



HEART
OF
MADE IN INDIA
GATE



ANNUAL REPORT 2014-15

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Corporate Information



» KEY MANAGERIAL PERSONS

• Board of Directors

Chairman & Managing Director
Mr. Anil Kumar Mittal

Joint Managing Directors
Mr. Arun Kumar Gupta
Mr. Anoop Kumar Gupta

Whole Time Directors
Ms. Priyanka Mittal
Mr. Ashok Chand

Independent Non-Executive Directors

Mr. Vinod Ahuja
Mr. Shyam Arora
Mr. Ashwani Dua
Dr. Narpinder Kumar Gupta
Mr. Devendra Kumar Agarwal

• Chief Financial Officer

Mr. Rakesh Mehrotra

• Company Secretary and Compliance Officer

Mr. Raman Sapra

» BOARD COMMITTEES

• Audit Committee

Mr. Devendra Kumar Agarwal - Chairman
Ms. Priyanka Mittal - Member
Mr. Ashwani Dua - Member
Mr. Vinod Ahuja - Member
Dr. Narpinder Kumar Gupta - Member

• Nomination and Remuneration Committee

Mr. Ashwani Dua - Chairman
Mr. Vinod Ahuja - Member
Dr. Narpinder Kumar Gupta - Member

• Stakeholders Relationship Committee

Mr. Ashwani Dua - Chairman
Mr. Vinod Ahuja - Member
Dr. Narpinder Kumar Gupta - Member

• Corporate Social Responsibility Committee

Mr. Ashwani Dua - Chairman
Mr. Anil Kumar Mittal - Member
Mr. Anoop Kumar Gupta - Member
Ms. Priyanka Mittal - Member

• Risk Management Committee

Mr. Arun Kumar Gupta - Chairman
Mr. Anoop Kumar Gupta - Member
Mr. Ashok Chand - Member
Mr. Rakesh Mehrotra - Member

» STATUTORY AUDITORS

M/s Vinod Kumar Bindal & Co.
Chartered Accountants
Shiv Shushil Bhawan,
D-219, Vivek Vihar, Phase-I,
New Delhi - 110 095

» SECRETARIAL AUDITORS

M/s DMK Associates
Company Secretaries
31/36, Basement,
Old Rajinder Nagar,
Delhi-110 060

» INTERNAL AUDITORS

M/s Anil Sood & Associates
Chartered Accountants
F90/8, Okhla Industrial Area,
Phase-1, New Delhi-110 020

» COST AUDITORS

M/s HMVN & Associates
Cost Accountants
31, Community Centre,
Ashok Vihar, Delhi - 110 052

» REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Limited
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi - 110 055

» REGISTERED OFFICE

5190, Lahori Gate, Delhi - 110 006
Phone: 011 - 2396 8328
Fax: 011 - 2396 8327
E-mail: investor@krblindia.com
Website: www.krblrice.com
CIN No.: L01111DL1993PLC052845

» CORPORATE OFFICE

C-32, 5th & 6th Floor,
Sector 62, Noida,
Uttar Pradesh- 201 301

» BANKERS

State Bank of India
The Hongkong & Shanghai Banking Corporation Limited
ICICI Bank Limited
DBS Bank Limited
HDFC Bank Limited
Kotak Mahindra Bank Limited
Karnataka Bank Limited
Corporation Bank
Societe Generale
Scotia Bank

» WORKS

• Ghaziabad Factory

9th Milestone,
Post Dujana, Bulandshahr Road,
Distt. Gautambudh Nagar,
Uttar Pradesh - 203 207

• Dhuri Factory

Village Bhasaur (Dhuri),
Distt. Sangrur,
Punjab - 148 024

• Alipur Unit 1

29/ 15-29/ 16, Village Jindpur,
G.T. Karnal Road, Alipur,
Delhi - 110 036

• Alipur Unit 2

Plot 258-260,
Extended Lal Dora, Alipur,
Delhi - 110 036



HEART
OF
MADE IN INDIA
GATE

Aroma that smells of India, flavour that tastes of India, beauty that is Indian to the core – India Gate has evolved as the Basmati of choice the world over. The story of India Gate is the story of India – vibrant, dynamic, exotic and distinctive. It's the story of that grain of rice which is growing in success in tandem with India's growth story.

As India charts the success trajectory to emerge as one of the top destinations for the world, on the back of its new-age advancements and growing consumerism, India Gate also continues to make strides in popularity. From desires and aspirations to hunger and need, India Gate stands at the forefront of satiating them all.

Nurtured by the dedication of our farmers and nourished by the commitment of our consumers, India Gate has emerged as the world's most loved Basmati rice. Made in India with love, it lives in the hearts of millions of people globally as the preferred source of sustenance. So when the world thinks of Basmati, it thinks of India, and of India Gate – the Basmati without which no recipe or platter is complete.

Let us then map the story of India Gate – the fine grain of Basmati which is made in India, grows in the heart of India and romances the world.



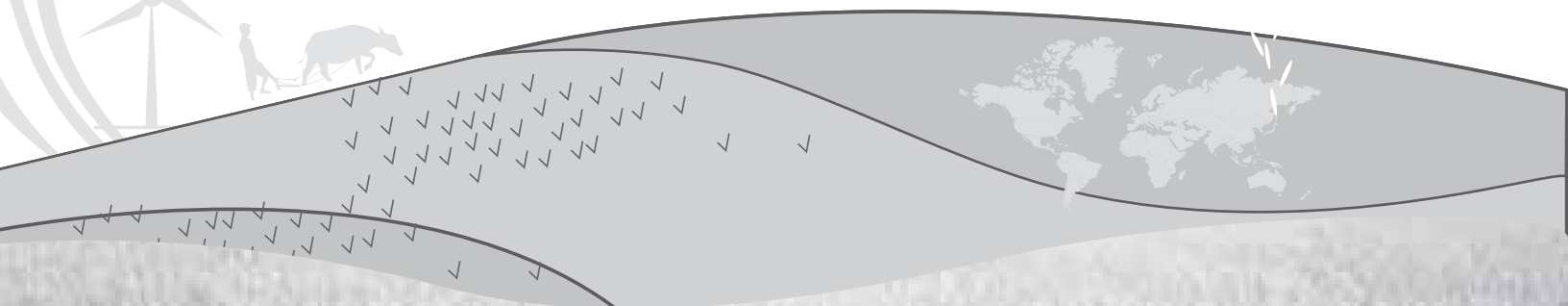
HEART
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GATE



MANAGEMENT

DISCUSSION &

ANALYSIS



ECONOMIC OVERVIEW

The Indian economy remained upbeat during the year, with a stable government at the Centre infusing positivity through a series of key initiatives. Controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and structured reforms boosted economic sentiment to push growth.

According to Central Statistical Office (CSO) data, as per the new series with 2011-12 as base year, real Gross Domestic Product (GDP) growth rate for FY2015 is 7.3%, as against the revised FY2014 GDP growth of 6.9%. With improvement in the overall economic and consumer sentiment, Current Account Deficit (CAD) came down to a mere 0.2% of GDP for the March 2015 quarter and the same shrank to 1.3% of GDP for full financial year 2014-15.

The Rupee also showed robustness, losing only 4.3% of value against the US Dollar to become one of the best performers in the world. The Reserve Bank of India (RBI), on its part, softened its monetary policy stance by cutting repo rates by 25 basis points from 7.75% to 7.5% in March 2015.

Amid the growth revival, inflation declined to 4.87% in April 2015, hitting a record low of 4.38% in November 2014. The average Wholesale Price Index (WPI) inflation came down to (2.33%) during 2014-15 from 6% in 2013-14, due to sharp decline in inflation of majority of the groups like non-food articles, minerals, crude petroleum, fuel and power, rubber and plastic products and basic metals, alloys and metal products. Food price inflation also came down to 6.31% during this period.

(Source: <http://pib.nic.in/newsite/PrintRelease.aspx?relid=118252>)

Despite a 12% monsoon rainfall deficiency, agriculture and allied sectors continued to be a key contributor to the GDP growth, registering a 1.1% increase. Loss in production was successfully contained at 3% over the previous year and overall production exceeded the average production during the last 5 years by 8.2 million tonnes.

As per the 2nd advance estimates for 2014-15, total food grains production in India is estimated at 257.1 million tonnes.

The next few years will see increased growth momentum for the agriculture sector, as a result of higher investment in agricultural infrastructure, such as irrigation facilities, warehousing and cold storage. As per the 12th Five Year Plan's estimates, storage capacity is targeted to go up to 35 MT and overall growth target is 4%. Other factors expected to contribute to the upward trend are reduced transaction costs & time, better port gate management and fiscal incentives. Increased use of genetically modified crops is also expected to improve the yield of the Indian farmers. Recognising the importance of the agriculture sector, the Government has also initiated a number of steps in the budget 2014-15 for sustainable development of agriculture.

(Source: <http://www.ibef.org/industry/agriculture-india.aspx> & <http://pib.nic.in/newsite/PrintRelease.aspx?relid=113870>)

GLOBAL RICE OVERVIEW

The 2014 global paddy season closed with an above-average production outturn as the dreaded effects of an El Niño weather event failed to materialise. For 2015, FAO's first forecast sees global paddy production recovering by a modest 1.1% to 749.8 million tonnes (499.9 million tonnes, milled basis). This is despite the 0.5% contraction in 2014 world paddy resulting from climatic setbacks. Global paddy production in 2014 was 741.3 million tonnes (494.4 million tonnes, milled basis).

Assuming normalisation of the growing conditions, the Asian region is predicted to drive the 2015 global expansion, with sizable gains expected in India, Indonesia, Philippines, Sri Lanka and Thailand. It is expected that these gains would more than compensate for anticipated contractions in Bangladesh, the Chinese Province of Taiwan, the Republic of Korea, Pakistan and Vietnam. Outside of Asia, early prospects for Africa point to some output increases arising from improved weather conditions and/or strong prices.

Moderate output gains are also anticipated in Europe on account of attractive Japonica rice prices in the EU and the Russian Federation, as well as in Latin America and the Caribbean, in spite of unseasonal weather and tight profit margins. In North America, the USDA forecasts a small contraction of output in the United States, reflecting a prolonged drought in California and weak price prospects. Output in Australia is also poised to contract in 2015, given the recurring water availability constraints.

(Source: <http://www.fao.org/economic/est/publications/rice-publications/rice-market-monitor-rmm/en/>)

FAO's revised estimates of world rice trade in 2014 have undergone a considerable 2.2 million tonnes upward revision since December. International trade flows are now estimated to have grown by 14% from 2013, to a new record of 42.4 million tonnes (milled basis).

On the demand side, the heightened 2014 import estimates mostly concerned Far Eastern countries, which emerged as the prime drivers of 2014 import growth. Bangladesh, China (Mainland), Indonesia, Malaysia, the Philippines and Sri Lanka are all estimated to have let in much larger volumes than in 2013. Revised estimates also show imports to have increased since 2013 in a number of African countries.

FAO has also made upward revisions in exports. The largest such revision has been for India, with exports going up 7% over 2013. Pakistan has also shown increase of exports in the same period. In contrast, Argentina and Vietnam shipped less than foreseen last December; overall, these countries, along with Australia, Cambodia, China (Mainland) and the United States, delivered less rice on the global front than in 2013.

Global Rice Market Summary

	2012-13	2013-14	2014-15	2014-15/ 2013-14
		EST	Fcast	Var
	million tonnes, milled eq.			%
Production	490.1	496.6	404.4	(0.5)
Supply	600.6	714.6	717.4	0.4
Utilization	476.4	491.2	499.4	1.7
Food Use	401.2	409.2	414.6	1.3
Feed Use	13.3	14.0	14.4	2.8
Other Uses	62.0	68.0	70.3	3.4
Trade ¹	37.2	42.4	41.3	(2.5)
Ending Stock ²	176.7	181.0	176.6	(2.4)
		%		
Global Stock-to-use ratio	36.0	36.2	34.9	-
Major exporters' stock-to-disappearance ratio ³	28.6	26.8	23.4	-

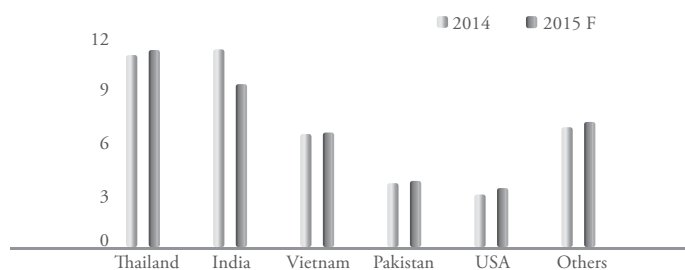
¹ Data refer to the calendar year trade (Jan. - Dec.) of the second year shown.

² Stocks carried over in the second year shown.

³ Defined as the sum of the five major rice exporters' (India, Pakistan, Thailand, the United States and Vietnam) stocks divided by the sum of their domestic utilisation plus exports.

Rice exports by major exporters

Million tonnes, milled eq.



In terms of international trade in calendar year 2015, FAO has upgraded its forecast to 41.3 million tonnes since December - just 2% short of the 2014 record of international trade.

Consistent with reductions

to the 2014 production

figures, FAO's

forecast of world

rice utilisation in

2014-2015 has

also been lowered

to 499.4 million

tonnes (milled

basis). This is

1.7% or 8.2 million

tonnes more than the

estimate for 2013-14. The

forecast growth mostly mirrors

expectations

of 1.3% progress in world food consumption to 414.6 million

tonnes - a level that would support a small (0.2%) increase in

average per caput food intake to 57.4 kilos. Based on FAO's

first outlook, global rice utilisation in 2015-16 could increase to

505.7 million tonnes, again sustained by expanding food consumption

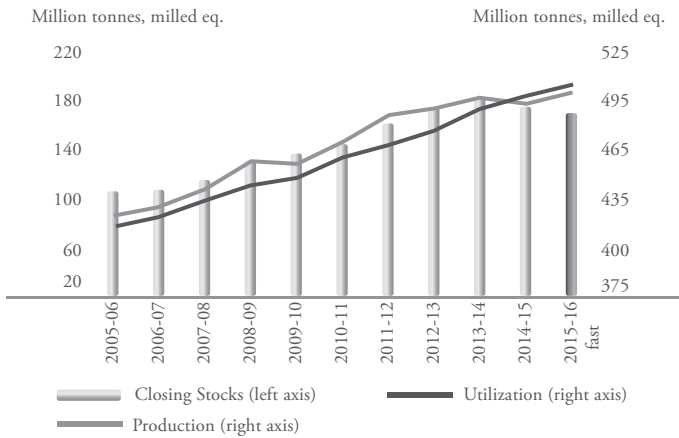
to 419.8 million tonnes.

As a result, overall 2014 output in India is now pegged at 154.5 (103.0 million tonnes, milled basis), implying a 3% yield-driven annual contraction, but still the fourth largest crop on record. Expanding food consumption to 419.8 million tonnes.





R ice Production, Utilization and Stocks



INDIAN RICE OVERVIEW

India continues to remain competitively positioned in the global rice market at the back of surplus rice stockpiles and improved production methods. The strength of the Indian rice industry is endorsed by the upward revision by FAO.

As per the FAO Rice Market Monitor, April 2015, India has retained its prime position among world suppliers in 2014. During the year, India shipped an unprecedented 11.3 million tonnes, or 7% more than in 2013. This was despite an overall decline, in percentage terms, of rice exports, resulting from lower production volumes triggered by the effects of a poor monsoon.

USDA Post has estimated India's MY 2014-15 (October-September) rice exports at around 9 million tonnes, (around 5.8 million tonnes of basmati and 3.2 million tonnes of non-basmati), down about 13% from an estimated 10.3 million tonnes. An anticipated decline in supplies from low production and competition from other rice exporting countries was the major cause for the shortfall.

The Post estimates MY 2014-15 rice production at about 102 million tonnes (about 89.5 million tonnes from Kharif and 13 million from Rabi). This is down from an estimated 106.6 million tonnes in 2013-14, based on lower yield of Kharif (June-December) and less acreage of Rabi (November – March). Planting of Rabi 2015, as of January 30, 2015, has declined about 17% to around 1.5 million hectares from 1.8 million hectares last year.

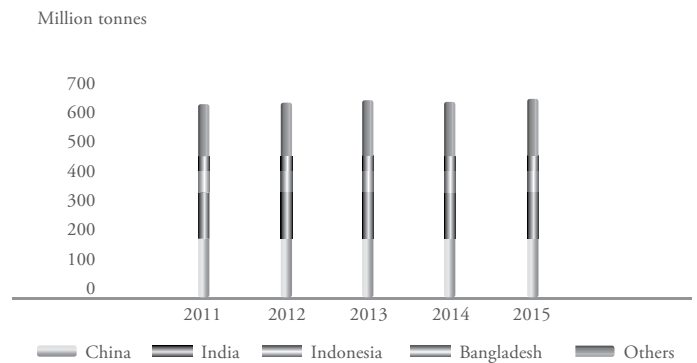
(Source: <http://www.oryza.com/21944/usda-post-estimates-india-my-2014-15-rice-exports-9-million-tons-down-16-last-year>)

However, FAO's Rice Market Monitor, citing the Government of India's Second Advanced Estimates of 2014 production released in February, has positioned Kharif crop at 134.3 million tonnes (89.6 million tonnes, milled basis). This is 1,50,000 tonnes less than previously foreseen by FAO. It is also 2.1% short of the 2013 cyclone-depressed turnout. Due to constraints in the availability of water for irrigation and electricity shortages in southern producing states, output from Rabi crop is gauged at 20.2 million tonnes (13.5 million tonnes, milled basis), nearly 8,00,000 tonnes lower than forecast by FAO and down 11% year-on-year.

As a result, overall 2014 output in India is now pegged at 154.5 (103.0 million tonnes, milled basis), implying a 3% yield-driven annual contraction, but still the fourth largest crop on record.

PADDY PRODUCTION IN INDIA

Paddy Production in Asia



For 2015, FAO's preliminary forecasts indicate total production at 158.2 million tonnes (105.5 million tonnes, milled basis), 2.4% or 3.7 million tonnes more than the 2014 estimate. The final figures would, however, depend on the rainfall in the season.

Assuming normal conditions, the various reforms being contemplated by the Indian government for the Food Corporation of India (FCI), as well as the emphasis in the 2015-16 Union Budget on addressing low productivity levels and large disparities in yields in the country, are expected to boost growth, going forward. As part of its 2015-16 budgetary allocations, the Government has raised allotments to food subsidies by 1.4% to ₹ 1.24 trillion (USD 19.9 billion). The Centre has



also instructed state governments to eliminate all procurement of rice under statutory levy, as of 1st October 2015.

Programmes such as the “Rashtriya Krishi Vikas Yojana” (RKVY) - of which ‘Bringing the Green Revolution to Eastern India scheme’ is a part, as well as the National Food Security Mission, will fall under a new cost-sharing mechanism between the central government and states. Such programmes are expected to encourage strong positivity in the agriculture sector.

(Source: FAO Rice Market Monitor, April 2015)

As per the USDA Post, India’s exports in 2015-16 are estimated at about 8.5 million tonnes, (4 of non-basmati and 4.5 of basmati) on relative tight exportable supplies. India’s rice exports will have

to struggle to compete with cheaper cargoes from Thailand in 2015, as Bangkok looks to offload the grain from its huge state stockpiles.

(Source: <http://www.thehindubusinessline.com/industry-and-economy/agri-biz/indian-rice-exports-to-plunge-as-thailand-offloads-stocks/article6951066.ece>)

According to APEDA, India’s export of cereals stood at ₹ 58,279.80 crore during FY2015. Rice (including basmati and non basmati) occupied the major share in India’s total cereals export with 64.40% during the same period. Other cereals including wheat represented 35.60% share in total cereals exported from India during this period. The major importing countries of India’s cereals during the period were Iran, Saudi Arabia, Indonesia, UAE and Bangladesh.

Three-year Exports Statement of APEDA Products

(Value in ₹ Lacs, Volume in MT)

Product	2012-13		2013-14		2014-15	
	Volume	Value	Volume	Value	Volume	Value
Cereals						
Basmati Rice	34,59,898	19,40,939	37,57,271	29,29,995	37,02,260	27,59,789
Non-Basmati Rice	66,87,990	14,44,880	71,33,183	17,74,996	82,74,046	20,42,854
Wheat	65,14,810	10,52,900	55,62,374	9,26,161	29,24,070	4,99,183
Maize	47,88,328	7,09,634	39,54,236	5,98,365	28,25,610	4,03,750
Other cereals	6,52,975	1,08,427	6,57,700	1,15,690	6,88,199	1,22,401
Total	2,21,04,001	52,56,780	2,10,64,764	63,45,207	1,84,14,185	58,27,977

(Source: <http://agriexchange.apeda.gov.in>, DGCIS Annual Data)

I B O

NDIAN ASMATI OVERVIEW



INDIAN BASMATI RICE OVERVIEW

Indian basmati has been the rice of choice for the world for years. Exporters from India entered into the world rice trade largely through the export of small quantities of highly priced basmati rice which was less than 5% in mid-1980s. Over the past few years, India's basmati export has been growing steadily, from 7.71 Lacs metric tonnes in 2003 to an estimated 37.57 Lacs metric tonnes in 2013-14 on robust demand from the traditional markets in West Asia. Iran alone has been importing 40% of the total Basmati export from India.

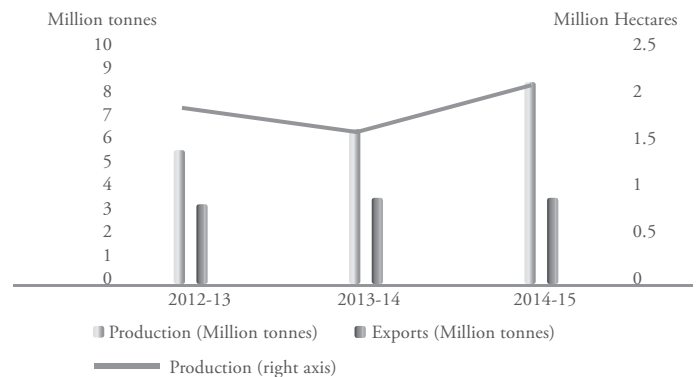
In FY2015, India was the leading exporter of basmati to the global market, with Saudi Arabia, Iran, United Arab Emirates, Iraq and Kuwait the leading destinations. As per APEDA statistics, India exported 37,02,260 MT of basmati rice to the world for the worth of ₹ 27,597.89 Crores during the year.

The basmati rice industry thus remains in a positive mode, with basmati growers increasing rice acreage in 2014-15 by about 31% to around 2.1 million hectares from around 1.6 million hectares in 2013-14. A further increase in acreage is expected next year as basmati consumes less water and delivers higher yields, thus fetching more returns to farmers. Given the forecast of a relatively low rainfall in the 2015-16 monsoon season, sowing more of basmati would be beneficial to the farmers despite the lower returns in 2014-15. In terms of pricing, basmati remained under pressure during the year gone by due to increased supplies and reduced demand from major importers like Iran. Indian basmati rice prices fell significantly as a result of these developments. Though basmati

exports to Iran declined about 35% y-o-y, to around 9,35,000 tonnes, exports to other destinations like US, Saudi Arabia and other Western countries increased significantly, resulting in total exports declining only marginally to 37,02,260 MT in 2014-15 as compared to 37,57,271 MT in the previous fiscal.

INDIA BASMATI RICE ACREAGE, PRODUCTION & EXPORTS

I ndia Basmati Rice Acreage, Production & Exports (2012-15)



(Source: <http://loryza.com/22741/indian-basmati-rice-acreage-may-increase-2015-15-kharif-season-despite-lower-returns-last-year>)

Besides China, South Africa and Mexico are the other new markets that Indian companies have been exploring to augment basmati rice exports. At present, Iran, Saudi Arabia, Iraq, Kuwait and United Arab Emirates are the major export destinations for Indian basmati rice.

(Source: http://articles.economictimes.indiatimes.com/2015-03-27/news/60553569_1_basmati-rice-mobinder-pal-jindal-india-rice-exporters)

COMPANY OVERVIEW

India's preferred Basmati Rice Company with a legacy spanning 120 years, KRBL is a global rice entity with a multi-brand presence both in domestic as well as in the overseas markets. A leading integrated industry player, the Company's business philosophy is aligned to the heart of India with its quality rice, led by its flagship brand **India Gate**, made in the country's heartland.

The world's largest Basmati Rice exporting company, KRBL's business spans the value chain of rice, from the seed to the grain, across agro processing and marketing. Its rice milling capacity of 195 MT/hour, the largest in the world, lends it a distinctive edge, ranking it at the top of the industry. State-of-the-art storage and warehousing capacities, innovative marketing approach, expanding distribution network and strong R&D capabilities are the pillars of KRBL's growth trajectory. The Company maintains robust and deep-rooted relations with farmers through a well-structured contact farming network, which has given the Company foundational strength.

