set out at Item No. 10 of the Notice calling AGM.

The Remuneration as payable to Mr. Anil Kumar Mittal and the term of his re-appointment set out below:-

Salary:

Not Exceeding ₹ 3,00,00,000/- (Rupees Three Crores only) per annum.

Perquisites/ Benefit: Mr. Anil Kumar Mittal, Chairman & Managing Director shall be entitled to the perquisites as per the rules of the Company and within the limits of Section 197 of the Act. The same includes but not limited to the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, company car with chauffeur, telephone at residence/cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

The total remuneration and perquisites/benefits contemplated above, including contribution towards PF/superannuation fund, annuity fund, gratuity fund etc. payable shall not exceed 5% where there is only one Managing Director/Whole-time Director(s) and 10% where there are more than one Managing/ Whole-time Director(s) of the net profits of the Company calculated in accordance with Section 197 and 198 read with Schedule V of the Act or any amendment thereto or any other provisions as may be applicable.

Terms of Re-appointment:

- a) The Chairman & Managing Director will perform his duties with regard to all works of the Company and he will manage and attend to such business meetings and carry out such orders or directions given by the Board from time to time in all respects.
- b) The Chairman & Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c) The Chairman & Managing Director shall adhere to the Company's policy((ies)/code((s)).
- d) The office of the Chairman & Managing Director may be terminated by the Company or the concerned director by giving 3 (three) months prior notice in writing.

Mr. Anil Kumar Mittal, satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 10, for your approval.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise, in the Resolution No. 10 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/corporate

office of the Company during business hours on any working day.

Item No. 11 and 12 to the Notice

Mr. Arun Kumar Gupta (DIN: 00030127) and Mr. Anoop Kumar Gupta (DIN: 00030160) were re-appointed as Joint Managing Directors of the Company, for a period of 5 years w.e.f. 02 December 2014, on the remuneration and other terms and conditions as approved by the members of the company in the AGM held on 09 September 2014.

As the existing tenure of Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta as Joint Managing Directors would expire on 02 December 2019, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 01 August 2019 has recommended the Re-appointment of Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta as Joint Managing Directors of the Company, for further approval of shareholders, for a further period of five years w.e.f. 02 December 2019, on the remuneration and terms and conditions, as detailed hereunder.

The Remuneration as payable to Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta on individual basis and the terms of re-appointment are set out below:-

Salary:

Not Exceeding ₹ 3,00,00,000/- (Rupees Three Crores only) per annum.

Perquisites/ Benefit: The Joint Managing Directors shall be entitled to the perquisites as per the rules of the Company and within limits of Section 197 of the Act. The same includes but not limited to the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, company car with chauffeur, telephone at residence/cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

The total remuneration and perquisites/benefits contemplated above, including contribution towards PF/superannuation fund, annuity fund, gratuity fund etc., payable shall not exceed 5% where there is only one Managing Director/Whole-time Director(s) and 10% where there are more than one Managing/ Whole-time Director(s) of the net profits of the Company calculated in accordance with Section 197 and 198 read with Schedule V of the Act or any amendment thereto or any other provisions as may be applicable.

Terms of Re-appointment:

- a) The Joint Managing Directors will perform their duties with regard to all works of the Company and they will manage and attend to such business meetings and carry out such orders or directions given by the Board from time to time in all respects.

- b) The Joint Managing Directors shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the act with regard to duties of directors.
- c) The Joint Managing Directors shall adhere to the Company's policy(ies)/code(s).
- d) The office of the Joint Managing Directors may be terminated by the Company or the concerned director by giving 3 (three) months prior notice in writing.