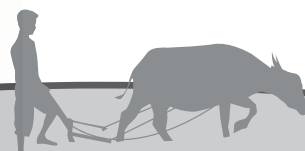
As the choicest Basmati for India and the world, **India Gate** retained its niche leadership position to command a premium value over other brands during the financial year 2014-15. With a strong retail presence across different sizes and price points, **India Gate** continued to allure consumers across age groups and regions to lead the market and is today the most aspirational basmati rice Brand in India.

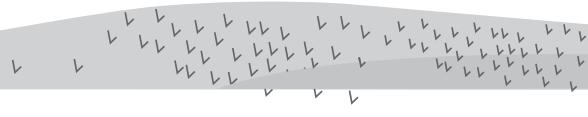
Backed by a strong brand equity and dealer network, KRBL has an extensive geographical presence in the Middle East region, with Saudi Arabia, UAE, Kuwait, Bahrain, Iran, Iraq and Qatar among the key buyers of its Basmati rice.

Over the years, the Company has also developed other popular rice brands, such as Nurjahan, Telephone, Train, Unity, Bawabat Al-hind, to meet the needs of different categories of consumers across regions.



**Good
realisations**
Basmati Rice
export price per
MT commands
a premium
of more than
31% over the
industry average.





HIGHLIGHTS OF

2 0 1 4 - 1 5



Highest ever Revenue from operations of **₹ 3,160 Crores**, an **increase of 9%** over the same period last year.



EPS at **₹ 13.67 per share** for the year ended March 2015, as compared to **₹ 10.84 per share** in the previous year.



Power Sales increased by **46% to ₹ 58 Crores.**



Highest ever EBITDA of **₹ 532 Crores**, an **increase of 17%** over the same period last year.



Net Worth of the Company increased by **27% to ₹ 1,325 Crores.**



Proposed **dividend of 170%** for year ended march 2015 as compared to 120% previous year.



Highest ever Profit Before Tax of **₹ 394 Crores**, an **increase of 21%** over the same period last year.



3-year Net Sales **growth CAGR of 25%** and **EBITDA growth CAGR of 31%.**



Strengthening of the green energy portfolio, with the Total Installed **Capacity of 66.05 MW** in the Wind Power Projects, **15.00 MW** in the Solar Power Projects and **17.55 MW** of Biomass Projects.



Highest ever Profit After Tax of **₹ 322 Crores**, an **increase of 26%** over the same period last year.



Market Capitalisation increased by more than **300% to ₹ 3,925 Crores.**



Sunf over Brand premium Rice and New variant of India Gate-India Gate Kolum regional rice launched during the year.





K E Y
P E R F O R M A N C E
I N D I C A T O R S



28%
ROE



20%
ROCE



9%
Turnover
Growth



17%
EBIDTA Growth



26%
PAT Growth



21%
PBT Growth



27%
Net Worth Growth



27%
Book Value Growth



26%
EPS Growth



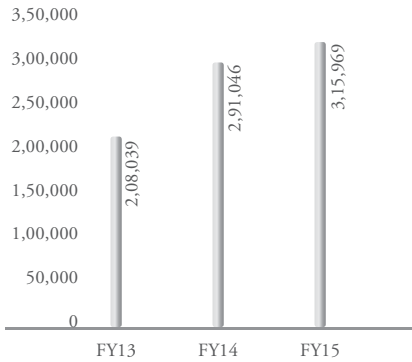
42%
Dividend
Per Share Growth





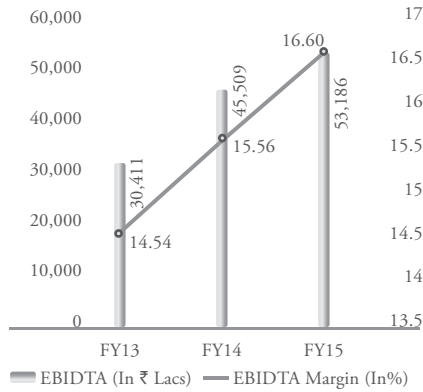
Turnover (In ₹ Lacs)

9% Growth in Turnover



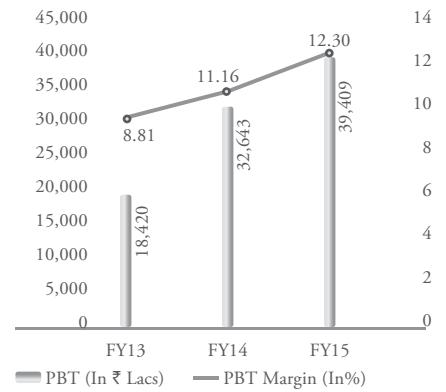
EBIDTA & EBIDTA Margin

17% Growth in EBIDTA



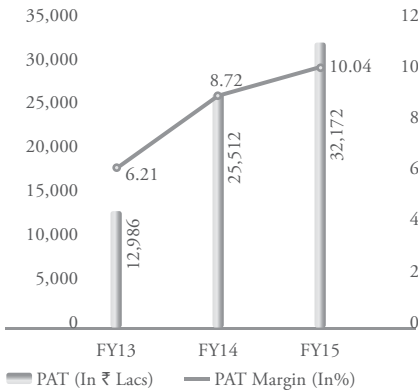
PT & PBT Margin

21% Growth in PBT



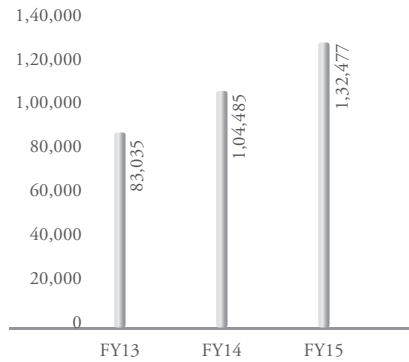
PAT & PAT Margin

26% Growth in PAT



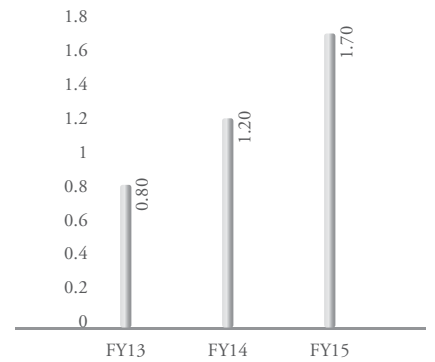
Net Worth (In ₹ Lacs)

27% Growth in Net Worth



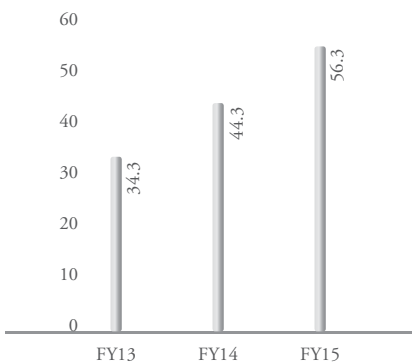
Dividend Per Share (In ₹)

42% Growth in Dividend Per Share



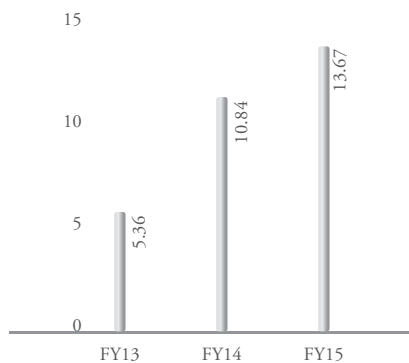
Book Value Per Share (In ₹)

27% Growth in Book Value



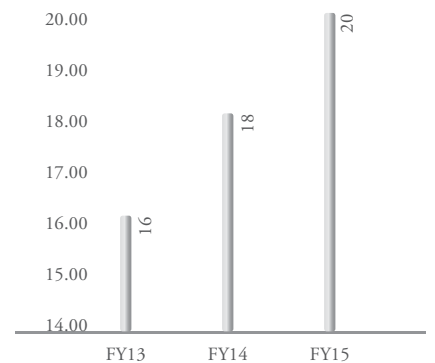
Earning Per Share (In ₹)

26% Growth in EPS



Return on Capital Employed (In%)

20% ROCE



SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE

A GRI DIVISION

With a business model rooted in the heart of India and steered by the flagship **India Gate** brand, KRBL continued to remain at the top of the industry ranking in terms of Basmati production and trade, both within and outside the country. With sustained quality focus, which enabled a 31% higher than industry export realisation and its flagship brand **India Gate** realising 57% higher than industry export realisation, the Company reported excellent numbers to post impressive performance in terms of revenue and profitability.

India Gate continued to dominate and contributed the bulk of revenues to the Company's business, which is fully focused on rice. **India Gate** has been consistently commanding premium over the industry average, on the back of a comprehensive brand strategy supported by aggressive marketing.

The Company's strengths in production capacity and brand superiority have positioned it ideally to leverage the growing demand for basmati within and outside India. KRBL registered a 13% value growth in the domestic basmati market during the fiscal under review – an indication of its increasing presence in the domestic market.

The Company has strategically placed its product range across all major price points to garner a share of more than 32% of the basmati organized domestic market. Domestic revenues in 2014-15 recorded a growth as driven by growth in Basmati realisations at 6%, while Basmati volume witnessed a growth of 7%. Strong brand recall has been the driving growth in the domestic market.

The Company further expanded its exports to the Middle East, particularly Saudi Arabia, UAE, Iran, Iraq, Kuwait and Qatar. The region accounts for 80% of the Company's branded basmati exports. KRBL is the largest branded Basmati player in these countries, along with Bahrain Oman & Lebanon, and also one of the most recognised brands in Jordan and other Levant Countries.

Revenue Contribution



KRBL's expansion strategy during the year was further driven by its well-entrenched distribution networked, backed by strategic marketing initiatives. The Company's retail presence extends across 6,60,000 outlets in the country. It has strong tie-ups with several domestic retail chains, including Food Bazaar, Spencers, D'Mart, Reliance Retail, Vishal Mega Mart, N'Mart, V.'Mart, Star Bazar, Spar, Aditya Birla-More, Walmart, Reliance Cash & Carry, Metro Cash and Carry, Sabka Bazaar, Big Apple, Hypercity, Easy Day and in E-Commerce such as Big Basket, Local Banya, Green Cart, Vege Cart etc.

In-house R&D capabilities, strong backward and forward linkages and a visionary management supported by a dedicated team continued to steer the quality and growth for KRBL during the year.

E NERGY DIVISION

The Energy Division continued to witness strong growth momentum during 2014-15, contributing 15% to the Company's total cash profits. In the Bio Mass projects, an average of 22% of the grain yielding husk - the primary source of fuel for bio power generation, KRBL has successfully developed a total capacity of 17.55 MW.

The Company reported total Power sales of ₹ 58.48 Crores during the year. The Wind and Solar Power Segment generated 1,142.24 Lacs units in 2014-15, against 915.42 Lacs units in 2013-14.

With its increasing focus on green manufacturing, KRBL strengthened its green energy portfolio to 98.60 MW in 2014-15 from 80.68 MW last year. The solar power plant's capacity was increased from 14.73 MW in 2013-14 to 15.00 MW in 2014-15 by way of installation of 0.27 MW solar power plant in Madhya Pradesh. The total Wind project capacity was increased during the year - from 50.15 MW in 2013-14 to 66.05 MW in 2014-15 by way of installation of 8.4 MW Wind Power Plant in the state of Andhra Pradesh and 7.5 MW Wind Power Plant in the state of Madhya Pradesh. The total Biomass capacity was also increased during the year from 15.8 MW in 2013-14 to 17.55 MW in 2014-15 by way of installation of 1.75 MW independent Biomass Plant in Ghaziabad, Uttar Pradesh. Company has placed a new order for installation of 23.1 MW Wind Mill in the state of Maharashtra.



D **etails of Total Installation Capacity and Units Generated under the Power Segment of KRBL Limited**

Particulars	2014-15	2013-14
Total Wind Project Capacity	66.05 MW	50.15 MW
Total Solar Power Plant Capacity	15.00 MW	14.73 MW

Details of Project	Details of Units Generated	
	2014-15	2013-14
(A) WIND		
Maharashtra (1.25*10MW)	1,67,25,550	1,91,65,268
Tamilnadu		
Tirupur (1.5*4MW)	93,87,423	1,13,04,573
Tirunelveli (2.1*1MW)	23,39,470	26,07,769
Karnataka		
Kalmangi (1.5*6MW)	2,20,39,922	2,45,75,510
Bellary (2.1*1MW)	43,28,047	46,92,342
Rajasthan		
Ajmer (1.5*4MW)	90,79,617	96,22,659
Jaisalmer (2.1*1MW)	30,76,606	33,76,595
Rathkuriya (1.25*3MW)	44,39,157	48,55,520
Andhra Pradesh		
Gandikota (2.1*1 MW)	50,51,926	28,72,812
Tallimadugulla(2.1*4 MW)	26,93,823	-
Madhya Pradesh		
Mahuriya (1.5*4MW)	89,56,982	2,94,018
Garora (1.5*4MW)	26,96,468	-
Sub-Total (A)	9,08,14,991	8,33,67,066
(B) SOLAR		
Madhya pradesh		
(2.5*1MW)	42,77,661	38,47,538
(6.63*1MW)	1,13,13,151	42,62,494
(5.60*1MW)	77,60,138	64,774
(0.27*1MW)	58,377	-
Sub-Total (B)	2,34,09,327	81,74,806
TOTAL (A+B)	11,42,24,318	9,15,41,872

P **ower Business**

Plant Location	Function	Capacity (MW)
Dhuri	Biomass	12.30
Ghaziabad	Biomass	5.25
Sub-Total (A)	Biomass	17.55
Maharashtra	Wind	12.50
Rajasthan	Wind	11.85
Tamil Nadu	Wind	8.10
Karnataka	Wind	11.10
Andhra Pradesh	Wind	10.50
Madhya Pradesh	Wind	12.00
Sub-Total (B)	Wind	66.05
Madhya Pradesh	Solar	15.00
Sub-Total (C)	Solar	15.00
Total (A+B+C)	Biomass / Wind / Solar	98.60

The diversification into power and renewable energy has helped the Company become self-sufficient in its captive requirements. Power has also emerged as a strong revenue earner for the Company, which gets preference in power procurement by state utilities as renewable energy plants are included in the 'Must Run' category.

RESEARCH AND DEVELOPMENT

The Company is backed by its internal R&D facilities, enabling it to consistently drive quality and excellence across its business segments. The various endorsements and certifications received by the Company underline its quality strength. KRBL is certified as BRC for meeting the requirements of Global Standard for Food Safety issued by SGS and also meeting the requirements of the SQF Code, 7th Edition, for Comprehensive Safety and Quality Management System. KRBL is also certified by SGS for Food Safety System Certification, 22000 – a clear endorsement of its strong quality thrust.

The core R&D strength of the Company comes from its modern seed farm and product testing center. The thrust is on continuous upgradation of seed quality, for which the Company works in close coordination with the Indian Agriculture Research Institute (IARI), New Delhi. The collaboration also facilitates continuous improvement in quality cropping methodologies, seed varieties and harvesting techniques of the farmer partners.

KRBL's pioneering and premium Pusa 1121 seed variety, which has proved to be better than the Pakistan Basmati seed varieties, remains a strong USP for the Company. Process improvement is also ensured through technical tie-ups with leading machine manufacturers like Bühler of Germany, the world's leading rice milling manufacturer.

These initiatives continued to benefit the Company, as well as its farmer partners, through the year.



FARMER RELATIONS AND PROCUREMENT

The Company's heart lies in India's heartland and it has a close emotional bonding with the farming community of the country. The contact farming network covers more than 2,50,000 acres, reaching out to more than 90,000 farmers in the rice-producing states of Western Uttar Pradesh, Uttarakhand, Punjab and Haryana.

The Company's farmer partnerships are regularly boosted through innovative initiatives and technological support. Besides improvement in crop quality, this helps insulate the farmers from market risks and uncertainties. In these mutually beneficial relations, the Company gains through uninterrupted supply of high quality paddy. Good quality of the raw material further ensures better realisation for the Company, whose unit Basmati export value realisation went up to ₹ 97,910 per MT in 2014-15 from ₹ 90,656 per MT in the previous year.

MANUFACTURING CAPACITIES

The Company started producing high quality basmati Rice in India much before 'Make in India' becoming a credo for the nation. It has the distinction of being equipped with the world's largest milling capacity of 195 MnT/hour. The Company is regularly upgrading its facilities through technological investments and improved capacity utilization. Its state-of-the-art, integrated facilities for manufacturing in Dhuri and Ghaziabad have given the Company a strong manufacturing edge. KRBL also has an ultra modern packaging unit and food grain warehousing facility at Dhuri.

Rice Business

Location	Function	Production Capacity (MnT/hr)	Grading & Packing (MnT/hr)
Ghaziabad	Rice Processing	45	30
Dhuri	Rice Processing	150	60
Delhi	Grading	-	30
Total		195	120

OUR EXCITING BRAND PORTFOLIO
KEEPS US CONNECTED TO

**T H E
H E A R T
O F
I N D I A**





S TRENGTHS, W EAKNESSES, O PPORTUNITIES & T HREATS



STRENGTHS

Strong Legacy & Brand Equity

With over 120 years of legacy, KRBL has built a nucleus of strengths to steer its exceptional growth

KRBL's brand reputation and recall have lent it global leadership in the Basmati market

Management Strength & Committed Team

KRBL is led by a visionary and far-sighted management, which thinks beyond tomorrow

A dedicated and committed team of talented people enables the realisation of the Company's vision

Integrated Value Chain & R&D Capabilities

KRBL's operations extend across the entire value chain of rice and value-added products

The Company has a core of R&D capabilities that ensure the highest levels of quality and excellence

Strong Farmer Relations & Dealer Network

Closely-knit contact farming operations that help in maintaining consistent supply of good quality paddy

KRBL has pan India retail reach backed by a large distribution & marketing network

State-of-the-art Plants & Storage Facilities

KRBL has the world's largest and most modern milling capacities

The Company has large, automated facilities for storage space and warehousing

Captive Power Generation & Focus on Green Manufacturing

The Company has its own power generation capacities to meet its energy needs and for sale

KRBL is continuously expanding its presence in eco-friendly non-conventional power generation



WEAKNESSES

Weather Vagaries

With its dependence on weather, any fluctuations therein can adversely impact production of rice

Plant Diseases

Like all agricultural commodities, rice is also prone to plant diseases, which can damage the crop

High Working Capital

Premium quality rice necessitates ageing, which makes this a capital intensive industry

Inventory Losses

Paddy prices are subject to market fluctuations, which can lead to inventory losses



OPPORTUNITIES

Evolving Lifestyles & Consumer Preferences

With changing lifestyles, consumer preferences are shifted from non-branded to branded rice and from traditional local markets to modern retail formats

Global Market Expansion & Increased Consumption

Global rice consumption, particularly in the Middle East led by Iran, is continuously increasing, enabling expansion of the rice, especially Basmati rice, market

Changing Quality Consciousness & Consumer Perception

Consumer perception about food is changing and quality consciousness is increasing with the evolving consumer preferences

Greater Access to World Market

With rice becoming the staple diet of more and more people across the world, Basmati is becoming more accessible to world markets



THREATS

Unorganised Players & Private Labels

Unorganised rice players and increasing number of private labels in the market offer a major threat to large rice companies

Competition from Pakistan

Pakistan's increasing presence on the global Basmati map is negating India's dominance in the market

Economic Slowdown & Currency Fluctuations

A slowdown in major economies impacts consumption, while currency fluctuations further adversely affect international/exports business

Genetically Modified Sensitive Markets

Indian Basmati has recently been under threat of ban by genetically modified sensitive markets such as the European Union



P EOPLE

P OWER



HUMAN RESOURCE (HR) DEVELOPMENT

People relations are integral to KRBL's growth strategy and the Company has developed a dedicated and committed team to steer the Management's vision of being the world's biggest and most preferred rice player. Strong HR practices are in place and efforts are regularly made to scale up the employees through investments in training and skill development. Incentive and welfare schemes are an integral package of the Company's HR programme, ensuring high levels of people bonding through the KRBL hierarchy. Employees are encouraged and motivated to grow across the organisation, while personal and professional growth is ensured through regular interventions. The Company believes in ethical growth through a transparent and honest work culture. The approach is collaborative, leading to mutual growth for the Company and its employees. The Company maintains harmonious and friendly relations with its workers and the year under review did not see any labour problems affecting its business.

INFORMATION TECHNOLOGY (IT)

Its technological strength has been a major driver of the Company's growth and KRBL is consistently upgrading its technological process

through regular investments. The Company has put SAP in place for its employees and distributors, facilitating real-time tracking at the distributor and sub-distributor level too. This has led to strengthening of the supply chain efficiencies, with increased qualitative control. Processes have been standardized across the Company to ensure streamlining of the systems across the operational value chain.

AUDIT SYSTEMS

With its focus on transparency, ethics and corporate governance of the highest levels, the Company established strong internal controls, which continue to boost its leadership and growth across regions and brands. The Company maintains proper accounting control and monitoring of operational efficiency. Policies are structured to ensure stringent compliance with applicable laws and the Company works towards maintaining the reliability of financial and operational information.

The Company's Audit Committee periodically reviews all audit reports, audit plans, significant audit findings, adequacy of internal controls and compliance with accounting standards. The Committee, after detailed reviews, also suggests improvements where it is deemed necessary.



FUTURE OUTLOOK

As a visionary and future-focused organisation, KRBL promises a continuing success story during the coming years. The Company is looking at increased sales and higher return on equity on the back of its brand power during 2015-16. With a robust financial position and balanced leveraged only to the extent of its working capital, the Company is well positioned to surge confidently ahead to further augment growth.

Strengthening of farmer relations and continued investments in building the HR component will further enhance the Company's competitive position in the industry, domestically and globally.

With its high quality PUSA 1509 seeds to augment quality, the Company has a strong paddy base to support its growth plans in the rice, particularly Basmati, segment.

The Power segment also shows sign of greater traction, going forward, ensuring diversified earnings for the Company.

As per industry estimates, KRBL's operating margin expansion in 2015-16 is likely to be aided by the low-cost paddy procured in 2014-15. This paddy is expected to be ready as finished by second half of 2015-16.

The Company continues to be on strong footing with its intrinsic strengths enabling sustained growth and its 'Make in India' focus giving additional impetus to its progressive plans.

RISKS & CONCERNS

■ Raw Material Risk

Quality rice production necessitates smooth supply of premium paddy as the key raw material and any price or production fluctuations of this commodity can hit profitability and adversely impact the Company's business.

Risk Mitigation

Strong farmer relations, built over years through a well-established contact farming system, insulate the Company from this risk.

■ Premiumness & Quality Risk

KRBL's strong quality focus backed by its brand equity has ensured consistent consumer loyalty which translates into premium realisations. However, changing consumer preferences can lead to a shift in consumer loyalty and decline in realisations.

Risk Mitigation

The Company is globally certified by various top-ranking agencies for its high levels of quality. These include BRC Certification for meeting the requirements of Global Standard for Food Safety issued by SGS; SQF Code, 7th Edition, for Comprehensive Safety and Management System; and SGS for Food Safety System Certification, 22000. Premiumness is also ensured through optimal aging and integrated operations.

■ Competition Risk

The global and domestic rice markets are witnessing increasing competition from unbranded and unorganized players, as well as imitations and private labels.

Risk Mitigation

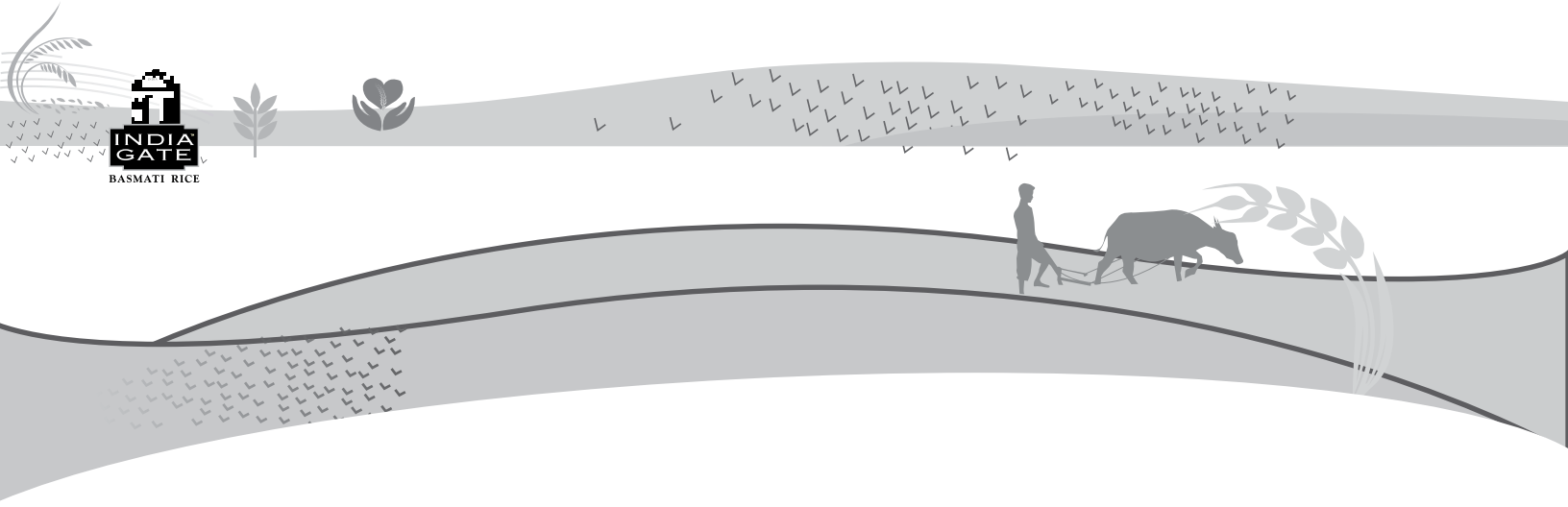
The Company is successfully mitigating this risk through brand and marketing initiatives aimed at enhancing consumer loyalty, which enables it to sustain its leadership ranking.

■ Foreign Exchange Risk

Rupee depreciation is detrimental to the Company's revenues as it has a large exports component.

Risk Mitigation

The Company has in place a well structured foreign exchange risk management policy to hedge all foreign exchange exposures.



■ **Cost Risk**

The Company's business is working capital intensive, requiring ageing and storage facilities that involve high inventory costs.

Risk Mitigation

The Company's brand equity and premium quality facilitate recovery of these costs through increased sales price over competition.

Regulatory Risk

Any regulatory policies that adversely affect the industry would impact the Company's business.

Risk Mitigation

The Company's diversified model insulates it from this challenge.

■ **Product Concentration Risk**

KRBL's main product is Basmati rice, which makes it susceptible to operational risks as any impact on the Basmati business will badly hit the overall revenues of the Company.

Risk Mitigation

KRBL has forayed into, and is continuously expanding its presence in, value-added products and Power business as a diversification measure. The Company also deploys a multi-brand, multi-product strategy spanning various price points to counter this risk.

■ **Geo-political Risk**

Frequent political turmoil and unrest in the Middle East - India's biggest export market for Basmati Rice - poses a serious risk to exports.

Risk Mitigation

Expansion into new markets, including the US, Europe, Australia and New Zealand, is a strategic decision that helps the Company negate this threat to a significant extent. Africa and China are other markets that have opened up to Indian Basmati.





FINANCIAL REVIEW

Key Financial Indicators

(₹ in Lacs except as Stated)

For the Financial Year	2014-15	2013-14	2012-13	2011-12
Revenue from Operations	3,15,969	2,91,046	2,08,039	1,63,100
Other Income	4,362	1,454	1,073	864
Total Income	3,20,331	2,92,500	2,09,112	1,63,964
Operating Expenditure	2,67,145	2,46,991	1,78,701	1,40,234
EBIDTA	53,186	45,509	30,411	23,730
EBIDTA Margin	16.60%	15.56%	14.54%	14.47%
Growth in EBIDTA	16.87%	49.65%	28.15%	(1.77%)
Depreciation	5,269	5,766	5,056	4,452
EBIT	47,917	39,743	25,355	19,278
Interest	8,089	7,602	7,751	7,189
PBT before exceptional Items	39,828	32,141	17,604	12,089
Foreign Currency Fluctuation (Gain)/Loss	419	(502)	(816)	2,564
PBT	39,409	32,643	18,420	9,525
TAX	7,237	7,131	5,434	2,222
Net Profit	32,172	25,512	12,986	7,303
Net Profit Margin	10.04%	8.72%	6.21%	4.45%
Earning per share (₹)	13.67	10.84	5.37	3.00
Cash EPS (₹)	15.91	13.29	7.46	4.84
Net Worth	1,32,477	1,04,485	83,035	71,804
Capital Employed	2,59,648	2,33,165	1,65,292	1,58,137
Average Capital Employed	2,43,562	2,20,409	1,58,799	2,20,409
Return on Capital Employed	19.50%	18.26%	16.48%	10.82%
Return on Equity	27.64%	27.81%	16.97%	10.72%
Market Capitalization	3,92,512	1,17,900	52,613	42,544
Gross Fixed Assets (Including CWIP)	1,12,960	89,846	72,213	64,068

Continuing with its sustained excellent performance on the back of growing demand for Basmati rice and improved realisations, KRBL reported another year of path-breaking performance in 2014-15.

The top line was the highest ever, at ₹ 3,160 Crores – an increase of 9% over the previous year. **India Gate** continued to lead growth for the Company, which also further strengthened its position in the Middle East market for Basmati rice.

The Company's EBIDTA margins touched all time high of 16.60%, pushed by increase in sales and better price realisation, as compared to 15.56% last year. The Profit after Tax (PAT) grew by 26.11% to reach all time high of ₹ 321.72 Crores and the EPS for the year ended March 2015 stood at ₹ 13.67 per share as against ₹ 10.84 per share the previous year.

KRBL's consistently high realisations, led by its brand equity, have been a key factor in its growth year on year. During the year under review, per tonne realisation in domestic Basmati rice sales stood at ₹ 52 per kg, while the export realisation for Basmati rice sales was ₹ 98 per kg.

As consumer preference for branded Basmati Rice continued to gain momentum in the domestic market, the revenue split between domestic and export sales saw a shift in the ratio to 58:42 from 56:44 in the previous fiscal.

Revenue

KRBL's growth momentum remained upbeat during the year and the Company posted a sales turnover of ₹ 3,160 Crores for the year ended 2014-15, as against ₹ 2,910 Crores during 2013-14.

Expenditure

During the year under review, the Company has set up new solar power plants with capacities of 0.27 MW in the State of Madhya Pradesh. This brings the Company's total Solar Power Capacity from 14.73 MW in 2013-14 to 15 MW in 2014-15. The total Wind Project capacity was also increased during the year from 50.15 MW in 2013-14 to 66.05 MW in 2014-15 by way of setting up a 8.4 MW Wind Power Plant in the State of Andhra Pradesh and a 7.5 MW Wind Power Plant in the State of Madhya Pradesh. The total Biomass capacity was also increased during the year from 15.8 MW in 2013-14 to 17.55 MW in 2014-15 by way

of installation of 1.75 MW independent Biomass Plant in Ghaziabad, Uttar Pradesh. Apart from this, other routine capital expenditure was incurred during the year.

Expenses (as% of total expenses)

	2012-13	2013-14	2014-15
Materials cost	82.99%	86.89%	85.60%
Employee benefit cost	2.18%	1.75%	1.94%
Finance cost	4.05%	2.92%	2.88%
Other expense	8.14%	6.23%	7.70%
Depreciation	2.64%	2.21%	1.88%

Expenses (as% of total income)

	2012-13	2013-14	2014-15
Materials cost	76.00%	77.34%	74.96%
Employee benefit cost	2.00%	1.56%	1.70%
Finance cost	3.71%	2.60%	2.53%
Other expense	7.46%	5.54%	6.74%
Depreciation	2.42%	1.97%	1.64%

MARGINS AND PROFITABILITY

EBIDTA & EBIDTA margins

The EBIDTA margin crossed another milestone to reach 16.60% in 2014-15 from 15.56% in 2013-14, on the back of growth in realisations. The EBIDTA increased to ₹ 531.86 Crores in 2014-15 from ₹ 455.09 Crores in 2013-14.

Depreciation

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortization and Depletion. Accordingly Depreciation decreased by 8.62% from the previous year level to stand at ₹ 52.69 Crores.

Interest

Interest and finance costs grew by 6.41% to ₹ 80.89 Crores in 2014-15 as against ₹ 76.02 Crores in 2013-14. The average rate of interest for Term Loans stood at 9.05% and for Working Capital at 5.38%.

PBT and PBT margins

Profit before Tax increased by 20.73% to ₹ 394.09 Crores in 2014-15 as against ₹ 326.43 Crores in 2013-14. The pre tax margin also increased to 12.30% in 2014-15 as against 11.16% in 2013-14.

PAT and PAT margins

With increase in PBT, Profit after Tax also went up by 26.11% to ₹ 321.72 Crores in 2014-15 as against ₹ 255.12 Crores in 2013-14. The post tax margin also increased to 10.04% in 2014-15 as against 8.72% in 2013-14.

Capital Efficiency

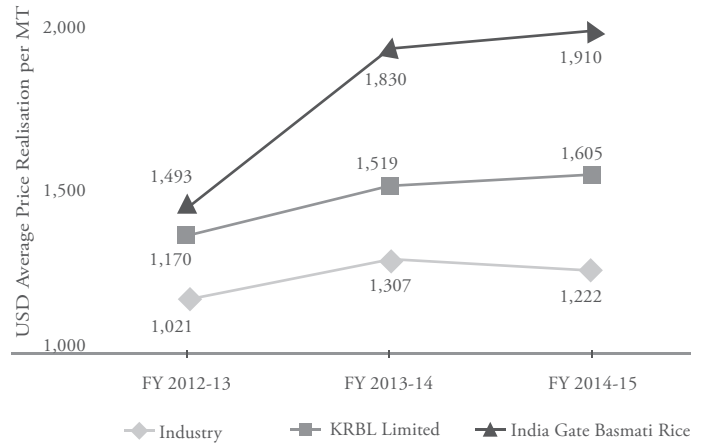
As a result of increase in EBIDTA, there was a rise in the Return on Capital Employed, which went up to 19.50% in 2014-15 as against 18.26% in 2013-14.

Exports Sales

Boosted by increase in average Price realisation, the Company reported rice export sales (basmati and non-basmati) of ₹ 1,287 Crores during the year 2014-15 in the international market as against ₹ 1,155 Crores in the previous year.

Strong brand presence in the international markets helped the Company garner 31% higher average price realisation for its Basmati in exports. As the flagship brand, **India Gate** continued to lead as the top-ranking Basmati, achieving 56% higher realisation against the industry average.

Comparative Analysis of Industry vs KRBL vs India Gate Basmati Rice on the Basis of - USD Average Price Realisation per MT



As the most preferred rice brand, **India Gate** has consistently maintained its increasing growth trend in export volume, with its average price realisation going by 27% since 2012-13. The brand has 77% market share in the premium category, clearly underlining the inelasticity in demand from consumers, notwithstanding the price premium.

Domestic Sales

KRBL's heart is in India and its people, who love the rice that comes from the Company's basket. **India Gate** and several other popular rice brands from KRBL continued to push growth in the domestic market during 2014-15 as domestic demand of rice (basmati and non-basmati) grew by 13.26% year-on-year in value terms. Changing lifestyle and consumer patterns are boosting branded Basmati demand in the country, leading to increased sales.

In value terms, rice sales in the domestic market stood at ₹ 1,696.50 Crores in 2014-15 as compared to ₹ 1,497.90 Crores in 2013-14. Basmati contributed 97% to the domestic revenue from rice sales.

India Gate once again led the Indian growth story for KRBL by contributing 58% in value sales to the Company in the domestic market. The **India Gate** brand performance has been steered by improving sales in the small consumer pack categories of 1 kg. and 5 kg. Other brands that performed well in some select regions during the year were Aarati, Indian Farm and Unity which were particularly popular in the institutional segment.

A new brand launched under the brand name 'Sunflower' evoked good response from Bulk buyers during 2014-15. A new variant of **India Gate - India Gate Kolum Regional Rice** was launched successfully during the year. The non-basmati **India Gate Brown Rice** also continued to find an expanding consumer base in the metros of Delhi, Mumbai and Bengaluru on its health factor.

KRBL has a domestic retail outreach of 6,60,000 outlets in the country, with tie-ups with some major retail chains. Marketing also helped strengthen the KRBL brand, with its high quality quotient enticing more and more consumers.

The key factors steering the consistent growth of **India Gate** and other KRBL brands in the domestic market include strong advertising and marketing spend as well as retailer-centric schemes. The Company makes regular investment in promoting BTL activities such as Promotions, Price-offs, Primary Visibility, Secondary Visibility, Promoter Activity, Cross-Promotions, Van Sales, Incentives for sales persons, Traditional Trade

schemes, etc. ATL activities are also undertaken on a periodic basis, such as Print advertisements, TV ad campaigns, Radio campaigns, participation in culinary events, among others. The Company also supports its retail partners through rebates as well as participation in retailer events (Biryani Festivals, Back to School etc.)

Transfer to Reserves

Out of the amount of ₹ 1,061.08 crores which is available for appropriation, your Directors propose to transfer ₹ 60 Crores to General Reserve. Total Reserves and Surplus increased from ₹ 1,020.39 Crores in the previous year to ₹ 1,301.23 Crores as at March 31, 2015.

Application of Funds

The Company made total investments of ₹ 245.91 Crores in Fixed Assets (including CWIP) which includes setting up new solar power plants with capacities of 0.27MW in the State of Madhya Pradesh, 8.4 MW Wind Power Plant in the State of Andhra Pradesh and 7.5 MW Wind Power Plant in the State of Madhya Pradesh and ₹ 97.86 Crores shown as Capital work in progress against the Wind Mills of 20.1 MW to be commissioned in the state of Maharashtra. Apart from this, normal capital expenditure was also incurred during the year.

Working Capital

The Company continues to make concerted efforts to improve the working capital cycle. Better inventory management systems improved the inventory days from 221 days in 2013-14 to 218 days in 2014-15.

Loan Profile and Funding Cost

The Company's total debt, as on March 31, 2015, stood at ₹ 1,351.03 Crores, while cash and cash equivalents were at ₹ 24.33 Crores and the resultant net debt stood at ₹ 1,326.70 Crores as compared to ₹ 1,313.31 Crores in the previous year. The increase in Debt has been mainly on account of increase in inventory by ₹ 169.65 Crores and addition to Fixed Assets (including CWIP) by ₹ 245.91 Crores.

Forward-looking statements

Statement in this report, particularly those which relate to Management Discussion and Analysis, describing your Company's objectives, projections, estimates and expectations may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may materially differ from those expressed or implied.

HEART
OF
MADE IN INDIA
GATE



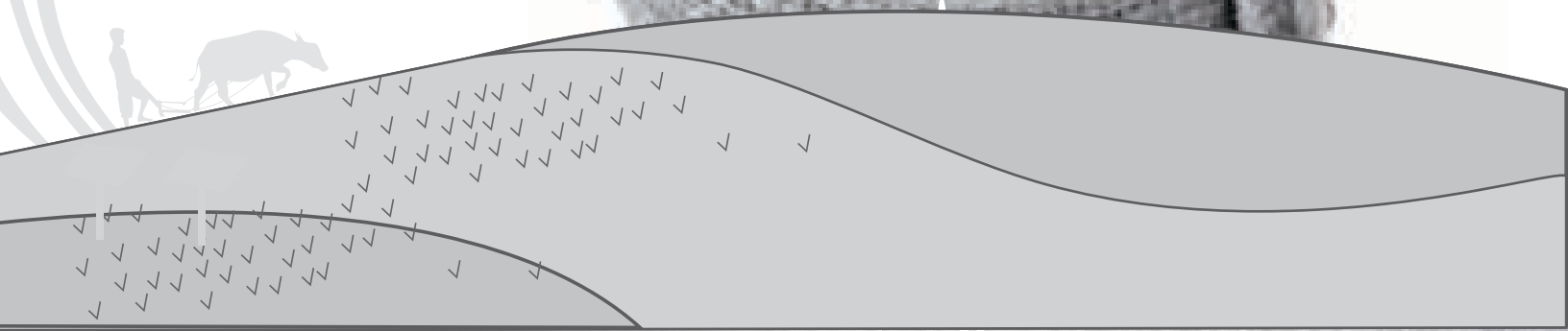


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IRECTORS'

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DIRECTORS' REPORT

To
The Members,
KRBL Limited
5190, Lahori Gate,
Delhi - 110 006

Your Directors are delighted to present their Report on Company's Business Operations along with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

1. RESULTS OF OUR OPERATIONS

Your Company's financial performance for the year under review has been encouraging. Key aspects of Consolidated and Standalone Financial Performance of KRBL Limited for the current financial year 2014-15 along with the previous financial year 2013-14 are tabulated below:

(₹ in Lacs, except as stated)

PARTICULARS	Consolidated		Standalone	
	Year Ended March 31, 2015	Year Ended March 31, 2014	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue from Operations	3,15,968.54	2,91,046.35	3,11,301.16	2,79,130.94
Other Income	4,361.61	1,454.30	338.26	6,189.70
Total Income	3,20,330.15	2,92,500.65	3,11,639.42	2,85,320.64
Operating Expenditure	2,67,143.75	2,46,991.87	2,62,543.70	2,38,796.31
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	53,186.40	45,508.78	49,095.72	46,524.33
Depreciation and Amortization Expenses	5,269.35	5,765.94	5,268.03	5,764.46
Finance Cost	8,088.52	7,602.05	8,086.09	7,600.01
Profit before Exceptional Items and Tax	39,828.53	32,140.79	35,741.60	33,159.86
Exceptional Items - Foreign Exchange Fluctuation (Gain)/Loss	418.99	(502.10)	418.99	(501.95)
Profit before Tax (PBT)	39,409.54	32,642.89	35,322.61	33,661.81
Tax Expense:				
Current Year	7,465.34	7,096.17	7,465.00	7,095.00
Earlier Year	0.21	44.50	0.21	44.50
Deferred Tax	(228.36)	(9.03)	(228.36)	(9.03)
Profit After Tax (PAT)	32,172.35	25,511.25	28,085.76	26,531.34
Balance as per the last Financial Statements	78,116.70	59,417.24	76,859.24	57,139.69
Appropriations				
i) Proposed Dividend-Final	4,001.63	2,811.79	4,001.63	2,811.79
ii) Transfer to General Reserve	6,000.00	4,000.00	6,000.00	4,000.00
iii) Transitional Adjustment on Account of Depreciation	179.59	-	179.59	-
Closing Balance of P&L A/c	1,00,107.83	78,116.70	94,763.78	76,859.24
EARNING PER EQUITY SHARE (Face Value of ₹ 1 each)				
i) Basic	13.67	10.84	11.93	11.27
ii) Diluted	13.67	10.84	11.93	11.27

2. FINANCIAL REVIEW

Pushed by strong shift in consumer preference towards branded basmati rice in the domestic market and higher price realization in export market, KRBL reported excellent numbers during the year 2014-15. The Company performed extremely well and the highlights of the performance on consolidated basis are as under:

- Revenue from Operations increased by 9% to ₹ 3,160 Crores (P.Y. ₹ 2,910 Crores).
- Earnings before Interest, Tax, Depreciation and Amortization (EBITDA) increased by 17% to ₹ 532 Crores (P.Y. ₹ 455 Crores).
- Profit after Tax (PAT) increased by 26% to ₹ 322 Crores (P.Y. ₹ 255 Crores).
- PAT Margin increased to 10% (P.Y. 9%).
- Return on Capital Employed (ROCE) increased to 20% (P.Y. 18%).
- Net Worth of the Company increased by 27% to ₹ 1,325 Crores (P.Y. ₹ 1,045 Crores).
- Market Capitalization increased by more than 300% to ₹ 3,925 Crores (P.Y. ₹ 1,179 Crores).
- 3 years Net Sales growth CAGR of 25% and EBITDA growth CAGR of 31%.
- Earning per Equity Share increased to ₹ 13.67 (P.Y. ₹ 10.84).
- Proposed Dividend of 170% for year ended March 31, 2015 as compared to 120% in the previous year.

3. DIVIDEND

Based on the Company's Performance, the Board of Directors are pleased to recommend for approval of the Members a Final Dividend for the year ended on March 31, 2015 on Equity Shares as under: -

Particulars of Dividend	(Amount in ₹)	
	March 31, 2015	March 31, 2014
Final Dividend on 23,53,89,892 Equity shares of ₹ 1 each @ ₹ 1.70 per share (P.Y. ₹ 1.20 per share)	40,01,62,816	28,24,67,870

Thus the total outgo on account of Final Dividend excluding Dividend Distribution tax will be ₹ 40,01,62,816 (P.Y. ₹ 28,24,67,870).

In view of the amended provision of section 115-O(1A)(i) of the Income Tax Act, 1961, no provision of Corporate Dividend Tax has been made in the books of accounts as the Company has set-off declared Foreign Dividend from its Subsidiary Company against declare Dividend.

The Final Dividend, if approved, will be paid within 30 days from the date of declaration:

- to those Members, holding shares in physical form, whose names appear on the Register of Members of the Company

at the close of business hours on Wednesday, September 16, 2015, after giving effect to all valid transfers in physical form lodged with the Company or its Registrar and Shares Transfer Agent on or before Wednesday, September 16, 2015; and

- to those beneficial owners, holding shares in electronic form, whose names appear in the statement of beneficial owners furnished by the Depositories to the Company as at close of business hour on Wednesday, September 16, 2015.

4. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the financial year ended March 31, 2015, no entity became or ceased to be the subsidiary, joint venture or associate of the Company.

5. TRANSFER TO RESERVES

In view of the robust financial strength of the Company, a sum of ₹ 60 Crores has been transferred to General Reserve out of the amount available for appropriations and an amount of ₹ 1,001.08 Crores is proposed to be carried over to the Balance Sheet.

6. SHARE CAPITAL

The Paid up Equity Share Capital of the Company as on March 31, 2015 was ₹ 23.54 Crores. There has been no change in the Equity Share Capital of the Company during the year. However, Subsequent to Introduction of Schedule III of Companies Act, 2013, the amount of ₹ 4.29 Lacs originally received against forfeited shares, earlier shown as addition to paid-up capital and now has been transferred to General Reserve.

7. TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the provisions of Section 124 read with Section 125 of the Companies Act, 2013, previously Section 205C of the Companies Act, 1956, your Company has transferred ₹ 7,21,844 during the year 2014-15 to the Investor Education and Protection Fund. This amount was lying unclaimed/ unpaid with the Company for a period of seven years after declaration of Dividend for the financial year ended 2006-07.

8. AMALGAMATION OF RADHA RAJ ISPAT PRIVATE LIMITED WITH KRBL LIMITED

At the respective meetings held on February 18, 2015, the Board of Directors of the KRBL Limited and Radha Raj Ispat Private Limited, have approved a scheme of amalgamation ("Scheme") of Radha Raj Ispat Private Limited and their respective Shareholders and Creditors with KRBL Limited pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any of the Companies Act, 1956. Radha Raj Ispat Private Limited, a body corporate falling under the category of promoter's group of KRBL Limited is holding 11.86% Equity Shares in KRBL Limited.

Pursuant to the Proposed Amalgamation, individual promoters of KRBL Limited would directly hold shares in KRBL Limited.

This amalgamation would not only lead to simplification of the shareholding structure of KRBL Limited and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with KRBL Limited. There would be no change in the promoter shareholding of KRBL Limited. The promoters would continue to hold the same percentage of shares in KRBL Limited, pre and post the amalgamation of Radha Raj Ispat Private Limited into KRBL Limited.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

10. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2015.

11. SEGMENT REPORTING

A separate reportable segment forms part of Notes to the Accounts.

12. CASH FLOW ANALYSIS

The Cash Flow Statement for the year under reference in terms of Clause 32 of the Listing Agreement entered by the Company with the Stock Exchanges, is annexed with the Annual Accounts of the Company.

13. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Your Company has two subsidiaries viz., KRBL DMCC, Dubai and K B Exports Private Limited, India. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Further there has been no material change in the nature of business of the subsidiaries.

Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company includes the Financial Statements of its Subsidiaries. Further, a separate statement containing the salient features of the financial statements of Subsidiaries of the Company in the prescribed form AOC-1 has been disclosed in the Consolidated Financial Statements, which forms part of this report.

Consolidated Turnover grew by 9% to ₹ 3,160 crores as compared to ₹ 2,910 crores in the previous year. Consolidated Net Profit after Tax grew by 26% to ₹ 322 crores as compared to ₹ 255 crores in the previous year.

In terms of provisions of Section 136 of the Companies Act, 2013, the report and accounts of the Subsidiary Companies will also be available on Company's website www.krblice.com in a downloadable format.

The Company will make available physical copies of these documents upon request by any shareholder of the Company/ Subsidiary, interested in obtaining the same. These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of ensuing AGM.

14. BOARD OF DIRECTORS

As on March 31, 2015, your Company's Board has a strength of 10 (Ten) Directors including 1 (One) Women Directors. The Chairman of the Board is an Executive Director. The composition of the Board is as below:

Category	No. of Directors	% to Total No. of Directors
Executive Directors (Including Woman Director)	5	50%
Independent Non-Executive Directors	5	50%

The detailed section on 'Board of Directors' is given in the separate section titled 'Report on Corporate Governance' forming part of this Annual Report.