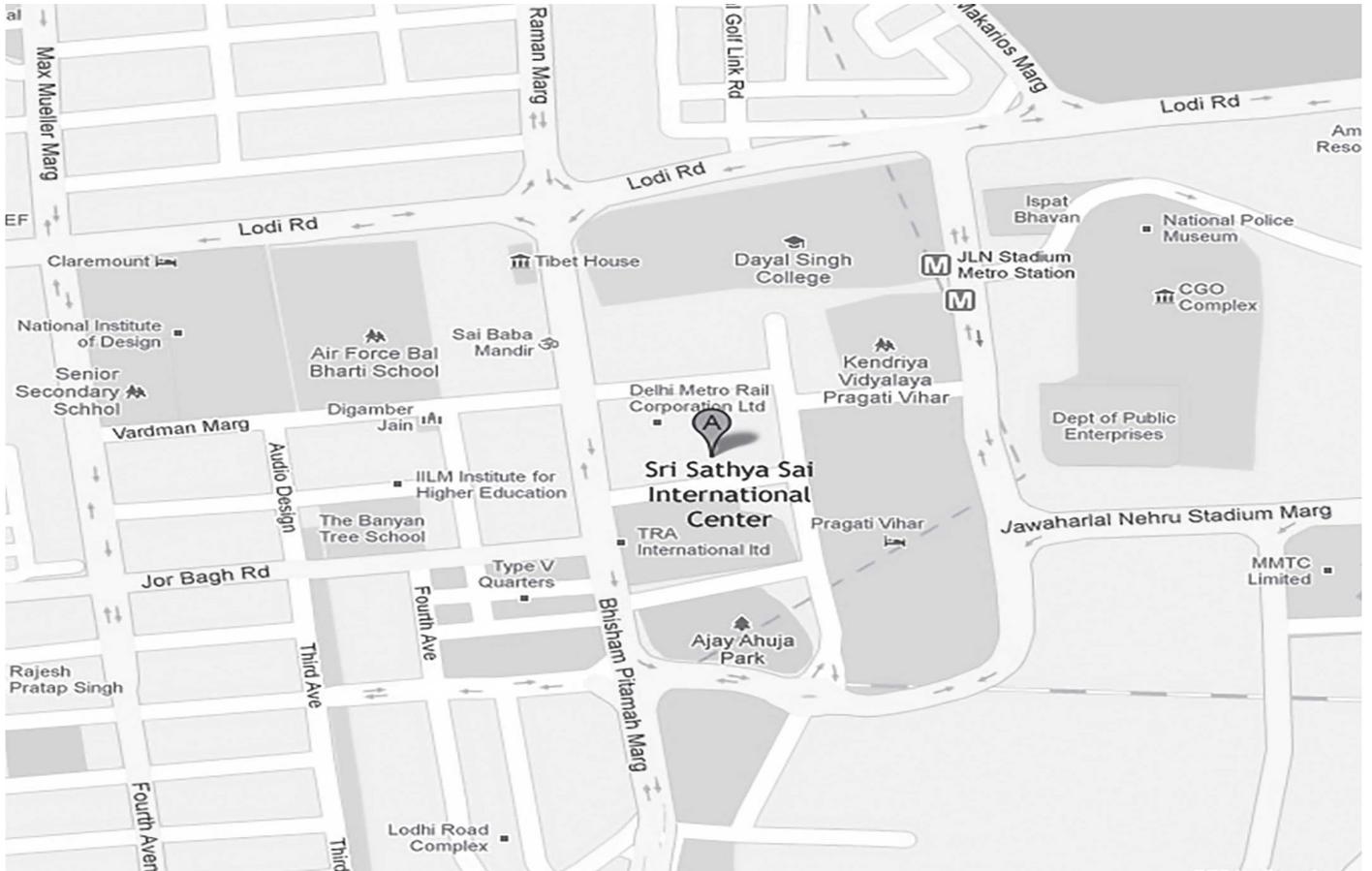
Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Director in terms of Section 164 of the Act.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 11 and 12 for your approval.

Except Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta, Mr. Anil Kumar Mittal and Ms. Priyanka Mitta, no other Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise, in the Resolution No. 11 and 12 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office/corporate office of the Company during business hours on any working day.

Route Map to the AGM Venue of KRBL Limited scheduled to be held on Friday, 13 September 2019, at 11.00 A.M.



Venue:



**Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi-110003**

ATTENDANCE SLIP**KRBL Limited**

Regd. Office: 5190, Lahori Gate, Delhi – 110006, Phone: 011-23968328, Fax: 011-23968327
 E-mail: investor@krblindia.com, Website: www.krblrice.com, CIN: L01111DL1993PLC052845

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

DP Id*/ Client Id*		Folio No.		No of Shares held	
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NAME AND ADDRESS OF THE SHAREHOLDER(S) :
 (In Block Letters)

NAME AND ADDRESS OF THE PROXY HOLDER :
 (In Block Letters)

I hereby record my presence at the **26th AGM** held on Friday, 13 September 2019, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

 Signature of Shareholder

*Applicable for investors holding shares in electronic form.

Note: Kindly Complete this and hand it over at the entrance of the meeting venue.

 Signature of Proxy Holder

KRBL Limited

Regd. Office: 5190, Lahori Gate, Delhi – 110006
 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]

26th AGM on Friday, 13 September 2019, 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:

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ 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 **26th AGM** of the Company, to be held on Friday, 13 September 2019, at 11.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at 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	Optional*	
		For	Against
1.	Consideration and Adoption of the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the financial year ended 31 March 2019, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2.	Declaration of final dividend of ₹ 2.50 per equity share on 23,53,89,892 equity shares of ₹ 1/- each for the financial year ended 31 March 2019. (Ordinary Resolution)		
3.	Appointment of a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation at this AGM and being eligible, offers herself for re-appointment. (Ordinary Resolution)		
4.	Confirmation for appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants as Statutory Auditors of the Company. (Ordinary Resolution)		



S.No.	Resolutions	Optional*	
		For	Against
5.	Ratification and confirmation of remuneration of Cost Auditors for the financial year 2019-20. (Ordinary Resolution)		
6.	Re-appointment of Mr. Devendra Kumar Agarwal (DIN: 06754542) as an Independent Non-Executive Director. (Special Resolution)		
7.	Re-appointment of Mr. Ashwani Dua (DIN: 01097653) as an Independent Non-Executive Director. (Special Resolution)		
8.	Re-appointment of Mr. Shyam Arora (DIN: 00742924) as an Independent Non-Executive Director. (Special Resolution)		
9.	Re-appointment of Mr. Vinod Ahuja (DIN: 00030390) as an Independent Non-Executive Director. (Special Resolution)		
10.	Re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Chairman & Managing Director of the Company and revision in remuneration. (Special Resolution)		
11.	Re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Joint Managing Director of the Company and revision in remuneration. (Special Resolution)		
12.	Re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Joint Managing Director of the Company and revision in remuneration. (Special Resolution)		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Revenue Stamp of ₹1/- and sign across

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) Pursuant to the provisions of Section 105 of the Companies Act, 2013, 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 or 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.