The Members of the Company at the 21st Annual General Meeting held on September 9, 2014 had fixed the tenure of Dr. Narpinder Kumar Gupta, Mr. Vinod Ahuja, Mr. Ashwani Dua, Mr. Shyam Arora and Mr. Devendra Kumar Agarwal as Independent Non-Executive Directors of the Company to hold office for five consecutive years with effect from the date of the Annual General Meeting with an option to retire from the office at any time during the term of appointment. The Company has also issued formal letter of appointment to all the Independent Directors as per Schedule IV of the Companies Act, 2013. Further, No Director or Key Managerial Person(s) has been appointed or has retired or resigned during the year.

Pursuant to the provisions of Section 149(13) of the Companies Act, 2013 and the Proposed Amended Articles of Association of the Company all directors except Independent Directors are liable to be retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the proposed amended Articles of Association of the Company, Mr. Anil Kumar Mittal, Chairman and Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director, retiring by rotation at the ensuing Annual General Meeting, are eligible for re-appointment. This shall not constitute a break in their offices as the Chairman and Managing Director/Joint Managing Director of the Company.

The brief resume of the Directors being reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Board recommends their re-appointment at the ensuing Annual General Meeting.

15. AUDIT COMMITTEE

The Audit Committee of KRBL Limited comprises of following 5 (five) Members out of which 4 (four) are Independent Non-Executive Directors and 1 (one) is Executive Director:

Name	Designation	Category
Mr. Devendra Kumar Agarwal	Chairman	Non-Executive & Independent
Mr. Ashwani Dua	Member	Non-Executive & Independent
Mr. Vinod Ahuja	Member	Non-Executive & Independent
Dr. Narpinder Kumar Gupta	Member	Non-Executive & Independent
Ms. Priyanka Mittal	Member	Executive & Whole Time Director

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

16. KEY MANAGERIAL PERSONNELS

The Key Managerial Personnels (KMPs) in the Company as per Section 2(51) and Section 203 of the Companies Act, 2013 are as follows:

S. No.	Name of Directors	Designation
1.	Mr. Anil Kumar Mittal	Chairman & Managing Director
2.	Mr. Anoop Kumar Gupta	Joint Managing Director
3.	Mr. Arun Kumar Gupta	Joint Managing Director
4.	Ms. Priyanka Mittal	Whole Time Director
5.	Mr. Ashok Chand	Whole Time Director
6.	Mr. Rakesh Mehrotra	Chief Financial Officer
7.	Mr. Raman Sapra	Company Secretary

During the year there was no change (appointment or cessation) in the office of any KMP.

17. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy of the Company which includes criteria for Appointment and Re-appointment of Director, the Remuneration payable to Managing and Whole Time Director, the Remuneration payable to Non-Executive Directors and the evaluation of directors is attached as 'Annexure I' which forms part of this report.

18. NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2014-15, 6 (Six) Board meetings were held. For details thereof kindly refer to the section 'Board Meeting and Procedures - Details of Board Meetings held and attended by the directors during the financial year 2014-15', in the Corporate Governance Report forming part of this Annual Report.

19. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

As the ultimate responsibility for sound governance and prudential management of a company lies with its Board, it is imperative that the Board remains continually energized, proactive and effective. An important way to achieve this is through an objective stock taking by the Board of its own performance.

The Companies Act, 2013, notified on April 1, 2014, not only mandates board and director evaluation, but also requires the evaluation to be formal, regular and transparent. Subsequently, through two circulars (dated April 17, 2014 and September 15, 2014), SEBI has also revised the Equity Listing Agreement, to bring the requirements on this subject in line with the Act.

In accordance with the framework as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the Board of Directors, in its Meeting held on February 18, 2015, authorised the Nomination and Remuneration Committee to carry out the performance evaluation process and also informed independent directors to call their meeting without the presence of non independent directors.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

Board members had submitted to Nomination and Remuneration Committee, their response on a scale of 5 (Excellent)–1 (Performance Needs Improvement) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Nomination and Remuneration Committee has also carried out evaluation of every Directors' performance.

The Directors expressed their satisfaction with the evaluation process.

It was further acknowledged that every individual Member and Committee of the Board contribute its best in the overall growth of the organisation.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- i. that in the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable Accounting standards have been followed and that there are no material departures;
- ii. that appropriate accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs as at March 31, 2015 and of the profit of the Company for the Financial year ended March 31, 2015;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts for the year ended March 31, 2015 have been prepared on a going concern basis;
- v. that they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. that they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 read with Listing Agreement.

22. OPERATIONS, PERFORMANCE AND FUTURE OUTLOOK OF THE COMPANY

A detailed review of operations, performance and future outlook of the Company is given separately under the head 'Management Discussion & Analysis' pursuant to Clause 49 of the Listing Agreement, is annexed and forms part of this Annual Report.

23. ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of activities in the nature of Energy Conservation, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as '*Annexure 2*' which forms part of this report.

24. PARTICULARS OF REMUNERATION OF DIRECTORS AND KMP'S

A statement containing the details of the Remuneration of Directors and KMP's as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '*Annexure 3*' which forms part of this Report.

25. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT-9 is attached as '*Annexure 4*' which forms part of this Report.

26. AUDITORS AND AUDITORS' REPORT

i) STATUTORY AUDITORS

M/s. Vinod Kumar Bindal & Co., Chartered Accountants, New Delhi, are the Statutory Auditors of the Company.

Pursuant to the resolution passed by the Members of the Company at the 21st Annual General Meeting (AGM), as held on September 9, 2014, in respect of appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold the office till the conclusion of the AGM to be held in the year 2017 and as required under the provisions of Companies Act, 2013, a resolution seeking members approval for the rectification and confirmation of the appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 23rd Annual General Meeting to be held in the year 2016 forms part of the Notice convening the Annual General Meeting of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

ii) COST AUDITORS

Pursuant to notification issued by Ministry of Corporate Affairs regarding the Cost Audit of Power Generation & Compliance Report on Cost Records, Your Company has re-appointed M/s. HMVN & Associates, Cost Accountants, New Delhi, as Cost Auditors of the Company to conduct the Cost Audit Functions for the financial year 2015-16.

As required under the provisions of Companies Act, 2013, a resolution seeking members approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting of the Company.

The Cost Audit Report for the financial year 2013-14 was filed with Ministry of Corporate Affairs.

iii) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s DMK Associates, Company Secretaries, New Delhi, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as 'Annexure 5' which forms part of this report.

27. CORPORATE GOVERNANCE

At KRBL Limited, it is our firm belief that the quintessence of Good Corporate Governance lies in the phrase 'Your Company'. It is 'Your Company' because it belongs to you – the stakeholders. The Chairman and Directors are 'Your' fiduciaries and trustees.

Their objective is to take the business forward in such a way that it maximizes 'Your' long-term value.

Your Company is devoted to benchmarking itself with global standards for providing Good Corporate Governance. It has put in place an effective Corporate Governance System which ensures that the provisions of Clause 49 of the Listing Agreement are duly complied with.

The Board has also evolved and implemented a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed globally. The Code is available on the Company's website at the web link: www.krblrice.com/policy-guidelines/code_of_business_conduct_ethics.pdf. A separate section titled 'Report on Corporate Governance' has been included in this Annual Report along with Auditors Certificate on Corporate Governance.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013, and the relevant rules, the Board has constituted the Corporate Social Responsibility (CSR) Committee under the chairmanship of Mr. Ashwani Dua, Independent Non Executive Director. The other members of the Committee are Mr. Anil Kumar Mittal, Chairman and Managing Director, Mr. Anoop Kumar Gupta, Joint Managing Director and Ms. Priyanka Mittal, Whole Time Director.

The said Committee formulated and recommended to the Board for approval a policy on Corporate Social Responsibility. The Board of Directors at its meeting held on August 5, 2014 approved the policy on Corporate Social Responsibility. The said policy has been uploaded in the Company's website at the web link: <http://www.krblrice.com/policy-guidelines/policy-corporate-social-responsibility.pdf>.

The Company's policy on CSR envisages expenditure in areas falling within the purview of Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is attached as 'Annexure 6' which forms part of this report.

29. INTERNAL FINANCIAL CONTROL SYSTEM

According to Section 134(5)(e) of the Companies Act, 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Team, supplemented by internal audit checks from Internal Auditors.

Your Company has appointed M/s. Anil Sood & Associates, Chartered Accountants, having their office F90/8, Okhla Industrial Area, Phase-1, New Delhi -110 020, as the Internal Auditors of the Company to conduct the Internal Audit Functions w.e.f July 1, 2014. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

Independence of the audit and compliance is ensured by direct reporting of Internal Audit Team and Internal Auditors to the Audit Committee of the Board.

30. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

To ensure effective Internal Financial Controls the Company has laid down the following measures:

- All operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.
- The Company's books of accounts are maintained in SAP and transactions are executed through SAP (ERP) setups to ensure correctness/effectiveness of all transactions, integrity and reliability of reporting.

- The Company has a comprehensive risk management framework.
- The Company has in place a well-defined Vigil Mechanism (Whistle Blower Policy).
- Compliance of secretarial functions is ensured by way of secretarial audit.
- Compliance relating to cost records of the company is ensured by way of cost audit.

31. RISK MANAGEMENT

KRBL has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. During the year, as per the requirements of Listing Agreement with the Stock Exchanges, a Risk Management Committee was constituted by the Board of Directors on February 18, 2015 with responsibility of preparation of Risk Management Plan, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis, to report key changes in critical risks to the Board/Audit Committee on an ongoing basis and such other functions as may be prescribed by the Board.

32. RATINGS

The Company received various ratings, which are as follows:

- **CRISIL:** In June 2015, "CRISIL" has reviewed and reaffirmed its "Independent Equity Research" and assigned 3/5 on both fundamental grade and valuation grade. CRISIL assigns fundamental grade of 3/5 i.e. "Good" to the Company against other listed peers on account of its established brand presence, anticipated strong revenue growth, expected ROE expansion and strong position in the market. The valuation grade of 3/5 indicates that the stock has "Good fundamentals" which is in align and on the basis of fair value of ₹ 165 per share as per the CRISIL Report.
- **ICRA:** In September 2014, "ICRA" has reviewed and reaffirmed [ICRA] AA- (pronounced as ICRA AA Minus) rating for Short-term & Long-term bank facilities.
- **ICRA:** In June 2015, "ICRA" has also reviewed and reaffirmed [ICRA] A1+ (pronounced as ICRA A one plus) rating for Commercial Paper (CP) / Short-term Debt (STD) programme for ₹ 150 Crores.

33. DISCLOSURE ON DEPOSITS UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013.

34. PERSONNEL

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s Section 197(12) of the Companies Act,

2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Hence the details required under Section 197(12) are not required to be given.

35. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

During the year, no allegations of sexual harassment were filed with the Company.

36. DEPOSITORY SYSTEMS

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2015, almost 99.82% of the Company's Paid-up Capital representing 23,49,74,945 Equity Shares is in dematerialized form with both the depositories.

Your Company has established connectivity with both depositories – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, members holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company has appointed M/s. Alankit Assignments Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent across physical and electronic alternative.

37. CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed and actively traded on the below mentioned Stock Exchanges:-

I. National Stock Exchange of India Limited (NSE)

"Exchange Plaza" C-1, Block G,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

II. BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

During the year under review there is no Change in Capital Structure and Listing of Shares.

38. PARTICULARS OF LOAN(S), GUARANTEE(S) OR INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the financial year ended March 31, 2015 the Company has neither made any investment(s) nor given any loan(s) or guarantee(s) or provided any security.

39. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Agreement. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under Clause 49 of the Listing Agreement. Your attention is drawn to the Related Party disclosures set out in Note no. 30.24 of the Standalone Financial Statements.

The Company has also adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.krblice.com/policy-guidelines/policy-related-party.pdf>.

40. DISCLOSURE ON VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Your Company has established a mechanism called 'Vigil Mechanism (Whistle Blower Policy)' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company.

'The Vigil Mechanism (Whistle Blower Policy)' as approved by the Board, is uploaded on the Company's website at the web link: <http://www.krblice.com/policy-guidelines/vigilmechanism-whistle-blower-policy.pdf>.

41. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

42. INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of the Employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

43. APPRECIATION

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, Financial institutions, and government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors thanks the customers, clients, vendors and other business associates for their continued support in the Company's growth.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

for and on behalf of the Board of Directors

Sd/-

Anil Kumar Mittal

Chairman & Managing Director

DIN-00030100

Place : Noida, Uttar Pradesh

Date : July 30, 2015

Annexure-1

NOMINATION AND REMUNERATION POLICY

The Board has delegated to the Nomination and Remuneration Committee in consultation with the Chairman of the Board, the responsibility for identifying and recommending to the Board, candidates for the Board, after considering the necessary and desirable competencies for new Board members.

Policy for Appointment and Re-Appointment of Director

The Board believes that its membership should comprise directors with an appropriate mix of skills, experience and personal attributes that will best complement board effectiveness, cohesion and diversity and allow the directors to individually, and as a Board collectively, to:

- (a) Discharge their responsibilities and duties under the law effectively and efficiently;
- (b) Understand the business and environment in which KRBL operates so as to be able to agree with management the objectives, goals and strategic direction which will maximize shareholder's value; and
- (c) Assess the performance of management in meeting those objectives and goals.

Accordingly, in selecting potential new directors, the Nominations and Remuneration committee will seek to identify the competencies required to enable the Board to fulfill its responsibilities. In doing so, the Committee will have regard to the results of the annual appraisal of the Board's performance.

While recognizing that each director will not necessarily fulfill all criteria, the Nominations and Remuneration Committee have identified the following fundamental factors as relevant to the selection and appointment of new directors:

- (a) Outstanding in capability with extensive and senior commercial experience;
- (b) High level of personal integrity; and
- (c) Time available to meet the commitment required.

Remuneration payable to Managing and Whole Time Director

The elements of the remuneration package of the Managing Director comprises of salary, perquisites & allowances comprising of Company maintained accommodation or house rent allowance, personnel allowance, leave travel allowance, club membership / facilities, use of chauffeur driven Company car, telecommunication facilities at residence and other perquisites and allowances including Company's contribution to provident fund, superannuation fund, gratuity and leave encashment facilities in accordance with rules of the Company, medical reimbursement as per actual, medical/health insurance, life insurance including keyman insurance policies.

The annual increments and performance incentive of the Managing Directors and other whole time directors are linked to their performance and are decided by the Nomination and Remuneration Committee from time to time.

Remuneration payable to Non-Executive Directors

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of board of directors/including any sub-committee thereof, upto the limit as specified under Companies Act, 2013 and also in Compliance with the Listing Agreement.

Evaluation

In addition to an annual self-evaluation by the remuneration committee, the board must review the effectiveness of the Committee annually.

Amendments

This policy can be modified or repealed at any time by the Board of Directors of the Company.

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

(a) Energy Conservation Measures Taken:

Your Company is committed to continuously reduce energy consumption at its various units. Besides sustaining previous year initiatives, new measures were implemented during the year under report. Your Company has been striving to ensure environment friendly initiatives when implementing various projects on energy saving at its units. List of initiatives taken in this regard are as under:

At Ghaziabad Unit of KRBL Limited

Following are the key changes done during the year to conserve energy and to provide automation for optimum production:

- i) Installation of Variable Frequency Drive at FD Fan of Old Boiler.
- ii) Use of fuel additive in boiler to increase the combustion efficiency.
- iii) Installation of LED tube lights in plants replacing old tube lights.
- iv) Installation of LED street light replacing sodium vapor lights.
- v) Schedule cleaning of condenser in power plant and heat exchanger of various plants is being carried out to increase the heat transfer.
- vi) Installation of level controls for efficient motor running.
- vii) Use of condensate in Boiler feed water to save energy.
- viii) Plant modification to reduce steam usage in plant.
- ix) Helium leak test was done to increase the vacuum in turbine, for improving the turbine efficiency.

At Dhuri Unit of KRBL Limited

- i) Steam consumption reduced in Furfural plant by generating and reusing low pressure flash steam in distillation section.
- ii) Steam consumption reduced in Furfural plant by optimising reaction time in reactors.
- iii) Variable Frequency Drives installed on Furfural distillation column feed pumps & discharge pumps.
- iv) Variable Frequency Drives installed on various equipments of Rice Mill Line No. 3.
- v) Variable Frequency Drives installed on various equipments of 6T, 9T, 12T & 20T grading plants.

(b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy: Nil

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Energy conservation measures have helped the Company in its drive towards cost reduction substantially.

Disclosure of Particulars with Respect to Conservation of Energy: 2014-15

(a) Power and Fuel Consumption

S. No.	Particulars	Current Year	Previous Year	Reason for Variation
1.	Electricity			
	(A) Purchased			
	Unit	30,20,762	35,42,500	Increase in Own Production through steam turbine.
	Total Amount	2,05,37,710	2,50,37,841	
	Rate/Unit	6.80	7.06	
	(B) Own Generation			
	(i) Through Diesel Generator (DG)			Dependency on DG generated electricity is decreased
	Unit	11,56,793	20,67,345	
	Units Per ltrs. of Diesel Oil	1.55	1.62	
	Cost/Unit	16.73	15.88	
	(ii) Through Steam Turbine			Increase in Production
	Unit	4,75,49,681	4,40,70,347	
	Husk/Unit (in KG)	1.50	1.58	
	Cost/Unit	6.41	6.03	

S. No.	Particulars	Current Year	Previous Year	Reason for Variation
2.	Coal (Specify quantity and where used)			
	Quantity (Tonnes)	-	-	-
	Total Cost	-	-	-
	Average Rate	-	-	-
3.	Furnace Oil			
	Quantity (k. ltrs.)	-	-	-
	Total Cost	-	-	-
	Average Cost	-	-	-
4.	Other/Internal Generation			
	Quantity	-	-	-
	Total Cost	-	-	-
	Rate/Unit	-	-	-

(b) **Total Energy Consumption and Energy Consumption Per MT of Production:**
Total Energy Consumption is as under:

Particulars	(In Units)	
	As at March 31, 2015	As at March 31, 2014
Production Unit-Ghaziabad	1,77,53,663	1,74,42,457
Production Unit-Dhuri	2,90,54,274	2,73,86,398

Energy Consumption Per MT of Production is as under:

Particulars	(In Units)	
	As at March 31, 2015	As at March 31, 2014
Production Unit-Ghaziabad		
Paddy Milling	72	82
Production Unit-Dhuri		
Paddy milling	70	82
Rice Bran Oil	224	254
Rice	110	130

B. RESEARCH AND DEVELOPMENT (R & D)

Disclosure of Particulars with Respect to Research and Development (R & D): 2014-15

- a) Your Company continues to pursue innovation and applied research as means to sustain its global leadership in a competitive environment. Following are the areas in which the R&D is being carried out by the Company in the Financial Year 2014-15:
- Development, testing and specification setting of packaging materials.
 - Formulation and evaluation of Agricultural inputs to enhance farm productivity, crop quality and for other such applications.

b) Benefits derived as a result of the above R&D:

- Cost reduction, import substitution and strategic resource management.
- Quality evaluation of finished products and raw materials.
- Ensuring product quality.
- Entering new market segments.

c) Future plan of action:

Your Company's creative & innovation team will continue to work on energy efficient process like:

- Reducing packaging weight / volume.
- Roll out of new range of differentiated products of international quality.

- iii) Improvement of process and resource use efficiencies.
- iv) Enlarge the scope of Agri-inputs options.
- v) All the efforts are being continued in the directions of product/process development as mentioned above.

d) Expenditure on R & D (₹ in Lacs)

Your Company has incurred the following expenditure on R & D in the Financial Year 2014-15:-

(a) Capital	Nil	(P.Y. Nil)
(b) Recurring	357.66	(P.Y. 298.25)
(c) Total	357.66	(P.Y. 298.25)
(d) Total R & D expenditure as a percentage of total turnover	0.11%	(P.Y. 0.10%)

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Disclosure of Particulars with Respect to Technology Absorption, Adaptation and Innovation: 2014-15

- a) Efforts, in brief, made towards technology absorption, adaptation and innovation:

Technologies were successfully absorbed, resulting in a high production and new product development to meet existing and new customer requirements.

Technology innovations were successfully implemented to increase production and reduce the consumption of raw material, energy and utilities.

- b) Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:

Low density Boiler was commissioned to cope with existing turbine depending on the usage.

- c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the Financial year), following information may be required:

- i) Technology Imported (during the Financial year 2014-15):

During the Financial year 2014-15 Company imported Plant & Machinery and Spares of Capital Goods like Furniture, Sortex Colour Sorting Machine, Hard Bound

Marketing Broucher, Spare parts for Steam Turbine, Spare Parts of Rice Dryer Machine from Hongkong, China U.K. and Japan.

- ii) Has technology been fully absorbed: Yes, Technology imported was fully absorbed.
- iii) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action: N.A.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosure of Particulars with respect to Foreign Exchange Earnings and Outgo: 2014-15

- a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products, services and export plans:

The Company major income comes from rice, which are sold throughout the world and company highly professional teams of marketing personnel, distributors, dealers and retailers continuously steering the Company's growth strategy in the global markets. Company Brand India Gate continued to command a significant premium over most other brands in the Global industry. Company's other brand is also have overwhelming response in overseas market.

Your Company is certified as BRC for meeting the requirements of Global Standard for Food Safety issued by SGS and also meeting the requirements of the SQF Code, 7th Edition, for Comprehensive Safety and Quality Management System. Your Company is also certified by SGS for Food Safety System Certification, 22000 – a clear endorsement of its strong quality thrust.

- b) Total foreign exchange used and earned:

The Company is engaged continuously in exploring new international markets. During the year under review, the Company reported exports (FOB value) of ₹ 1,27,157.24 Lacs (P.Y. ₹ 1,25,757.57 Lacs).

Company expended ₹ 2,831.16 Lacs (P.Y. ₹ 1,829.89 Lacs) in foreign exchange while earnings in foreign exchange on mercantile basis were ₹ 1,27,365.58 Lacs (P.Y. ₹ 1,23,021.93 Lacs). Thus the net inflow in foreign exchange was ₹ 1,25,371.68 Lacs (P.Y. ₹ 1,21,612.07 Lacs) during the year under review.

Annexure-3

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

PARTICULARS OF REMUNERATION

A. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2014-15:

S. No.	Nature of Directorships Held & Name of Directors	Ratio of Median Remuneration
1	Executive Directors	
a)	Mr. Anil Kumar Mittal	48.78 : 1
b)	Mr. Arun Kumar Gupta	48.78 : 1
c)	Mr. Anoop Kumar Gupta	48.78 : 1
d)	Ms. Priyanka Mittal	23.41 : 1
e)	Mr. Ashok Chand	17.40 : 1
2	Non-Executive Directors	
a)	Mr. Vinod Ahuja	Nil
b)	Mr. Shyam Arora	Nil
c)	Mr. Ashwani Dua	Nil
d)	Dr. Narpinder Kumar Gupta	Nil
e)	Mr. Devendra Kumar Agarwal	Nil

B. The Percentage Increase in Remuneration of each Director, Chief Financial Officer, Company Secretary, if any, in the Financial Year 2014-15:

S. No.	Name of Person	% Increase in remuneration
1	Mr. Anil Kumar Mittal	Nil
2	Mr. Arun Kumar Gupta	Nil
3.	Mr. Anoop Kumar Gupta	Nil
4.	Ms. Priyanka Mittal	20%
5.	Mr. Ashok Chand	Nil
6.	Mr. Vinod Ahuja	Nil
7.	Mr. Shyam Arora	Nil
8.	Mr. Ashwani Dua	Nil
9.	Dr. Narpinder kumar Gupta	Nil
10.	Mr. Devendra Kumar Agarwal	Nil
11.	Mr. Rakesh Mehrotra, Chief Financial Officer	15%
12.	Mr. Raman Sapra, Company Secretary	15%

C. The Percentage Increase in the Median Remuneration of Employees in the Financial Year 2014-15: 18%

D. The Number of Permanent Employees on the rolls of Company: 2006

E. The Explanation on the Relationship between Average Increase in Remuneration and Company Performance: On an average, employees received an increase of 18%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.

F. Comparison of the Remuneration of the Key Managerial Personnel Against the Performance of the Company:

Particulars	₹/ Lac
Remuneration of Key Managerial Personnels (KMPs) during financial year 2014-15 (aggregated)	313.91
Revenue from operations	3,11,301.16
Remuneration (as % of revenue)	0.10%
Profit before tax (PBT)	35,322.61
Remuneration (as % of PBT)	0.89%

G. Variations in the Market Capitalization of the Company, Price Earnings Ratio, Earning Per Share (EPS) and Percentage Increase in the Market Share of the Company as at the Closing Rate of the Current Financial Year and Previous Financial Year

Particulars	Unit	As at March 31,2015	As at March 31,2014	Variation
Closing rate of share at BSE	₹	166.75	49.35	338%
EPS (Consolidated)	₹	13.67	10.84	26%
Market Capitalization	₹/ Lac	3,92,512.64	1,16,164.91	338%
Price Earnings ratio	Ratio	12.20	4.55	268%

H. Average Percentile Increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration: The average increase in salaries of employees other than managerial personnel in 2014-15 was 18%. Percentage increase in the managerial remuneration for the year was 2%.

I. Comparison of Each Remuneration of the Key Managerial Personnel against the Performance of the Company:

Particulars	Executive Directors	Chief Financial Officer	Company Secretary
	₹/ Lac	₹/ Lac	₹/ Lac
Remuneration	276.24	31.58	6.09
Revenue	3,11,301.16	3,11,301.16	3,11,301.16
Remuneration (as% of revenue)	0.09%	0.01%	0.002%
Profits before tax (PBT)	35,322.61	35,322.61	35,322.61
Remuneration (as% of PBT)	0.78%	0.09%	0.02%

J. The Key Parameters for any Variable Component of Remuneration Availed by the Directors: Not applicable.

K. The Ratio of the Remuneration of the Highest Paid Director to that of the Employees who are not Directors but receive Remuneration in excess of the Highest Paid Director during the year: Not applicable.

L. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

M. Pecuniary Relationship or Transactions of Non-Executive Directors: During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Form MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2015
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

S. No. I. REGISTRATION AND OTHER DETAILS:		
1.	CIN	L01111DL1993PLC052845
2.	Registration Date:	30/03/1993
3.	Name of the Company	KRBL LIMITED
4.	Category / Sub-Category of the Company	Public Limited Company / Indian Non Government Company
5.	Address of the Registered office and contact details	5190, Lahori Gate, Delhi, 110006 Tel : (011) 23968327, Fax : (011) 23968328, Email ID - investor@krblindia.com Website : www.krblrice.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Alankit Assignments Limited Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110 055 Tel: (011) 42541955, 59, Fax : (011) 23552001, Email id-ramap@alankit.com Website : www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Rice	10612	95%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: -

S. No.	Name and Address of the Company	CIN/GLN/License No.	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	KRBL DMCC Unit No. AG-14-K. Floor no 14, AG Tower (Silver), Plot No.11, Jumeirah Lake Tower P.O. Box: 116461, Dubai, United Arab Emirates	Trade License No. DMCC-30637	Subsidiary	100%	2(87)(ii)
2.	K B Exports Pvt. Ltd. 5190, Lahori Gate, Delhi-110006	CIN: U70200DL1998PTC096113	Subsidiary	70%	2(87)(ii)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2014)				No. of Shares held at the end of the year (As on March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
Individuals/HUF	11,05,26,024	-	11,05,26,024	46.96%	11,05,26,024	-	11,05,26,024	46.96%	-
Central Govt./ State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corporate	2,75,21,150	-	2,75,21,150	11.69%	2,79,13,892	-	2,79,13,892	11.85%	0.16%
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):	13,80,47,174	-	13,80,47,174	58.65%	13,84,39,916	-	13,84,39,916	58.81%	0.16%
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	13,80,47,174	-	13,80,47,174	58.65%	13,84,39,916	-	13,84,39,916	58.81%	0.16%
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds / UTI	-	3,000	3,000	-	-	3,000	3,000	-	-
b) Financial Institutions / Banks	8,887	-	8,887	-	53,491	-	53,491	0.02%	0.02%
c) Central Government / State Government(s)	-	-	-	-	20	-	20	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) Foreign Institutional Investors	79,14,865	-	79,14,865	3.36%	1,29,61,393	-	1,29,61,393	5.51%	2.15%
g) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
h) Qualified Foreign Investors	-	-	-	-	4,56,014	-	4,56,014	0.19%	0.19%
i) Foreign Portfolio Investor (Corporate)	-	-	-	-	7,75,660	-	7,75,660	0.33%	0.33%
j) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	79,23,752	3,000	79,26,752	3.36%	1,42,46,578	3,000	1,42,49,578	6.05%	2.69%
2. Non -Institutions									
a) Bodies Corporates									
i) Indian	51,22,888	13,000	51,35,888	2.18%	43,30,589	13,000	43,43,589	1.85%	(0.33%)
ii) Overseas	2,29,00,000	-	2,29,00,000	9.73%	2,29,00,000	-	2,29,00,000	9.73%	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lacs	2,21,32,829	4,03,046	2,25,35,875	9.58%	1,75,51,753	3,98,947	1,79,50,700	7.63%	(1.95%)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lacs	2,03,42,451	-	2,03,42,451	8.64%	2,00,87,780	-	2,00,87,780	8.53%	(0.11%)

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2014)				No. of Shares held at the end of the year (As on March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others:									
Foreign Nationals	1,61,00,000	-	1,61,00,000	6.84%	1,61,00,000	-	1,61,00,000	6.84%	-
NRI	19,28,419	-	19,28,419	0.82%	11,68,640	-	11,68,640	0.50%	(0.32%)
Clearing House/Clearing Member	2,09,833	-	2,09,833	0.09%	1,47,689	-	1,47,689	0.06%	(0.03%)
Limited Liability Partnership	2,63,500	-	2,63,500	0.11%	2,000	-	2,000	-	(0.11%)
Sub-total (B) (2):-	8,89,99,920	4,16,046	8,94,15,966	37.99%	8,22,88,451	4,11,947	8,27,00,398	35.14%	(2.85%)
Total Public Shareholding (B)=(B)(1)+(B)(2)	9,69,23,672	4,19,046	9,73,42,718	41.35%	9,65,35,029	4,14,947	9,69,49,976	41.19%	(0.16%)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23,49,70,846	4,19,046	23,53,89,892	100%	23,49,74,945	4,14,947	23,53,89,892	100%	-

(ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share -holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
Individuals/HUF								
1.	Rashi Gupta	1,50,000	0.06%	-	1,50,000	0.06%	-	-
2.	Neha Gupta	1,80,000	0.08%	-	1,80,000	0.08%	-	-
3.	Priyanka Mittal	2,50,000	0.11%	-	2,50,000	0.11%	-	-
4.	Ayush Gupta	4,00,000	0.17%	-	4,00,000	0.17%	-	-
5.	Akshay Gupta	4,00,000	0.17%	-	4,00,000	0.17%	-	-
6.	Tara Devi	19,00,000	0.81%	-	19,00,000	0.81%	-	-
7.	Anil Kumar Mittal C/o Anil Kumar Mittal (HUF)	36,00,000	1.53%	-	36,00,000	1.53%	-	-
8.	Kunal Gupta	41,00,000	1.74%	-	41,00,000	1.74%	-	-
9.	Ashish Mittal	46,00,000	1.95%	-	46,00,000	1.95%	-	-
10.	Arun Kumar Gupta C/o Arun Kumar Gupta (HUF)	48,50,000	2.06%	-	48,50,000	2.06%	-	-
11.	Anulika Gupta	55,50,000	2.36%	-	55,50,000	2.36%	-	-
12.	Binita Gupta	67,00,000	2.85%	-	67,00,000	2.85%	-	-
13.	Preeti Mittal	69,00,000	2.93%	-	69,00,000	2.93%	-	-
14.	Anil Kumar Mittal C/o. Bhagirath Lal (HUF)	71,00,000	3.02%	-	71,00,000	3.02%	-	-
15.	Anoop Kumar Gupta C/o Anoop Kumar Gupta (HUF)	73,00,000	3.10%	-	73,00,000	3.10%	-	-
16.	Anil Kumar Mittal	1,84,90,648	7.86%	-	1,84,90,648	7.86%	-	-
17.	Anoop Kumar Gupta	1,88,96,876	8.03%	-	1,88,96,876	8.03%	-	-
18.	Arun Kumar Gupta	1,91,58,500	8.14%	-	1,91,58,500	8.14%	-	-
Bodies Corporates								
19.	Radha Raj Ispat Pvt. Ltd.	27,521,150	11.69%	-	27,913,892	11.85%	-	0.16%
Total		138,047,174	58.65%	-	1,38,439,916	58.81%	-	0.16%

(iii) Change in Promoters' Shareholding:

S. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Radha Raj Ispat Pvt. Ltd.				
	At the beginning of the year	2,75,21,150	11.69%	2,75,21,150	11.69%
	Market Purchase on 09/02/2015	3,92,742	0.16%	3,92,742	0.16%
	At the End of the year	2,79,13,892	11.85%	2,79,13,892	11.85%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	Shareholder's Name	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Reliance Commodities DMCC	2,29,00,000	9.73%	-	-	2,29,00,000	9.73%
2.	Anil Kumar Goel	50,90,000	2.16%	24,20,000	1.03%	75,10,000	3.19%
3.	Abdulla Ali Obeid Balsharaf	75,00,000	3.19%	-	-	75,00,000	3.19%
4.	Omar Ali Obeid Balsharaf	75,00,000	3.19%	-	-	75,00,000	3.19%
5.	Som Nath Aggarwal	56,74,850	2.41%	19,45,594	(0.83%)	37,29,256	1.58%
6.	Quant Foreign Value Small Cap Fund	14,75,200	0.63%	16,79,000	0.71%	31,54,200	1.34%
7.	Manulife Global Fund Asian Small Cap Equity Fund	21,44,945	0.91%	6,40,003	0.27%	27,84,948	1.18%
8.	Seema Goel	19,45,000	0.83%	1,55,000	0.06%	21,00,000	0.89%
9.	Wisdomtree Trust A/C Wisdomtree India Investment Portfolio, INC.*	-	-	-	-	13,56,478	0.58%
10.	Seema Ahuja	11,46,414	0.49%	-	-	11,46,414	0.49%

* Not in the list of Top 10 shareholders as on April 1, 2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on March 31, 2015.

The above details are given as on March 31, 2015. The Company is listed and 99.82% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations. Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	Date of Change and No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Directors							
1.	Mr. Anil Kumar Mittal	1,84,90,648	7.86%	There is no change in the Shareholding of Directors during the year 2014-15		1,84,90,648	7.86%
2.	Mr. Arun Kumar Gupta	1,91,58,500	8.14%			1,91,58,500	8.14%
3.	Mr. Anoop Kumar Gupta	1,88,96,876	8.03%			1,88,96,876	8.03%
4.	Ms. Priyanka Mittal	2,50,000	0.11%			2,50,000	0.11%
5.	Mr. Ashok Chand	-	-			-	-
6.	Dr. Narpinder kumar Gupta	29,000	0.01%			29,000	0.01%
7.	Mr. Vinod Ahuja	-	-			-	-
8.	Mr. Shyam Arora	-	-			-	-
9.	Mr. Ashwani Dua	-	-			-	-
10.	Mr. Devendra Kumar Agarwal	-	-			-	-

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	Date of Change and No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Key Managerial Personnel							
11.	Mr. Rakesh Mehrotra	-	-			-	-
12.	Mr. Raman Sapra	-	-			-	-

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in ₹ Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (April 1, 2014)				
i) Principal Amount	1,37,950.29	-	-	1,37,950.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	210.46	-	-	210.46
Total (i+ii+iii)	1,38,160.75	-	-	1,38,160.75
Change in Indebtedness during the financial year				-
Addition	5,582.12	33,252.48	-	38,834.60
Reduction	(41,609.62)	-	-	(41,609.62)
Exchange Difference	(89.74)	-	-	(89.74)
Net Change	(36,117.24)	33,252.48	-	(2,864.76)
Indebtedness at the end of the financial year (March 31, 2015)				-
i) Principal Amount	1,01,851.12	33,252.48	-	1,35,103.60
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	192.39	-	-	192.39
Total (i+ii+iii)	1,02,043.51	33,252.48	-	1,35,295.99

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director and Whole-time Directors:

(Amount in ₹ Lacs)

S. No.	Particulars of Remuneration	Name of Managing Directors and Whole-time Directors					Total Amount
		Mr. Anil Kumar Mittal	Mr. Arun Kumar Gupta	Mr. Anoop Kumar Gupta	Ms. Priyanka Mittal	Mr. Ashok Chand	
1.	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72.00	72.00	72.00	34.56	25.68	276.24
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	11.20	0.40	0.40	0.40	12.80
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2.	Stock option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission						
	- as% of profit						
	- Other, specify	-	-	-	-	-	-
5.	Other, please specify	-	-	-	-	-	-
Total (A)		72.40	83.20	72.40	34.96	26.08	289.04
Ceiling as per the Act		10% of Net profit for all Executive Directors - Managing and Whole-time Directors i.e. ₹ 3,561.16 Lacs					

B. Remuneration to other directors:

(Amount in ₹)

S. No	Particulars of Remuneration	Name of Directors					Total Amount
		Dr. Narpinder Kumar Gupta	Mr. Vinod Ahuja	Mr. Shyam Arora	Mr. Ashwani Dua	Mr. Devendra Kumar Agarwal	
1.	Independent Directors						
	• Fee for attending board	30,000	10,000	-	30,000	30,000	1,00,000*
	• Committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total(1)	30,000	10,000	-	30,000	30,000	1,00,000*
2.	Other Non-Executive Directors	None					
	• Fee for attending board	N.A.					
	• Committee meetings	N.A.					
	• Commission	N.A.					
	• Others, please specify	N.A.					
	Total (2)	-	-	-	-	-	-
Total (B)=(1+2)		30,000	10,000	-	30,000	30,000	1,00,000*
Overall Ceiling as per the Act		1% of Net Profits of the Company for all Non-Executive Directors i.e. i.e. ₹ 356.12 Lacs					

* The Above Remuneration is excluding Service Tax.

C. Remuneration to Key Managerial Personnel Other than Managing Director and Whole-time Directors:

(Amount in ₹ Lacs)

S. No	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Rakesh Mehrotra, CFO	Mr. Raman Sapra, CS	Total
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31.58	6.09	37.67
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as% of profit	-	-	-
	- Other, specify	-	-	-
5.	Other, please specify	-	-	-
Total (A)		31.58	6.09	37.67

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ Court]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
M/s KRBL LIMITED
5190, Lahori Gate,
Delhi -110 006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KRBL Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with *Annexure 1* attached to this report:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; **(Not applicable to the Company during the Audit Period)**
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment(FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings(ECB); **(No fresh FDI, ODI and ECB was taken by the company during the Audit Period)**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- VI. **OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT**
 - 1) Foods Safety & Standards Act, 2006 & Foods Safety & Standards (Licensing & Registration of Food Business), Regulations, 2011;
 - 2) The Boilers Act, 1923 and rules made thereunder;
 - 3) The Uttar Pradesh Krishi Utpadan Mandi Adhiniyam, 1964 and rules made thereunder;
 - 4) The Bureau of India Standards Act, 1986 and rules made there under;
 - 5) Legal Metrology Act, 2009 and Rules & Regulations made there under;
 - 6) The Punjab Agricultural Produce Market Act, 1961 and rules made thereunder;

- 7) The Petroleum Act, 1934 and rules made thereunder.
- 8) Electricity Act, 2003 and the respective State Government Policy/ Guidelines for the Wind and Solar Power Projects.
- 9) Madhya Pradesh Electricity Regulatory Commission (MPERC) (Terms & Conditions for the Intra-State in the Madhya Pradesh) Regulation, 2005.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company during the Audit Period)**
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited & BSE Limited;

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above subject to following:

The Company has not spent the amount as required under section 135 of the Act for CSR activities. As per the information provided, CSR Committee constituted by the Company has adopted the Policy on CSR and it is in the process of identifying projects on which required CSR amount be spent which include projects promoting health care, education etc.

Based on the information received and records maintained, we further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate(s) issued by Whole Time Director, Mr. Ashok Chand, COO, Mr. Ravinder Kumar Sharma, CFO Mr. Rakesh Mehrotra and CS, Mr. Raman Sapra, GM (Power) Mr. Shankar Singh of the Company, and taken on record by the Board of Directors at their meeting (s).

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to

monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc. except as follows:

- (a) Special Resolution under section 14 of the Companies Act, 2013 was passed by the members at its Annual General Meeting held on September 9, 2014 for alteration of Articles of Association by inserting new clause 111A regarding the individual can be appointed as chairperson of the company as well as MD/CEO at the same time.
- (b) Special Resolution under section 180(1)(a) of the Companies Act, 2013 was passed by the members through postal ballot process for creation of charges, mortgages & hypothecations in addition to existing charges etc. in favour of Banks / FIs and other lending institution for an amount not exceeding ₹ 5,000 Crores, together with interests etc.
- (c) Special resolution under section 180(1)(c) of the Companies Act, 2013 was passed by the members through postal ballot process for borrowing the money from time to time not exceeding ₹ 5,000 Crores together with the money already borrowed by the company .
- (d) Special Resolution under section 73 and 76 of the Companies Act, 2013 was passed by the members through postal ballot process to accept the money by way of unsecured/secured deposits or any other from the public and/or member of the company in any form or manner upto the permissible limit as prescribed under Rule 3(4) Companies (Acceptance & Deposits) Rules, 2014.
- (e) Special Resolution under section 188 of the Companies Act, 2013 was passed by the members through postal ballot process for entering into related party transactions by the company as per the maximum limit as mentioned in the Postal Notice dated August 5, 2014.
- (f) Special Resolution under section 186 of the Companies Act, 2013 was passed by the members through postal ballot process to make loan, give any guarantee, or provided security, in connection with loan made by other person to and acquire the securities not exceeding to the amount of ₹ 1,000 Crores.

for **DMK Associates**
Company Secretaries

Sd/-

Deepak Kukreja
FCS No. F4140
C.P. No. 8265

Place: New Delhi
Date: July 30, 2015

Annexure-1 to the Secretarial Audit Report

To
The Members,
M/s KRBL LIMITED
5190, Lahori Gate,
Delhi -110 006

Sub: Our Secretarial Audit for the Financial Year ended March 31, 2015 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for DMK Associates
Company Secretaries

Sd/-
Deepak Kukreja
FCS No. F4140
C.P. No. 8265

Place: New Delhi
Date: July 30, 2015

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES [Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Company's policy on CSR — An Overview

Every organization has the right to exist in a society. With the right, there comes a duty to give back the society a portion of what it receives from it. As a corporate citizen we receive various benefits out of society and it is our co-extensive responsibility to pay back in return to the society.

KRBL believes that creation and maximization of value to stakeholders is paramount, and it generates profit in long term. The Company is committed to improving the quality of life of the workforce and their families as well as of the local community and society at large. With the Companies Act, 2013 mandating the Corporates to contribute for social development and welfare, KRBL would fulfill this mandate and supplement the government's efforts.

2. **Composition of the CSR Committee:** Corporate Social Responsibility (CSR) Committee of the Company consist of Mr. Ashwani Dua, Independent Non Executive Director as the Chairman of the Committee and Mr. Anil Kumar Mittal, Chairman and Managing Director, Mr. Anoop Kumar Gupta Joint Managing Director and Ms. Priyanka Mittal Whole Time Director as the members of the Committee.

3. **Average net profit of the Company for last three financial years:** ₹ 217.30 crores.

4. **Required CSR Expenditure:** ₹ 4.35 crores.

5. **Details of CSR spend for the financial year:** Amount spent for the financial year: Nil; Amount unspent: ₹ 4.35 crores; Project identified: Agri Extension Services, Education, Health, Infrastructure and Skills Development.

6. **Justification for unspent money out of 2% of the average net profit of the last 3 (three) financial years.**

The Companies Act, 2013 was implemented in various stages during the year 2014-2015. The provisions with regard to CSR activity came into force on April 1, 2014.

The Company in pursuance of the requirements of the Companies Act, 2013 had formulated the CSR policy and constituted the CSR Committee and were in the process of identifying feasible projects/ programmes wherein it can deploy the CSR expenditure amount.

As per Section 135 of the Companies Act, 2013, the Company had to spend ₹ 4.35 Crores on activities under Corporate Social Responsibility in the year ended March 31, 2015 which the company was unable to spend. Since the policy on CSR was adopted on August 5, 2014 after formation of the Committee and the time available for implementation of the CSR activities was very limited and it is of utmost importance that the amounts are defrayed on deserving and genuine projects. The Company is in the process of identifying projects on which CSR spends could be effected.

We strongly believe that your Company plays a very significant role in improving the quality of the society within which it operates and the Company can flourish only if it operates in a society that is healthy, orderly, just and which grants freedom and scope to individuals and their lawful enterprises. Your Company is committed to spend recommended amount over a period of time as it scales up its initiatives and the supporting infrastructure. Your Company will spend its resources very judiciously as it does in all areas.

7. **Responsibility Statement of the CSR Committee for the implementation and monitoring of CSR policy in compliance with CSR objectives and Policy of the Company.**

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the policy of the company.

for and on behalf of the Board of Directors

Sd/-

Anil Kumar Mittal

Chairman & Managing Director

Sd/-

Ashwani Dua

Chairman - CSR Committee

Place : Noida, Uttar Pradesh

Date : July 30, 2015





R E P O R T O N C O R P O R A T E G O V E R N A N C E



REPORT ON CORPORATE GOVERNANCE

“The major incentive to productivity and efficiency are social and moral rather than financial.”

Peter F. Drucker

KRBL Limited (‘KRBL’ or ‘the Company’) believes that good corporate governance is about ensuring that companies are managed as efficiently as possible in the interests of the shareholders. Efficient corporate governance requires a clear understanding of the respective roles of the Board and of senior management and their relationships with others in the corporate structure. The relationships of the Board and management shall be characterized by sincerity, their relationships with employees shall be characterized by fairness, their relationships with the communities in which they operate shall be characterized by good citizenship, and their relationships with government shall be characterized by a commitment to compliance.

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

In KRBL, Corporate Governance philosophy stems from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence level. The Board of Directors has the important role of overseeing management performance on behalf of Stakeholders. Stakeholders necessarily have little voice in the day to day management of corporate operations, but have the right to elect representatives (Directors) to look out for their interests and to receive the information they need to make investment and voting decisions.

Over the last few years, the Board of Directors of our Company has from time to time developed corporate governance practices to enable the Directors to effectively and efficiently discharge their responsibilities individually and collectively to the shareholders of the Company in the areas of; - fiduciary duties - oversight of the Management - evaluation of the Management performance - support and guidance in shaping company policies and business strategies.

KRBL Corporate Governance has been a high priority both in letter as well as in spirit. The Company’s Board of Directors represents the Stakeholders interest in perpetuating a successful business and optimizing long term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help and assure that the Company is managed in a way designed to achieve this result.

The Company is fully compliant with the mandatory requirements of Clause 49 of the listing agreement formulated by the Securities and Exchange Board of India.

2. BOARD OF DIRECTORS

A. SIZE AND COMPOSITION OF BOARD

The present policy of KRBL regarding size and composition of the Board is to have an optimum combination of Executive and

Non-Executive Directors with Woman Director as well to clearly demarcate the functions of governance and management.

As on March 31, 2015, your Company’s Board has a strength of 10 (Ten) Directors including 1 (One) Women Directors. The Chairman of the Board is an Executive Director. The composition of the Board is given below:

Category	No. of Directors	% to Total No. of Directors
Executive Directors (Including Woman Director)	5	50%
Independent Non-Executive Directors	5	50%

All Independent Directors are drawn from amongst eminent professionals with expertise in Business/Finance/Law/Public Enterprises and other allied field. All Independent Directors adhere to the criteria defined under Clause 49 of the Listing Agreement read with the provisions of Section 152 of the Companies Act, 2013, at every Annual General Meeting,

B. ROTATION OF DIRECTORS

The Members of the Company at the 21st Annual General Meeting held on September 9, 2014 had fixed the tenure of Dr. Narpinder Kumar Gupta, Mr. Vinod Ahuja, Mr. Ashwani Dua, Mr. Shyam Arora and Mr. Devendra Kumar Agarwal as Independent Non-Executive Directors of the Company to hold office for 5 (five) consecutive years with effect from the date of the Annual General Meeting with an option to retire from the office at any time during the term of appointment.

Pursuant to the provisions of Section 149(13) of the Companies Act, 2013 and the Proposed Amended Articles of Association of the Company all directors except Independent Directors are liable to be retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the proposed amended Articles of Association of the Company, Mr. Anil Kumar Mittal, Chairman and Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director, retiring by rotation at the ensuing Annual General Meeting, are eligible for re-appointment. This shall not constitute a break in their offices as the Chairman and Managing Director/Joint Managing Director of the Company.

All the Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

C. DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIP/S AND COMMITTEE MEMBERSHIP/S

As mandated by Clause 49 of the Listing Agreement, None of the Director is a member of more than 10 (Ten) Board level Committees or Chairman of more than 5 (Five) Committees across companies in which he/she is a Director. Directors' attendance at the Board Meetings during the financial year and the last Annual General Meeting (AGM) and also their other Directorships and Committee Memberships are given below:

COMPOSITION OF THE BOARD, ATTENDANCE RECORD, DIRECTORSHIPS AND COMMITTEE MEMBERSHIP FOR THE FINANCIAL YEAR 2014-15

BRIEF INFORMATION ABOUT DIRECTORS		ATTENDANCE RECORD DURING FINANCIAL YEAR 2014-15			DIRECTORSHIP/MEMBERSHIP/ CHAIRMANSHIP AS ON MARCH 31, 2015		
Name of the Directors	Directors Identification Number	No. of Board Meeting held and attended		Attendance at the last AGM	Number of Directorships in all Other Companies* as on March, 31, 2015	Number of Committee Positions held in all Companies** as on March, 31, 2015	
		Held	Attended			Chairman	Member
Executive Directors							
Mr. Anil Kumar Mittal	00030100	6	5	Yes	13	-	-
Mr. Arun Kumar Gupta	00030127	6	4	No	13	-	-
Mr. Anoop Kumar Gupta	00030160	6	6	Yes	13	-	-
Mr. Ashok Chand	00030318	6	6	Yes	-	-	-
Ms. Priyanka Mittal	00030479	6	5	No	2	-	1
Independent Non Executive Directors							
Dr. Narpinder Kumar Gupta	00032956	6	5	Yes	7	-	2
Mr. Vinod Ahuja	00030390	6	4	No	15	-	2
Mr. Ashwani Dua	01097653	6	6	Yes	4	1	1
Mr. Shyam Arora	00742924	6	2	No	1	-	-
Mr. Devendra Kumar Agarwal	06754542	6	6	Yes	-	1	-

* This includes Directorships in all other Companies (Listed, Unlisted Public and Private Limited Companies) incorporated in India.

**For the purpose of considering the limit of the committees on which a directors can serve, all public limited companies, whether listed or not, are considered. Further Committees considered for the purpose are those prescribed under explanation to clause 49(II)(D)(2)(ii) of the Listing Agreement viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies including KRBL Limited.

D. LIMIT ON THE NUMBER OF DIRECTORSHIPS

In compliance with Clause 49(II)(B)(2) of the Listing Agreement, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 (Seven) Listed Companies or in case he/she is serving as a Whole Time Director in any Listed Company, does not hold such position in more than 3 Listed Companies.

E. MAXIMUM TENURE OF INDEPENDENT DIRECTORS

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company has been fixed for a period of 5 (Five) consecutive years from the date of last Annual General Meeting held on September 9, 2014 upto the conclusion of Annual General Meeting to be held in the year 2019.

F. FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

- In accordance with Clause 49 of the Listing Agreement read with Schedule IV of the Companies Act, 2013, the Company has issued formal letters of appointment to all the Independent Directors.
- The terms and conditions of Appointment of Independent Directors has been disseminate on the Company's website at the web link http://www.krblice.com/policy-guidelines/terms_conditions_for_appointmen_of_independent_directors.pdf.

G. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, in its meeting on February 18, 2015,

has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

The performance evaluation of independent directors has done by the entire Board of Directors excluding the director being evaluated.

H. SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS

During the reporting Financial Year, a separate Meeting of the Independent Directors of the Company was held on March 31, 2015, at the Corporate Office of the Company at C-32, 6th Floor, Sector 62, Noida (U.P.) – 201 301, whereat the following items as enumerated under Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement were discussed:

- Review of Performance of Non-Independent Directors and Board as a whole.
- Review of Performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

I. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

- a. All Independent Directors are familiarized with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes from time to time.
- b. The details of familiarization programmes has been uploaded on the company's website at a web link http://krblrice.com/policy-guidelines/familiarization_programme_for_independent_directors.pdf

J. ROLE AND RESPONSIBILITIES OF THE BOARD

• Disclosure of Information

- Members of the Board and Key Executives disclose to the Board that whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.
- The Board and Top Management conducts themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

• Key functions of the Board

- The Board reviews and Guides Corporate Strategy, Major Plans of Action, Risk Policy, Annual Budgets and Business Plans; Setting Performance Objectives; Monitoring Implementation and Corporate Performance; and Overseeing Major Capital Expenditures, Acquisitions and Divestments.
- Board monitors the effectiveness of the Company's governance practices and making changes as needed.
- Selects, Compensates, Monitors and, when necessary, replaces key executives and overseeing succession planning.
- Ensures a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- Monitors and manages potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- Ensures the integrity of the Company's Accounting and Financial Reporting Systems, including the Independent Audit, and that appropriate systems of control are in place, in particular, systems for Risk Management, Financial and Operational Control, and Compliance with the law and relevant standards.
- Oversees the process of disclosure and communications.
- Monitors and reviews Board Evaluation Framework.

• Other responsibilities

- The Board provides the strategic guidance to the company, ensure effective monitoring of the management and should be accountable to the company and the shareholders.
- The Board sets corporate culture and the values by which executives throughout a group will behave.
- Board members acts on a fully informed basis, in good faith, with Due Diligence and Care, and in the best interest of the Company and the shareholders.
- The Board encourages continuing directors training to ensure that the Board members are kept up to date.
- Where Board decisions affect different shareholder groups differently, the Board treats all shareholders fairly.
- The Board applies high ethical standards. It takes into account the interests of stakeholders.
- The Board is able to exercise objective Independent Judgement on Corporate Affairs.

- Board considers assigning a sufficient number of Non-Executive Board Members capable of exercising Independent Judgement to tasks where there is a potential for conflict of interest.
- The Board ensures that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the company to excessive risk.
- The Board has ability to 'Step Back' to assist executive management by challenging the assumptions underlying: Strategy, Strategic Initiatives (such as acquisitions), Risk Appetite, Exposures and the Key areas of the Company's focus.
- Board members should be able to commit themselves effectively to their responsibilities.
- In order to fulfil their responsibilities, board members have access to accurate, relevant and timely information.
- The Board and Senior Management facilitates the Independent Directors to perform their role effectively as a Board member and also a member of a committee.

• **Role of Independent Directors**

Independent Directors have emerged as the cornerstones of the worldwide Corporate Governance movement. Their increased presence in the boardroom has been hailed as an effective deterrent to fraud and mismanagement, inefficient use of resources, inequality and unaccountability of decisions and as a harbinger for striking the right balance between individual, economic and social interests.

Independent Directors play a key role in the decision-making process of the Board. The Independent Directors are committed to act in what they believe to be in the best interest of the Company and its Shareholders. The Independent Directors are professionals, with expertise and experience in general corporate management, Public Policy, Finance, Financial Services and Other allied fields. This wide knowledge of their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, Independent and experienced perspective. The company benefits immensely from their inputs in achieving its strategic direction.

K. INTER-SE RELATIONSHIP AMONGST DIRECTORS

Mr. Anil Kumar Mittal, Chairman & Managing Director, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, both Joint Managing Directors, all three are brothers and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.

3. BOARD MEETINGS AND PROCEDURES

A. BOARD MEETINGS

Company's Corporate Governance Policy requires the Board to meet at least four times in a year. The maximum gap between two board meetings is not more than 120 (One hundred and twenty) days as prescribed under Clause 49 of the Listing Agreement. Additional board meetings may be convened to address the specific needs of the Company. In case of business exigencies or matters of urgency the board may also approve resolution by circulation as permitted by the Companies Act, 2013.

B. BOARD PROCEDURE

Board Meetings are governed by a structured agenda. The Agenda is prepared in consultation with the Chairman of the Board of Directors and all other Board Members. The agenda for the meetings of the board together with the appropriate supporting documents, are circulated well in advance to all the Board members. Detailed presentations are also made to the Board covering operations, Business Performance, Finance, Sales, Marketing, Global & Domestic Business Environment and related details. All necessary information including but not limited to those as mentioned in Annexure X of Clause 49 of the Listing Agreement are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company. The Board also reviews periodical compliances of all laws, rules and regulations. At the Board Meeting, members have full freedom to express their opinion and decisions are taken after detailed deliberations. Members of the senior management team are invited to attend the Board Meetings as and when required, which provides additional inputs to the items being discussed by the Board.

C. DETAILS OF BOARD MEETINGS HELD AND ATTENDED BY THE DIRECTORS DURING FINANCIAL YEAR 2014-15

S. No.	Date of Board Meetings	Board Strength	No. of Directors Present
1.	Thursday, May 8, 2014	10	10
2.	Tuesday, August 5, 2014	10	6
3.	Friday, September 26, 2014	10	9
4.	Monday, October 20, 2014	10	8
5.	Friday, February 6, 2015	10	8
6.	Wednesday, February 18, 2015	10	8

In terms of clause 49 of the Listing Agreement the gap between any two meetings did not exceed 120 (One hundred and twenty) days.

D. SHAREHOLDING OF DIRECTORS

The Shareholding of Directors (including shares held as Karta of HUF) as on March 31, 2015 are given below:

Name	No. of Shares Held
Mr. Anil Kumar Mittal	2,91,90,648
Mr. Arun Kumar Gupta	2,40,08,500
Mr. Anoop Kumar Gupta	2,61,96,876
Ms. Priyanka Mittal	2,50,000
Dr. Narpinder Kumar Gupta	29,000

E. DISCLOSURE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING THE APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AT THE FORTHCOMING AGM

1. Name	: Mr. Anil Kumar Mittal
Age	: 64 Years
Qualification	: Arts Graduate from Delhi University
Experience	: Having more than 41 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 & 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.
Other Directorships	: 1. Anurup Exports Private Limited 2. Radha Raj Ispat Private Limited 3. Radha Raj Infrastructure Private Limited 4. KRBL Infrastructure Limited 5. Aakash Hospitality Private Limited 6. K B Exports Private Limited 7. Holistic Farms Private Limited 8. Radha Raj IT City & Parks Private Limited 9. Radha Raj Logistics Private Limited 10. KRBL Foods Limited 11. Adwet Warehousing Private Limited 12. Padmahasta Warehousing Private Limited 13. Solid Infra Developers Private Limited
Membership(s) / Chairmanship(s) of Board Committees in Other Companies	: Nil
Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	: 2,91,90,648
2. Name	: Mr. Arun Kumar Gupta
Age	: 58 Years
Qualification	: Commerce Graduate from Delhi University
Experience	: Having more than 33 years of experience in the field of Rice Industry. 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 & Exporters Development Forum. He plays a key role on the project implementation of the Company.
Other Directorships	: 1. Anurup Exports Private Limited 2. Radha Raj Ispat Private Limited 3. Radha Raj Infrastructure Private Limited 4. KRBL Infrastructure Limited 5. Aakash Hospitality Private Limited 6. K B Exports Private Limited 7. Holistic Farms Private Limited 8. Radha Raj IT City & Parks Private Limited 9. Radha Raj Logistics Private Limited 10. KRBL Foods Limited 11. Adwet Warehousing Private Limited 12. Padmahasta Warehousing Private Limited 13. Solid Infra Developers Private Limited
Membership(s)/Chairmanship(s) of Board Committees in Other Companies	: Nil
Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	: 2,40,08,500

Further, the relevant details also forms part of the notice of Annual General Meeting as annexed to this Annual Report.



4. COMMITTEES OF THE BOARD

KRBL Limited has 5 (five) Board level Committees:

DETAILS ON THE ROLE AND COMPOSITION OF THESE COMMITTEES, INCLUDING THE NUMBER OF MEETINGS HELD DURING THE FINANCIAL YEAR AND THE RELATED ATTENDANCE ARE PROVIDED BELOW:

A. AUDIT COMMITTEE

I. COMPOSITION OF THE COMMITTEE

As on March 31, 2015, the Audit Committee of KRBL Limited comprises of following 5 (five) Members out of which 4 (four) are Independent Non-Executive Directors and 1 (one) is Executive Director:

Name	Designation	Category
Mr. Devendra Kumar Agarwal	Chairman	Non-Executive & Independent
Mr. Ashwani Dua	Member	Non-Executive & Independent
Mr. Vinod Ahuja	Member	Non-Executive & Independent
Dr. Narpinder Kumar Gupta	Member	Non-Executive & Independent
Ms. Priyanka Mittal [^]	Member	Executive & Whole Time Director

[^] Ms. Priyanka Mittal was inducted as member of the Audit Committee in its meeting dated October 20, 2014.

All the members of the Committee have good knowledge of Finance, Accounts and Business management. The Chairman of the Committee, Mr. Devendra Kumar Agarwal, has considerable accounting and related Financial Expertise. The Statutory Auditors, The Internal Auditors and The Cost Auditors of the Company attend the meetings of the Committee on the invitation of the Chairman.

The Composition of Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mr. Raman Sapra, Company Secretary, acts as Secretary to the Committee.

II. TERMS OF REFERENCE

The roles, powers and functions of the Audit Committee of KRBL Limited are as per Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

The Audit Committee of KRBL Limited shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- The Audit Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

The Role of the Audit Committee of KRBL Limited shall include the following:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the company with related parties.

- Scrutiny of Inter-Corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of Internal Financial Controls and Risk Management Systems.
- Monitoring the end use of funds raised through public offers and related matters.
- Oversight of the Company's Financial Reporting Process and the disclosure of its Financial Information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors' for any other services rendered by the Statutory Auditors'.
- Reviewing, with the management, the Annual Financial Statements before submission to the board for approval, with particular reference to:
 - > Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 (5) of the Companies Act, 2013.
 - > Changes, if any, in accounting policies and practices and reasons for the same.
 - > Major accounting entries involving estimates based on the exercise of judgment by management.
 - > Significant adjustments made in the Financial Statements arising out of Audit Findings.
 - > Compliance with Listing and Other Legal requirements relating to Financial Statements.
 - > Disclosure of any Related Party Transactions.
 - > Qualifications in the draft Audit Report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the Internal Control Systems.
- Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with Internal Auditors' any significant findings and follow up there on.
- Reviewing the findings of any Internal Investigations by the Internal Auditors' into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the board.
- Discussion with Statutory Auditors' before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of Non-payment of declared dividends) and creditors.
- To review the functioning of the Vigil Mechanism/ Whistle Blower, in case the same is existing.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the Terms of Reference of the Audit Committee.

III. MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, 5 (five) meetings of the Audit Committee were held on Thursday, May 8, 2014, Tuesday, August 5, 2014, Monday, October 20, 2014, Friday, February 6, 2015 and Wednesday, February 18, 2015. Attendance Records of Audit Committee members for the meeting(s) as attended by them are as follows:

S. No.	Name	Position held	Meetings attended (No. of Meeting(s) held -5)
1.	Mr. Devendra Kumar Agarwal	Chairman	5
2.	Mr. Vinod Ahuja	Member	3
3.	Dr. Narpinder Kumar Gupta	Member	4
4.	Mr. Ashwani Dua	Member	5
5	Ms. Priyanka Mittal ^	Member	1

^ Ms. Priyanka Mittal was inducted as member of the Committee w.e.f. October 20, 2014.

Mr. Raman Sapra, Company Secretary, acts as Secretary to the Committee.

B. NOMINATION AND REMUNERATION COMMITTEE

I. COMPOSITION OF THE COMMITTEE

As on March 31, 2015, the Nomination and Remuneration Committee of KRBL Limited comprises of following 3 (three) Members, all three are Independent Non-Executive Directors.

Name	Designation	Category
Mr. Ashwani Dua	Chairman	Non-Executive & Independent
Mr. Vinod Ahuja	Member	Non-Executive & Independent
Dr. Narpinder Kumar Gupta	Member	Non-Executive & Independent

Mr. Raman Sapra, Company Secretary, acts as Secretary to the Committee.

II. TERMS OF REFERENCE

The role of the Nomination and Remuneration Committee of KRBL Limited also covers such functions and scope as prescribed under Section 178 of the Companies Act, 2013 read with allied Rules framed thereunder and Clause 49 of the Listing Agreement with stock exchanges.

The Nomination & Remuneration Committee of KRBL Limited shall have the Duties and Functions, which should include the following:

- Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- Nomination and Remuneration Committee shall formulate the criteria for determining Qualifications, Positive Attributes and Independence of a Director and Recommend to the Board a policy, relating to the remuneration for the Directors, key Managerial Personnel and Other Employees;
- Committee shall specifically ensure that:-
 - (a) The level and composition of Remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
 - (b) Relationship of Remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and Long-Term performance objectives appropriate to the working of the company and its goals.
- It shall also take into account the Financial Position of the Company, the industrial trend, appointee's experience, past performance, past remuneration etc.

III. MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, 4 (four) meetings of Nomination and Remuneration Committee were held on

Tuesday, August 5, 2014, Monday, October 20, 2014, Wednesday, February 18, 2015 and Tuesday, March 31, 2015. Attendance Records of Nomination and Remuneration Committee members for the meeting(s) as attended by them are as follows:

S. No.	Name	Position held	Meetings attended (No. of Meeting(s) held - 4)
1.	Mr. Ashwani Dua	Chairman	4
2.	Mr. Vinod Ahuja	Member	3
3.	Dr. Narpinder Kumar Gupta	Member	2

IV. REMUNERATION POLICY

The Remuneration policy of the Company is Directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The remuneration paid to Directors and Key Managerial Personnel (KMP) is recommended by the Remuneration Committee and approved by the Board of Directors in the Board Meeting, subject to the subsequent approval by the shareholders (for Directors only) at the General Meeting and such other authorities, as the case may be.

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of board of Directors/including any sub-committee thereof, upto the limit as specified under Companies Act, 2013 and also in Compliance with the Listing Agreement.

The Nomination and Remuneration policy is available on the website of the company at the web link <http://www.krblice.com/policy-guidelines/nomination-remuneration-policy.pdf>. Further the Nomination and Remuneration policy of the Company is as attached as Annexure-1 forming part to the Directors Report.

V. REMUNERATION OF DIRECTORS

Details of Remuneration and Sitting Fees paid to the Directors during the Financial Year 2014-15 is as follows:

Name of Directors	Sitting Fees (₹)*	Salaries and Perquisites (₹)	Commission (₹)	Total (₹)
Mr. Anil Kumar Mittal	Nil	72,39,600	Nil	72,39,600
Mr. Arun Kumar Gupta	Nil	83,19,600	Nil	83,19,600
Mr. Anoop Kumar Gupta	Nil	72,39,600	Nil	72,39,600
Mr. Ashok Chand	Nil	26,07,600	Nil	26,07,600
Ms. Priyanka Mittal	Nil	34,95,600	Nil	34,95,600
Dr. Narpinder Kumar Gupta	30,000	Nil	Nil	30,000
Mr. Vinod Ahuja	10,000	Nil	Nil	10,000
Mr. Ashwani Dua	30,000	Nil	Nil	30,000
Mr. Shyam Arora	Nil	Nil	Nil	Nil
Mr. Devendra Kumar Agarwal	30,000	Nil	Nil	30,000

- * Independent Non-Executive Directors are being paid with the Sitting fees for attending the Meetings w.e.f October, 20, 2014. Further the same is exclusive of Service Tax.

C. STAKEHOLDER RELATIONSHIP COMMITTEE
I. COMPOSITION OF THE COMMITTEE

As on March 31, 2015, the Stakeholder Relationship Committee of KRBL Limited comprises of following 3 (three) Members and all three are Independent Non- Executive Directors:

Name	Designation	Category
Mr. Ashwani Dua	Chairman	Non-Executive & Independent
Mr. Vinod Ahuja	Member	Non-Executive & Independent
Dr. Narpinder Kumar Gupta	Member	Non-Executive & Independent

Mr. Raman Sapra, Company Secretary, acts as Company Secretary and Compliance Officer to the Committee.

II. TERMS OF REFERENCE

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per Clause 49 of the Listing Agreement read with Section 178 of the Companies Act, 2013 (or any amendment thereof) and allied rules as may be notified from time to time.

The role of the Stakeholders Relationship Committee of KRBL Limited shall include the following:

To approve or deal with applications for Transfer, Transmission, Transposition and Mutation of Share Certificates including duplicate, split, sub-division or consolidation of certificates and to deal with all related matters.

- To look into and redress Shareholders / Investors Grievances relating to:
 - Transfer of shares;
 - Non-receipt of Declared Dividends;
 - Non-receipt of Annual Reports;
 - All such complaints directly concerning the Shareholders/ Investors as stakeholders of the Company; and
 - Any such matters that may be considered necessary in relation to Shareholders and investors of the Company.

III. MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, 4 (four) meetings of the Stakeholder Relationship Committee were held on Thursday, May 8, 2014, Tuesday, August 5, 2014, Monday, October 20, 2014 and Friday, February 6, 2015. Attendance Records of Stakeholders Relationship Committee members for the meeting(s) as attended by them are as follows:

S. No.	Name	Position held	Meetings attended (No. of Meeting(s) held -4)
1.	Mr. Ashwani Dua	Chairman	4
2.	Mr. Vinod Ahuja	Member	2
3.	Dr. Narpinder Kumar Gupta	Member	3

IV. INVESTORS GRIEVANCE REDRESSAL

The total number of complaints received by the Company and redressed to the satisfaction of Shareholders during the year under review were 2 (Two). No complaints were outstanding as on March 31, 2015. No requests for Transfer/Transmission and for Dematerialization were pending for approval as on March 31, 2015. The Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited (RTA), attend to all grievances of the Shareholders and Investors received directly through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving complaints/ queries of the shareholder's/ Investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and / or e-mail addresses to facilitate prompt action. The Company has designated the e-mail id: investor@krblindia.com exclusively for the purpose of registering complaints by Investors electronically. This e-mail id has been displayed on the Company's website: www.krblrice.com.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee has been formed pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the company from time to time.

I. COMPOSITION OF THE COMMITTEE

As on March 31, 2015, the Corporate Social Responsibility Committee of KRBL Limited comprises of following 4 (Four) Members out of which 3 (Three) are Executive Directors and 1 (one) is Non-Executive Director:

Name	Designation	Category
Mr. Ashwani Dua	Chairman	Non-Executive & Independent Director
Mr. Anil Kumar Mittal	Member	Executive & Chairman & Managing Director
Mr. Anoop Kumar Gupta	Member	Executive & Joint Managing Director
Ms. Priyanka Mittal	Member	Executive & Whole-Time Director

Mr. Raman Sapra, Company Secretary, acts as Secretary to the Committee.

II. MEETING AND ATTENDANCE

During the Financial Year 2014-15, 3 (three) meetings of the Corporate Social Responsibility Committee were held on Thursday, May 08, 2014, Tuesday, August 5, 2014 and Friday,

February 6, 2015. Attendance Records of Corporate Social Responsibility Committee members for the meeting(s) as attended by them are as follows:

S. No.	Name	Position held	Meetings attended (No. of Meeting(s) held -3)
1.	Mr. Ashwani Dua	Chairman	3
2.	Mr. Anil Kumar Mittal	Member	3
3.	Mr. Anoop Kumar Gupta	Member	3
4.	Ms. Priyanka Mittal	Member	3

III. TERMS OF REFERENCE

The Terms of Reference of Corporate Social Responsibility Committee includes the Duties and Functions of the Corporate Social Responsibility Committee of KRBL Limited are as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee of KRBL Limited is responsible for the functions which should include the following:

- Formulate and Recommend to the Board, a Corporate Social responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.
- To Recommend the amount of expenditure to be incurred on the activities referred in policy.
- Monitor Corporate Social Responsibility Policy of the company time to time.
- Prepare transparent monitoring mechanism for ensuring implementation of the projects, programmes, activities proposed to be undertaken by the Company.

The Duties of the Corporate Social Responsibility Committee of KRBL Limited shall include the following:

- Consider and formulate the Company's value and strategy as regards to CSR.
- Develop and review the CSR policies relating to workplace quality, environmental protection, operating practices and community involvement;
- Identify CSR issues, and related risks and opportunities that are relevant to the Company's operations, and incorporate the issues or factors into the Company's existing risk management;
- Monitor and oversee the implementation of the Company's CSR policies and practices to ensure compliance with the applicable legal and regulatory requirements;
- Evaluate and enhance the Company's CSR performance and make recommendation to the Board for improvement;

- Review and endorse the Company's Annual CSR Report for the Board's approval for public disclosure.
- Contribute towards better society and a Cleaner Environment.
- Develop and review the CSR policies relating to workplace quality, Environmental Protection, Operating Practices and Community Involvement.
- Identify CSR issues, and related risks and opportunities that are relevant to the Company's operations, and Incorporate the issues or factors into the Company's existing Risk Management.
- Evaluate and enhance the Company's CSR performance and make recommendation to the Board for improvement.
- Prepare Transparent monitoring mechanism for ensuring implementation of the projects, programmes, activities proposed to be undertaken by the KRBL.
- Monitor Corporate Social Responsibility Policy of the KRBL time to time.

The company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013 which is available on the website of the Company at the web link <http://www.krblice.com/policy-guidelines/policy-corporate-social-responsibility.pdf>.

E. RISK MANAGEMENT COMMITTEE

Pursuant to Clause 49 (VI) of the Amended Listing Agreement as applicable w.e.f. October 2014, the company through its Board of Directors has constituted a Risk Management Committee on February 18, 2015.

The purpose of Risk Management Committee of the Board of Directors shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the Identification, Evaluation and Mitigation of Operational, Strategic and External Environment Risks.

I. COMPOSITION OF THE COMMITTEE

As on March 31, 2015, the Risk Management Committee of KRBL Limited comprises of following 4 (Four) Members out of which 3 (Three) are Executive Directors and 1 (one) is Chief Financial officer:

Name	Designation	Category
Mr. Arun Kumar Gupta	Chairman	Executive & Joint Managing Director
Mr. Anoop Kumar Gupta	Member	Executive & Joint Managing Director
Mr. Ashok Chand	Member	Executive & Whole Time Director
Mr. Rakesh Mehrotra	Member	Chief Financial Officer

II. MEETING AND ATTENDANCE

During the Financial Year 2014-15, 1 (one) Meeting of the Risk Management committee was held February 18, 2015. Attendance Records of Risk Management Committee members for the meeting as attended by them are as follows:

S. No.	Name	Position held	Meetings attended (No. of Meeting(s) held -1)
1.	Mr. Arun Kumar Gupta [^]	Chairman	-
2.	Mr. Anoop Kumar Gupta [^]	Member	1
3.	Mr. Ashok Chand	Member	1
4.	Mr. Rakesh Mehrotra	Member	1

Mr. Anoop Kumar Gupta was appointed as the Chairman of the meeting in absence of Mr. Arun Kumar Gupta, Chairman of the Committee.

III. TERMS OF REFERENCES

The role of the Risk Management Committee of KRBL Limited is to identify the risks impacting the Company's business and formulate and administer Policies/ Strategies aimed at Risk Minimization and risk mitigation as part of risk management.

The Risk Management Committee of KRBL Limited is responsible for the Duties and functions which should include the following:

- The Risk Management Committee shall annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- The Risk Management Committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- The Risk Management Committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner.
- The Risk Management Committee will coordinate its activities with the Audit Committee in instances where there is any

6. GENERAL BODY MEETINGS

A. GENERAL BODY MEETING HELD DURING LAST 3 YEARS

Year	Time, Day, Date and Location	Summary of Resolutions Passed in regard to Special Resolutions
21 st AGM – 2014	11.00 A.M. Tuesday September 9, 2014 FICCI K. K. Birla Auditorium, Tansen Marg, New Delhi-110001	<ul style="list-style-type: none"> - Re-appointment of Mr. Anil Kumar Mittal as Chairman & Managing Director of the Company and revision in remuneration - Re-appointment of Mr. Arun Kumar Gupta as Joint Managing Director of the Company and revision in remuneration - Re-appointment of Mr. Anoop Kumar Gupta as Joint Managing Director of the Company and revision in remuneration - Alteration of Articles of Association of the Company by inserting new Article 111A

overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).

- The Risk Management Committee may form and delegate authority to subcommittees when appropriate. The risk management committee shall make regular reports to the Board.
- The Risk Management Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Board shall review the performance of the risk management committee annually.
- The Risk Management Committee shall have access to any internal information necessary to fulfill its oversight role. The risk management committee shall also have authority to obtain advice and assistance from internal or External Legal, accounting or other advisors.

5. SUBSIDIARY COMPANIES – MONITORING FRAMEWORK

KRBL Limited does not have any material Non-Listed Indian subsidiary as defined under Clause 49 of the Listing Agreement, viz. an unlisted subsidiary Incorporated in India, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding Accounting Year.

The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company.

The Company has formulated a policy for determining its Material Subsidiaries and the same is available on the website of the Company at the web link http://www.krbllimited.com/policy-guidelines/policy_for_determining_material_subsidiaries.pdf.

Year	Time, Day, Date and Location	Summary of Resolutions Passed in regard to Special Resolutions
20 th AGM – 2013	11.00 A.M. Monday September 23, 2013 FICCI Auditorium, Tansen Marg, New Delhi-110001	- Re-appointment of Ms. Priyanka Mittal as Whole Time Director and revision in remuneration - Revision in remuneration of Mr. Arun Kumar Gupta, Joint Managing Director.
19 th AGM – 2012	10.30 A.M. Tuesday September 25, 2012 Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003	- Appointment of Mr. Kunal Gupta, as a Management Trainee U/s. 314 - Appointment of Mr. Akshay Gupta, as a Management Trainee U/s. 314 - Appointment of Mr. Ayush Gupta, as a Management Trainee U/s. 314

B. SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT

I. SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR 2014-15

During the Financial Year 2014-15, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Postal Ballot was conducted (Including E-voting) seeking approval of shareholders by way of special resolution.

The voting (Including E-voting) was available from August 12, 2014, 9.00 A.M. to September 11, 2014, 6.00 P.M. The cut-off date for the purpose of e-voting was August 8, 2014.

Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot process. The report of scrutinizer was submitted on September 12, 2014. Based on the Scrutinizer's Report, Shri Anil Kumar Mittal, Chairman and Managing Director, declared the result of the voting exercise on September 12, 2014, as follows:

Item No. 1: Authorization for Borrowing Money u/s 180 (1) (c) of the Companies Act, 2013:

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	91	73	164
Votes in Favour of the Resolution	2,75,91,048	15,61,51,785	18,37,42,833
Votes Against the Resolution	3,65,382	67,01,854	70,67,236
Number of Invalid votes Electronic / Ballot vote received	14	-	14
Number of Invalid votes	4,123	-	4,123
% of votes in Favour	-	-	96.29%

Item No.2: Providing Security u/s 180 (1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company:

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	91	73	164
Votes in Favour of the Resolution	2,75,90,998	15,61,51,795	18,37,42,793
Votes Against the Resolution	3,65,232	67,01,844	70,67,076
Number of Invalid votes Electronic / Ballot vote received	14	-	14
Number of Invalid votes	4,123	-	4,123
% of votes in Favour	-	-	96.29%

Item No.3: Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013:

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	91	73	164
Votes in Favour of the Resolution	2,75,90,998	15,57,60,183	18,33,51,181
Votes Against the Resolution	3,65,132	70,93,456	74,58,588
Number of Invalid votes Electronic / Ballot vote received	14	-	14
Number of Invalid votes	4,123	-	4,123
% of votes in Favour	-	-	96.09%

Item No.4: Transactions with Related Parties u/s 188 of the Companies Act, 2013:

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	90	57	147
Votes in Favour of the Resolution	65,898	4,75,11,841	4,75,77,739
Votes Against the Resolution	3,69,082	67,15,774	70,84,856
Number of Invalid votes Electronic / Ballot vote received	15	16	31
Number of Invalid votes	2,75,25,273	10,86,26,024	13,61,51,297
% of votes in Favour	-	-	87.04%

Item No.5: Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s):

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	91	73	164
Votes in Favour of the Resolution	2,75,87,848	15,61,38,288	18,37,26,136
Votes Against the Resolution	3,68,382	67,15,351	70,83,733
Number of Invalid votes Electronic / Ballot vote received	14	-	14
Number of Invalid votes	4,123	-	4,123
% of votes in Favour	-	-	96.28%

II. SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR 2015-16 AND BEFORE SIGNING OF THIS CORPORATE GOVERNANCE REPORT

During the Financial Year 2015-16 and before signing of this Corporate Governance Report, in pursuance of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Postal Ballot was conducted (Including E-voting) seeking approval of shareholders by way of special resolution.

The voting (including e-voting) was available from June 5, 2015 10.00 A.M. to July 4, 2015 5.30 P.M. The cutoff date for the purpose of e-voting was May 29, 2015.

Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot process. The report of scrutinizer was submitted on July 6, 2015. Based on the Scrutinizer's Report, Mr. Anil Kumar Mittal, Chairman and Managing Director, declared the result of the voting exercise on July 6, 2015, as follows:

Item No.1: Merger of Radha Raj Ispat Private Limited with KRBL Limited through a High Court approved Scheme of Amalgamation*

Particulars	Ballot Voting	E- voting	Total
Number of valid Ballot / Electronic vote received	146	69	215
Votes in Favour of the Resolution	60,526	5,32,25,108	5,32,85,634
Votes Against the Resolution	7,001	250	7,251
Number of Invalid votes Electronic / Ballot vote received	29	-	29
Number of Invalid votes	11,168	-	11,168
% of votes in Favour	-	-	99.98%

* The said resolution is pertaining to Financial Year 2015-16, however, as on the date of signing of this report resolution has already passed and result has already been declared.

Further Pursuant to the Order of Hon'ble High Court of Delhi dated July 13, 2015 which is proposed to be pronounced by the Hon'ble High Court of Delhi, the Company, vide Postal Ballot and E-Voting, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, is proposed to pass the Resolution for the purpose of approving the Scheme of Amalgamation of Radha Raj Ispat Private Limited with KRBL Limited.

Further none of the businesses which are proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

7. DISCLOSURES

A. MANAGEMENT DISCUSSION AND ANALYSIS

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms part of this report.

B. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

Related party transactions as required by the Accounting Standard AS-18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI) disclosed in Notes to the Annual Accounts. Members may refer to the notes to accounts for details of Related Party Transactions. However these are not having potential conflict with the interest of the Company at large.

The Company has formulated a Policy on Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The Policy has been disclosed on the website of the company at the web link <http://krblrice.com/policy-guidelines/policy-related-party.pdf>.

C. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

There were no cases of non-compliance with stock exchanges or SEBI regulations. Also no penalties or strictures were imposed by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the capital market during the last 3 (three) years.

D. VIGIL MECHANISM POLICY

The Company promoted ethical behavior in all its business activities and in line with the best international governance practices, KRBL has established a system through which Directors, employees, business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has a policy, under which all Directors, Employees, Business Associates have direct access to the Chairman of the Audit Committee. The Policy has been disclosed on the website of the company at the web link <http://krblrice.com/policy-guidelines/vigilmechanism-whistle-blower-policy.pdf>.

E. PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS

There is no pecuniary relationship or transactions with Non- Executive Directors.

F. DISCLOSURE REGARDING APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

Disclosure regarding Directors appointed/re-appointed is given under the head Directors. Further, the relevant details also forms part of the Notice of Annual General Meeting as annexed to this Report.

G. RISK MANAGEMENT

As required under Clause 49 of the Listing Agreement, the Company has a review procedure to apprise the Board of Directors

of the Company on the Key Risk Assessment areas and suggest Risk Mitigation Mechanism.

H. CORPORATE SOCIAL RESPONSIBILITY

The detailed Annual Report on Corporate Social Responsibility have also been disclosed as **Annexure-6** in the Directors' Report Section of the Annual Report.

I. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a formal policy for prevention of sexual harassment of its women employees.

J. CEO/ CFO CERTIFICATION

The CEO and CFO certification on the Financial Statements and the cash flow statement for the year is placed at the end of the Corporate Governance Report.

8. MEANS OF COMMUNICATION

FINANCIAL RESULTS AND ANNUAL REPORTS ETC.

The Quarterly Unaudited Financial Results and the Annual Audited Financial Results as approved and taken on record by the Board of Directors of the Company are published during the year under review in Leading National Newspapers, i.e. Economic Times, Business Standard and Nav Bharat Times, and are also sent immediately to all the Stock Exchanges within which the Shares of the Company are listed.

The Quarterly and Annual Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report, Cash Flow Statements, Corporate Governance Report, Report on Management Discussion and Analysis and Shareholding Pattern, etc. can also be retrieved by Investors from the website of the Company www.krblrice.com.

9. GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Day, Date & Time	Monday, September 28, 2015 at 11.00 A.M.
Venue	FICCI K.K. Birla Auditorium, 1 Tansen Marg, New Delhi-110001
Financial Calendar	The Financial year of the Company start from 1 st April of a year and ends on 31 st March of the following year.

10. CODE OF CONDUCT

The Company has adopted a Code of Business Conduct and Ethics for Board of Directors, Senior Management Personnel and Other Employees. The code of Business Conduct and Ethics for Board of Directors, Senior Management Personnel and Other Employees is available on the website at the web link <http://www.krblrice.com/>

policy-guidelines/code_of_business_conduct_ethics.pdf. Company has obtained affirmation for adherence to the Code. The declaration from the Chairman & Managing Director to the effect forms a part of this report.

Declaration as required under Clause 49 of the Listing Agreement

All Directors and Senior Management of the Company have affirmed compliance with the KRBL Code of Business Conduct and Ethics for the Financial Year ended March 31, 2015.

	Sd/- Anil Kumar Mittal Chairman & Managing Director DIN: 00030100
Noida, Uttar Pradesh July 30, 2015	

11. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to the Notification issued by SEBI on January 15, 2015 with regard to the applicability of SEBI (Prohibition of Insider Trading) Regulation, 2015 effective from May 15, 2015, and pursuant to the requirement of SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015, KRBL Limited has adopted the revised Code of Conduct to Regulate, Monitor and Report Trading by Insiders with effect from May 15, 2015. The said Code is available on the website of the Company at the web link http://www.krblice.com/policy-guidelines/code_of_conduct_insider_trading.pdf.

Further pursuant to Regulation (8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, KRBL Limited has also adopted a Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information in adherence to the principles set out in Schedule A to the said Regulations. The said Code is available on the website of the Company at the web link http://www.krblice.com/policy-guidelines/code_of_fair_disclosure.pdf.

FINANCIAL REPORTING

Financial Year	April 1 to March 31
For the Financial Year 2014-15 results were announced on:	
1 st Quarter ended June 30, 2014	August 5, 2014
2 nd Quarter and Half Year ended September 30, 2014	October 20, 2014
3 rd Quarter ended December 31, 2014	February 6, 2015
4 th Quarter and Year Ended March 31, 2015	May 28, 2015

For the Financial Year 2015-16, result are likely to be announced on (Tentative and subject to change):

1 st Quarter ended June 30, 2015	By Last Week of July, 2015
2 nd Quarter and Half Year ended September 30, 2015	By Last Week of October, 2015
3 rd Quarter ended December 31, 2015	By Last Week of January, 2016
4 th Quarter and Year Ended March 31, 2016	By Last Week of May, 2016

13. DATE OF BOOK CLOSURE

The dates of Book Closure shall be from Thursday, September 17, 2015 to Monday, September 28, 2015 (both days inclusive).

14. DIVIDEND PAYMENT DATE

The Board of Directors has recommended a Final Dividend @ 170% i.e. ₹ 1.70 per equity share for the Financial year 2014-15. The Dividend, if approved by Shareholders at the ensuing AGM shall be paid to the Shareholders, whose names appearing in the Register of Members as on Thursday, September 17, 2015. In respect of shares held in electronic form, the Dividend will be payable to the beneficial owners of the Shares as on the closing of business hours on Wednesday, September 16, 2015 as per details furnished by the Depositories for this purpose. The Dividend declared shall be paid after Monday, September 28, 2015.

15. REGISTRAR AND SHARE TRANSFER AGENT

The Company has appointed M/s. Alankit Assignments Limited, having its office at Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110 055 as its Registrar and Transfer Agent (RTA) for electronic mode of Transfer of Share of both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as well as physical transfer of shares.

The Company's shares are traded in the Stock Exchanges compulsorily in demat mode. Physical shares sent for transfer are duly transferred within 15 days of receipt of the documents, if they are complete in all respects. Shares under objection are returned within 7 working days. Share transfers in physical form can be lodged with Alankit Assignments Limited, Registrar & Transfer Agents (RTA) at the above mentioned address. The Stakeholders Relationship Committee reviews the Share transfers approved by the RTA, Company Secretary or Manager-Corporate Affairs, who have been delegated with requisite authority. All requests for Dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DP) regarding change of address, change of bank mandates and nomination.

16. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's shares are required to be traded compulsorily in the Dematerialized form and are available for trading under both the depository systems in India – NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's Equity Shares under the depository system is INE001B01026. The Annual Custodial Fees for the Financial Year 2015-16 has been paid to both the depositories.

During the year under review 4,100 shares of the company covered in 7 requests were converted into Dematerialized form and 1 (one) shares of the company covered in 1 (one) request were converted into physical form. As on March 31, 2015, 23,49,74,945 shares of the company constituting 99.82% of the Paid -up share capital are in Dematerialized form.

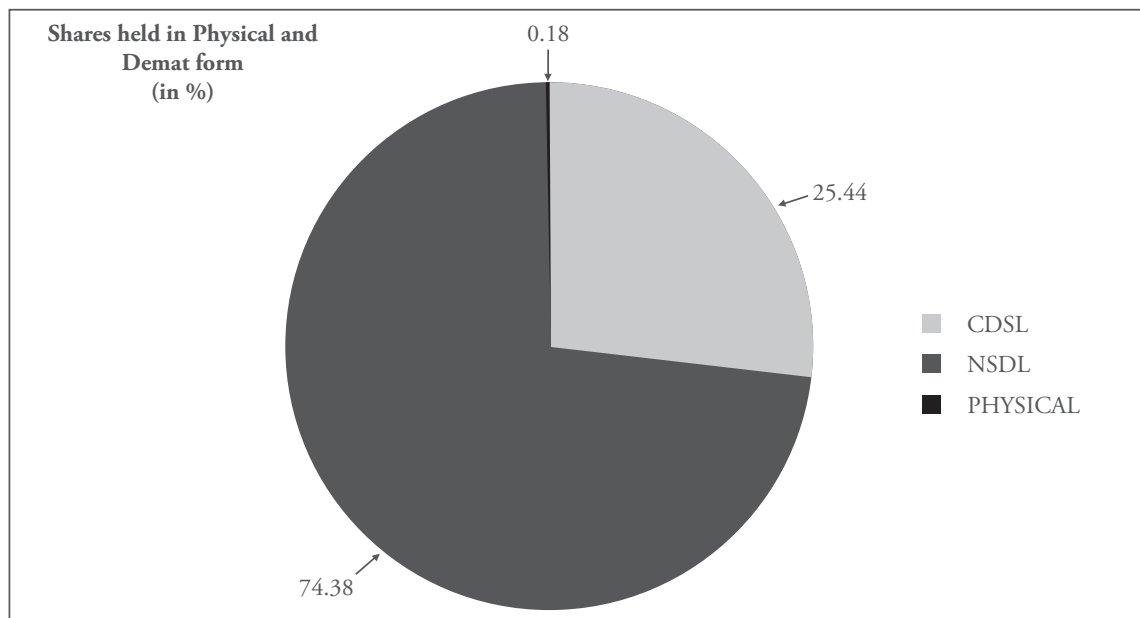
For guidance on depository services, shareholders may write to the Company or to the respective depositories:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
Trade World, 4 th Floor Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013 Telephone: (022) 24994200 Facsimile: (022) 24972933 E-mail: investor@nsdl.co.in Website: www.nsdl.co.in	Phiroze Jeejeebhoy Towers 28 th Floor, Dalal Street Mumbai – 400 023 Telephone: (022) 22723333 Facsimile: (022) 22723199 E-mail: info@cdslindia.com Website: www.cdslindia.com

17. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015

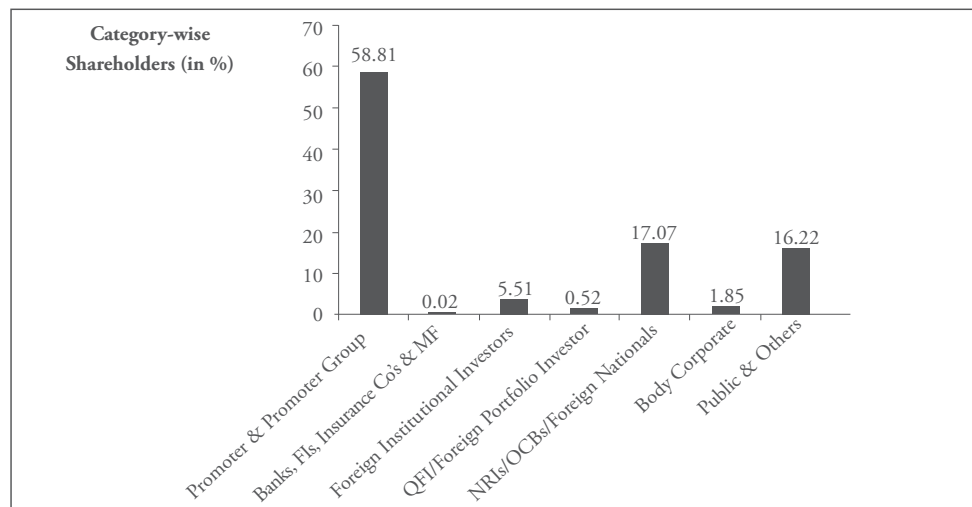
No. of Shares held (₹ 1 paid up)	Folios		Shares of ₹ 1 Paid up	
	Numbers	%	Numbers	%
1 – 50	5,040	28.72	1,14,433	0.05
51 – 100	3,029	17.27	2,83,090	0.12
101 – 500	5,115	29.15	15,12,921	0.64
501 – 1000	1,840	10.49	16,08,502	0.68
1001 – 5000	1,703	9.71	42,97,623	1.83
5001 – 10000	329	1.88	25,40,315	1.08
10001 – 50000	338	1.93	71,58,435	3.04
50001 – 100000	64	0.36	44,40,439	1.89
100000 & Above	86	0.49	21,34,34,134	90.67
Total	17,544	100.00	23,53,89,892	100.00

18. SHARES HELD IN PHYSICAL AND DEMATERIALIZED FORM AS ON MARCH 31, 2015 (IN %)



19. CATEGORY OF SHAREHOLDING AS ON MARCH 31, 2015

Category	No. of Shares held	%
Promoter & Promoter Group	13,84,39,916	58.81
Banks, FIs, Insurance Company's & Mutual Fund	56,511	0.02
FII's	1,29,61,393	5.51
Qualified Foreign Investor/Foreign Portfolio Investor	12,31,674	0.52
NRI's/OCB's/Foreign Nationals	4,01,68,640	17.07
Body Corporate	43,43,589	1.85
Public and Others	3,81,88,169	16.22
Total	23,53,89,892	100.00

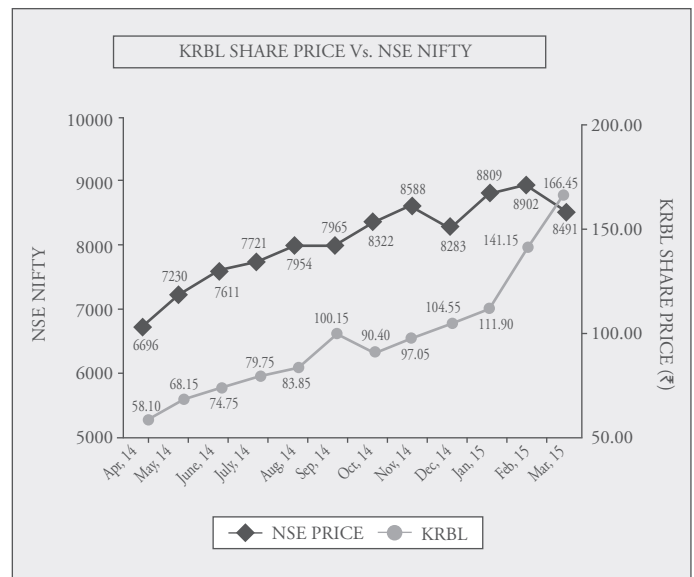
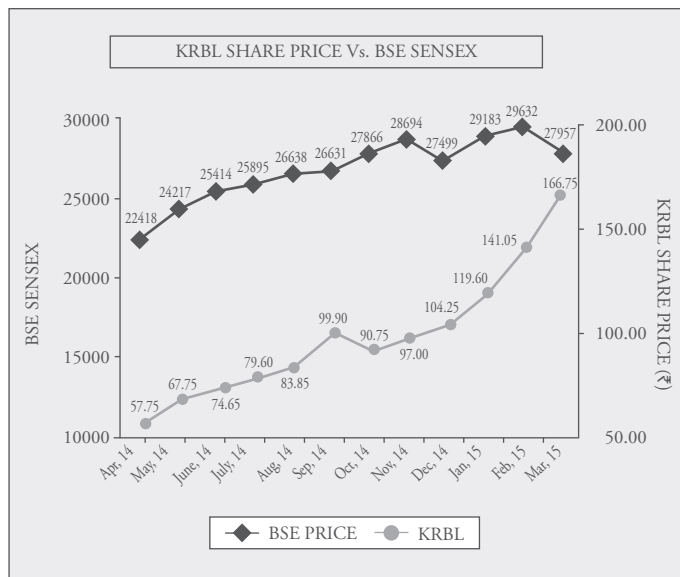

20. TOP TEN SHAREHOLDERS (OTHER THAN PROMOTERS) AS ON MARCH 31, 2015

S. No.	Name	No. of Shares
1.	Reliance Commodities DMCC	2,29,00,000
2.	Anil Kumar Goel	75,10,000
3.	Abdulla Ali Obeid Balsharaf	75,00,000
4.	Omar Ali Obeid Balsharaf	75,00,000
5.	Som Nath Aggarwal	37,29,256
6.	Quant Foreign Value Small Cap Fund	31,54,200
7.	Manulife Global Fund Asian Small Cap Equity Fund	27,84,948
8.	Seema Goel	21,00,000
9.	Wisdomtree Trust A/c. Wisdomtree India Investment Portfolio Inc.	13,56,478
10.	Seema Ahuja	11,46,414

21. MARKET PRICE DATA

Monthly High and Low quotes and volume of shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE):

Month	BSE Limited				National Stock Exchange of India Limited			
	High (₹)	Low (₹)	No. of Shares Traded	Turnover (₹ in Lacs)	High (₹)	Low (₹)	No. of Shares Traded	Turnover (₹ in Lacs)
April, 2014	63.85	48.60	27,62,513	1,570.49	63.80	48.55	1,05,05,464	6,017.25
May, 2014	71.20	58.25	35,29,220	2,273.16	71.25	57.75	1,19,62,478	7,676.28
June, 2014	83.85	67.00	42,74,941	3,236.58	84.15	66.25	79,19,743	5,932.21
July, 2014	81.00	70.75	13,01,585	995.91	80.80	70.75	39,15,101	2,991.66
August, 2014	96.00	77.60	31,19,788	2,770.27	95.85	77.10	1,32,37,985	11,752.24
September, 2014	107.45	80.00	23,19,902	2,241.80	107.40	80.00	1,13,55,381	11,038.88
October, 2014	105.65	90.50	6,58,007	655.68	105.10	90.10	30,56,069	3,016.40
November, 2014	105.60	88.70	8,73,444	859.04	105.50	89.05	44,63,243	4,367.34
December, 2014	107.00	89.05	7,48,882	727.91	107.00	89.05	42,40,696	4,099.42
January, 2015	128.00	99.00	15,00,684	1,716.66	127.80	104.00	65,54,470	7,489.60
February, 2015	145.10	120.00	9,50,261	1,268.63	145.00	120.00	53,56,373	7,174.95
March, 2015	169.75	132.50	11,57,405	1,695.48	169.95	133.25	46,92,266	7,005.80



22. OUTSTANDING ADRS/GDRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS AND LIKELY IMPACT ON EQUITY

The Company had allotted 34,28,594 nos. of underlying equity shares of ₹ 10/- each at a premium of ₹ 145.08 aggregating to ₹ 5,316.94 Lacs pursuant to the offer of 17,14,297 Global Depository Receipts (GDRs) made by the Company on February 24, 2006 to Foreign Investors, in accordance with the provisions of Section 81 and 81(1A) of the Companies Act, 1956 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, on preferential basis.

The Company's Global Depository Receipts (GDRs) were listed on the Luxembourg Stock Exchange (Code: US4826571030), at de la Bourse de Luxembourg, 11, av de la Porter – Neuve, L-2227 Luxembourg. As all GDRs were converted into Equity Shares, so Company delist its GDRs from Luxembourg Stock Exchange w.e.f. July 7, 2010. However, listing of the underlying equity shares are continued on the BSE Limited and National Stock Exchange of India Limited.

23. SHARE TRANSFER SYSTEM

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed

to Registrar and Transfer Agent. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement, and files a copy of the same with the Stock Exchanges.

24. RECONCILIATION OF SHARE CAPITAL AUDIT

Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the Reconciliation of Total Issued and Listed Capital with that of total share capital admitted / held in Dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company's shares are listed and is also placed before the Stakeholders Relationship Committee of the Board.

25. LISTING ON STOCK EXCHANGES AND STOCK CODE

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai – 400 001 Website: www.bseindia.com Stock Code: 530813	C-1, Block G, Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400 051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.

26. UNPAID DIVIDEND

Pursuant to the provisions of Section 124 read with Section 125 of the Companies Act, 2013, previously Section 205C of the Companies Act, 1956, the Company is required to transfer the Dividend unpaid for a period of 7 (seven) years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly, the unclaimed Final Dividend for the year 2006-07 has been transferred and necessary Statement in Form-1 INV pursuant to Rule 3 of the Investor Education and Protection Fund (Awareness and Protection of Investors) Rule, 2001 has been filed.

Time frame of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Date of Declaration of Dividend	Dividend for the year	Due date of transfer to IEPF
29/09/2008	2007-08	05/11/2015
29/09/2009	2008-09	05/11/2016
28/01/2010	2009-10 (Interim)	06/03/2017
21/09/2010	2009-10 (Final)	28/10/2017
27/09/2011	2010-11	03/11/2018
25/09/2012	2011-12	01/11/2019
23/09/2013	2012-13	30/10/2020
09/09/2014	2013-14	16/10/2021

Attention is drawn that the Unclaimed Final Dividend for the Financial Year 2007-08 will be due for transfer to IEPF later this year. Communication has been sent by the Company to the concerned shareholders advising them to lodge their claim with respect to unclaimed Dividend. Once unclaimed Dividend is transferred to IEPF, no claims will lie in respect thereof.

27. COMPLIANCE OFFICER

Raman Sapra
Company Secretary
5190, Lahori Gate, Delhi-110 006
Phone: (011) 23968328
E-mail: investor@krblindia.com

28. PLANT LOCATION

- 9th Milestone, Post-Dujana, Bulandshahr Road, Dist. Gautambudh Nagar, Uttar Pradesh-203 207.
- 29/15-29/16, Village Jindpur, G. T. Karnal Road, Alipur, Delhi-110 036.
- Plot No. 258-260, Extended Lal Dora, Alipur, Delhi-110 036.
- Village Bhasaur, Tehsil Dhuri, Distt. Sangrur, Punjab-148 024.

REGISTERED OFFICE & ADDRESS FOR CORRESPONDENCE

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

REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Limited,
Alankit Heights, 13E/1
Jhandewalan Extension
New Delhi-110 055
Phone: (011) 42541955, 59
Fax: (011) 23552001
E-mail: ramap@alankit.com
Website: www.alankit.com

for and on behalf of the Board of Directors

Sd/-

Anil Kumar Mittal

Chairman & Managing Director

DIN-00030100

Place: Noida, Uttar Pradesh

Date: July 30, 2015



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
M/s KRBL LIMITED
5190, Lahori Gate,
Delhi -110006

We have reviewed the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchange(s) of India for the Financial Year ended on March 31, 2015.

The compliance of condition of Corporate Governance is the responsibility of the management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for examination and the information and explanations given to us by the Company.

Based on such review, and to the best of our information and according to the explanations given to us, in our opinion, the Company has complied, with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges of India.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **DMK ASSOCIATES**
Company Secretaries

Place: New Delhi
Date: July 30, 2015

Sd/-
Deepak Kukreja
C.P. No. 8265

CEO'S AND CFO CERTIFICATION

We, Anil Kumar Mittal, Chairman & Managing Director and Rakesh Mehrotra, Chief Financial Officer, responsible for the finance function certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement for the year ended March 31, 2015 and that to the best of our knowledge and information:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for Financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or proposes to take to rectify these deficiencies.
4. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:
 - i) All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
 - ii) Significant change in Internal Control over Financial reporting during the year.
 - iii) Significant change in Accounting Policies during the year requiring disclosure in the notes to the Financial Statements; and
 - iv) We are aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control systems over Financial reporting.

Place: Noida, Uttar Pradesh

Date : July 30, 2015

Sd/-

Anil Kumar Mittal

Chairman & Managing Director

Sd/-

Rakesh Mehrotra

Chief Financial Officer



CONSOLIDATED

FINANCIAL

STATEMENTS



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INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of KRBL Limited, New Delhi

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of KRBL Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The respective Board of Directors of the companies included in the Group are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
- (ii) In the case of the consolidated Statement of Profit & Loss, of the profit for the year ended on that date; and
- (iii) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

OTHER MATTER

We did not audit the financial statements / financial information of the Subsidiary Companies, whose financial statements / financial information reflect total assets (net) of ₹ 72.52 Crores (P.Y. ₹ 32.55 Crores) as at March 31, 2015, total revenue of ₹ 88.38 Crores (P.Y. ₹ 123.06 Crores) and net cash flows amounting to ₹ 15.05 Crores (P.Y. ₹ 1.90 Crores) for the year then ended. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the said Group companies is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) There were no pending litigations which would impact the consolidated financial position of the Group.
 - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

for **Vinod Kumar Bindal & Co.**
Chartered Accountants
(Firm Registration No. 003820N)

Shiv Sushil Bhawan,
D-219, Vivek Vihar, Phase-1,
New Delhi-110 095
Dated: May 28, 2015

Sd/-
Vinod Kumar Bindal
Proprietor
(Membership No. 80668)

"ANNEXURE" CONTAINING REPORT ON MATTERS REQUIRED BY CARO, 2015

(Referred to in paragraph 'I' under 'Report on other Legal and Regulatory Requirement' section of our report of even date)

Re: KRBL Limited to whom the provisions of the Order apply (hereinafter referred to as "the Holding Company")

1. (a) "The Holding Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
2. (a) Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Holding Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Holding Company has neither granted nor taken any loans, secured or unsecured / from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures

commensurate with the size of the Holding company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no other major weakness has been noticed in the internal controls.

5. The Holding Company has not accepted any deposits from the public.
6. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Holding company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, a detailed examination of cost records

(c) According to the records of the Holding company, there are no material dues of income-tax, weath-tax, sales tax, value added tax, service tax, customs duty, excise duty, cess which have not been deposited on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Holding Company on account of disputes:

Name of the statute	Nature of dues	Amount (in ₹ Lacs)	Period to which the amount relates	Forum where dispute is pending
Income-tax	Income-tax	5.86	AY 2012-13	CIT (A), XXX, New Delhi
Punjab VAT	Purchase-tax on paddy purchased in the course of exports	679.11	AY 2009-10	VAT Tribunal

- (d) The amounts required to be transferred to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder have generally been transferred to such fund by the Holding Company within time.
8. The accumulated losses of the Holding company are not more than fifty per cent of its net worth. The Holding company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Holding company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
10. The Holding company has not given any guarantee for loans taken by others from bank or financial institutions.

has not been made by us with a view to determine whether they are accurate or complete.

7. (a) According to the records of the Holding company, the Holding company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth-tax, sales-tax, value added tax, service tax, customs duty, excise duty, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, weath-tax, sales-tax, value added tax, service tax, customs duty and excise duty, cess were outstanding, as at March 31, 2015 for a period of more than six months from the date they became payable.

11. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Holding Company during the year for the purpose for which they were raised.
12. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Holding company has been noticed or reported during the year.

for **Vinod Kumar Bindal & Co.**
Chartered Accountants
(Firm Registration No. 003820N)

Shiv Sushil Bhawan,
D-219, Vivek Vihar, Phase-1,
New Delhi-110 095
Dated: May 28, 2015

Sd/-
Vinod Kumar Bindal
Proprietor
(Membership No. 80668)

CONSOLIDATED BALANCE SHEET as at March 31, 2015

(₹ in Lacs except as stated)

S. No	Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I.	EQUITY & LIABILITIES			
	Shareholder's Funds			
	Share Capital	3	2,353.90	2,358.19
	Reserves and Surplus	4	1,30,123.25	1,02,039.09
	Total Shareholder's Funds (A)		1,32,477.15	1,04,397.28
	Minority Reserve (B)		88.25	88.30
	Non Current Liabilities			
	Long-Term Borrowings	5	23,628.88	20,831.73
	Deferred Tax Liabilities (Net)	6	1,266.63	1,587.46
	Long-Term Provisions	7	248.35	148.65
	Total Non Current Liabilities (C)		25,143.86	22,567.84
	Current Liabilities			
	Short-Term Borrowings	8	1,04,516.87	1,11,117.01
	Trade Payables	9	15,506.56	14,958.43
	Other Current Liabilities	10	24,306.25	14,790.34
	Short-Term Provisions	11	4,567.01	3,552.41
	Total Current Liabilities (D)		1,48,896.69	1,44,418.19
	Total (A+B+C+D)		3,06,605.95	2,71,471.61
II.	ASSETS			
	Non-Current Assets			
	Fixed Assets			
	Tangible Assets	12	63,797.42	56,132.36
	Intangible Assets	12	160.03	129.43
	Capital Work-in-Progress		11,373.52	1,440.22
	Long-Term Loans and Advances	13	2,443.14	4,471.78
	Other Non-Current Assets	14	134.16	138.82
	Total Non-Current Assets (A)		77,908.27	62,312.61
	Current Assets			
	Current Investments	15	659.25	630.34
	Inventories	16	1,85,967.14	1,69,001.95
	Trade Receivables	17	33,998.34	28,725.70
	Cash & Bank Balances	18	2,433.80	6,618.69
	Short-Term Loans and Advances	19	4,881.13	3,455.10
	Other Current Assets	20	758.02	727.22
	Total Current Assets (B)		2,28,697.68	2,09,159.00
	Total (A+B)		3,06,605.95	2,71,471.61
	Significant Accounting Policies	2		
	The Accompanying Notes form an integral part of the Financial Statements	29		

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-
Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta
Joint Managing
Director
DIN-00030160

Sd/-
Raman Sapra
Company Secretary
M. No. 29044

Sd/-

Anil Kumar Mittal
Chairman &
Managing Director
DIN-00030100

Sd/-
Rakesh Mehrotra
Chief Financial Officer
M. No. 84366

Place: New Delhi
Date: May 28, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2015

(₹ in Lacs except as stated)

Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
INCOME			
Revenue from Operations	21	3,15,968.54	2,91,046.35
Other Income	22	4,361.61	1,454.30
TOTAL INCOME		3,20,330.15	2,92,500.65
EXPENDITURE			
Cost of Materials Consumed	23	2,44,674.17	2,09,694.07
Purchases of Stock in Trade	24	5,752.98	9,566.74
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	25	(10,318.93)	6,956.63
Employee Benefits Expenses	26	5,434.03	4,564.95
Finance Costs	27	8,088.52	7,602.05
Depreciation & Amortization Expenses		5,269.35	5,765.94
Other Expenses	28	21,601.50	16,209.48
TOTAL EXPENDITURE		2,80,501.62	2,60,359.86
PROFIT BEFORE TAXATION & EXCEPTIONAL ITEMS		39,828.53	32,140.79
Exceptional Items-Foreign Exchange Fluctuation (Gain)/Loss		418.99	(502.10)
PROFIT BEFORE TAXATION		39,409.54	32,642.89
Tax Expense:			
Current Year		7,465.34	7,096.17
Earlier Year		0.21	44.50
Deferred Tax		(228.36)	(9.03)
PROFIT/ (LOSS) FOR THE YEAR AFTER TAX		32,172.35	25,511.25
EARNING PER EQUITY SHARE (Face Value of ₹ 1 each)			
1) Basic (₹)		13.67	10.84
2) Diluted (₹)		13.67	10.84
Significant Accounting Policies	2		
The Accompanying Notes form an integral part of the Financial Statements	29		

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal
Proprietor

Firm Regn. No. 003820N, M. No. 80668

Place: New Delhi
Date: May 28, 2015

Sd/-

Anoop Kumar Gupta
Joint Managing
Director
DIN-00030160

Sd/-

Raman Sapra
Company Secretary
M. No. 29044

Sd/-

Anil Kumar Mittal
Chairman &
Managing Director
DIN-00030100

Sd/-

Rakesh Mehrotra
Chief Financial Officer
M. No. 84366

CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2015

(₹ in Lacs)

S. No	Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Tax from Continuing Operations	39,409.54	32,642.89
	Adjustment for:		
	Depreciation & Amortization Expenses	5,269.35	5,765.93
	Loss/(Profit) on Sale of Fixed Assets	7.38	0.74
	Effect of Exchange Rate Difference	418.99	(502.10)
	Profit on Sale of Investment	(5.98)	(30.46)
	Interest Expense	8,088.52	7,602.05
	Interest Receipt	(440.75)	(1,271.44)
	Loss/(Profit) on Revaluation of Current Investment	(22.93)	(1.80)
	Foreign Currency Translation Reserve	88.74	278.62
	Dividend on Investment	(25.44)	(34.76)
	Operating Profit Before Working Capital Changes	52,787.42	44,449.67
	Adjustments for Working Capital Changes		
	Increase/(Decrease) in Long-Term Provisions	99.70	31.90
	Increase/(Decrease) in Trade Payable	548.13	6,964.02
	Increase/(Decrease) in Other Current Liabilities	9,515.91	(7,476.68)
	Increase/(Decrease) in Short-Term Provisions	76.58	2.56
	Decrease/(Increase) in Inventories	(16,965.18)	(42,972.85)
	Decrease/(Increase) in Trade Receivables	(5,272.64)	(9,254.05)
	Decrease/(Increase) in Long-Term Loans and Advances	2,028.63	(1,582.28)
	Decrease/(Increase) in Other Current Assets	(30.80)	(302.22)
	Decrease/(Increase) in Short-Term Loans and Advances	(1,426.02)	880.81
	Decrease/(Increase) in Other Non Current Assets	4.65	(16.99)
	Cash Generated From Operations	41,366.38	(9,276.12)
	Tax Paid (Net)	(7,712.85)	(6,932.20)
	NET CASH FLOW FROM OPERATING ACTIVITIES (TOTAL-A)	33,653.53	(16,208.32)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets & WIP	(23,205.07)	(17,716.26)
	Sale of Fixed Assets	27.26	27.17
	Profit on sale of Investment	5.98	30.46
	Minority Reserve	-	0.09
	Dividend on Investments	25.44	34.76
	NET CASH GENERATED / (-) USED IN INVESTING ACTIVITIES (TOTAL-B)	(23,146.39)	(17,623.78)

CONSOLIDATED CASH FLOW STATEMENT

for the year ended March 31, 2015

(₹ in Lacs)

S. No	Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Buy-back of Equity Shares	-	(1,535.59)
	Increase / (Decrease) in Long-Term Borrowings	2,797.15	13,087.01
	Increase / (Decrease) in Short-Term Borrowings	(6,600.14)	35,304.69
	Effect of Exchange Rate Difference	(418.99)	502.10
	Interest Expense	(8,088.52)	(7,602.05)
	Interest Income	440.75	1,271.44
	Dividend Paid	(2,816.99)	(1,895.85)
	Taxes on Dividend Paid	-	-
	Wealth Tax	(5.29)	(5.45)
	NET CASH FLOW FROM FINANCING ACTIVITIES (TOTAL-C)	(14,692.03)	39,126.30
	NET CHANGES IN CASH AND BANK BALANCES (TOTAL-A+B+C)	(4,184.89)	5,294.20
	Cash & Bank Balance-Opening Balance	6,618.69	1,324.49
	Cash & Bank Balance-Closing Balance	2,433.80	6,618.69
	Cash & Bank Balance		
	Cash in hand	231.30	75.13
	Balance with Scheduled Bank	2,202.50	6,543.56
		2,433.80	6,618.69

Notes:

- Statement has been prepared under the Indirect Method as set out in the Accounting Standard AS-3 on Cash flow Statement.
- Figures in Brackets represent outflows.
- Previous year figures have been recast / rearranged wherever considered necessary.

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing

Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &

Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. COMPANY INFORMATION

- KRBL Limited (the Company) is a Domestic Public Limited company and listed on the Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The Company is World's leading Basmati Rice player with milling capacity of 195 MT per hour. The company has fully integrated operations with involvement in every aspect of Basmati value chain, right from seed development, contract farming, procurement of paddy, storage, processing, packaging, branding and marketing. Among the many brands launched by the company "India Gate" is the flagship brand both in Domestic and International Markets.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Principles of Consolidation

- The Consolidated financial statements relates to KRBL Limited ('the Company'), its subsidiary Companies ('the Group Companies'). The consolidated financial statements have been prepared on the following basis:
 - The financial statements of the parent and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, revenues and expenses after eliminating intra-Group balances / transactions and resulting profits in full.
 - The results and financial position of all the Group Companies are translated into the reporting currency as follows:
 - (i) Current Assets and Liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
 - (ii) Income and expenses for each income statement are translated at average exchange rates (unless average rate is not reasonable at the rates prevailing on the transaction dates, in such case income and expenses are translated at the rate on the dates of the transactions);and
 - (iii) All resulting exchange differences are accumulated in foreign currency translation reserve until the disposal of net investment.
- Minority interest's share in net assets of 'the Group' is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

2.2 Accounting Convention

- The Financial Statements are prepared on the historical cost convention on going concern basis and in accordance with the applicable accounting standards notified under

relevant provisions of the Companies Act, 2013 and other Accounting principles generally accepted in India, to the extent applicable.

2.3 Use of Estimates

- The preparation of Financial Statements requires management to make certain assumptions and estimates that affect the reported amount the Financial Statements and Notes thereto. Difference between actual results and estimates are recognized in the period in which they materialize.

2.4 Fixed Assets including intangible Assets

- Fixed Assets are stated at cost of acquisition / installation inclusive of freight, duties, taxes and all incidental expenses and net of accumulated depreciation. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs. All up gradation / enhancements are generally charged off as revenue expenditure unless they bring similar significant additional benefits.
- Intangible assets are stated at their cost of acquisition.
- Freehold Land is stated at original cost of acquisition.
- Capital work-in-progress is stated at amount spent up to the date of Balance Sheet.

2.5 Depreciation and Amortization

- Depreciation on fixed assets has been provided on straight line method, in terms of useful life of the Assets as prescribed in Schedule II of Companies Act, 2013.
- Computer software charges, patent, trademark & design and Goodwill are recognized as intangible assets and amortized on straight line method over a period of 10 years except one software which is depreciated in 6 years on straight line method based on upon life of servers where it is installed.
- Leasehold land is amortized on straight line method over the lease period.

2.6 Investments

- Investments that are readily realizable and are intended to be held for not more than one year at the point of acquisition are classified as "Current Investments". All other Investments are classified as "Non-Current Investments". Current investments are stated at lower of cost and fair value. Non-current investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of non-current investments.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.7 Inventories

- Items of inventories are measured at lower of cost or net realizable value. Raw material on shop floor and work-in process is taken as part of raw material and valued accordingly.
- The cost is calculated on weighted average cost method and it comprises expenditure incurred in normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity. Obsolete, slow moving & defective inventories are identified at the time of physical verification and wherever necessary a provision is made.
- By-products are valued at net realizable value and are deducted from the cost of main product.
- Inventory of Finished Excisable products are valued inclusive of Excise Duty.

2.8 Revenue Recognition and Accounting for Sales & Services

- Export sales are accounted for on the basis of date of bill of lading and adjusted for exchange fluctuations on exports realized during the year and the trade receivable in foreign exchange which are restated at the year end. Domestic sales are recognized on the dispatch of goods to the customers and are net of discounts, Sales Tax, Excise Duty, Returns. Gross sales includes Excise Duty and then reduced thereafter to compute net sales in conformity with AS-14 on disclosure of the revenue from sale transaction. Sale of energy is accounted for on basis of energy supply. Sale of Certified Emission Reduction (CER) is recognized as income on delivery of CERs to the customer. Sale of Renewable Energy Certificate (REC) is recognized as income on sale of REC on the IEX/PXIL. Dividend income is recognised when the right to receive Dividend is established. Revenue and Expenditure are accounted for on going concern basis. Interest Income / Expenditure is recognized using the time proportion method based on the rates implicit in the transaction.
- Revenue in respect of Insurance / others claims, Interest, Commission, etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

2.9 Proposed Dividend

- Dividend (including Dividend Tax thereon, if any) are provided for in the books of account as proposed by the Directors pending for approval at the ensuing Annual General Meeting.

2.10 Research and Development

- Revenue expenditure on Research & Development is written off in the year in which it is incurred. Capital

Expenditure on Research & Development is included under Fixed Assets.

2.11 Treatment of Employee Benefits

- Contributions to defined provident fund are charged to the profit and loss account on accrual basis. Present liability for future payment of gratuity and unavailed leave benefits are determined on the basis of actuarial valuation at the balance sheet date and charged to the profit and loss account. Gratuity fund is managed by the Kotak Life Insurance.

2.12 Foreign Currency Transactions

- The transactions in foreign currencies are recognized at rate of overseas currencies ruling on the date of transaction. Gain/(loss) arising on account of rise or fall in overseas currencies vis a vis reporting currencies between the date of transaction and that of payment is charged to statement of Profit& loss account.
- Year-end balance of foreign currency monetary items is translated at the year-end rates and the corresponding effect is given in the respective accounts. Transactions completed during the year are adjusted on actual basis.
- Exchange difference on forward contract is also recognized in Profit & Loss Account on change of Exchange rate at the reporting date.
- Transactions covered by cross currency swap contracts to be settled on future dates are recognised at the year-end rates of the underlying foreign currency. Effects arising from swap contracts are adjusted on the date of settlement.
- In respect of Non integral foreign operation-both monetary and non-monetary items are translated at the closing rate and resultant difference is accumulated in foreign currency translation reserve, until the disposal of net investment.
- Non monetary foreign currency item are carried at cost.

2.13 Government Grant

- Government grant is considered for inclusion in accounts only when conditions attached to them are complied with and it is reasonably certain that ultimate collection will be made. Grant received from government towards fixed assets acquired/constructed by the Company is deducted out of gross value of the asset acquired/ constructed and depreciation is charged accordingly.

2.14 Borrowing Costs

- Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of such assets till such time as the assets are ready for their intended use or sale. All other borrowing

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

costs are recognised as expense in the period in which they are incurred.

2.15 Taxes on Income

- The liability of Company on Account of Income Tax is estimated considering the provisions of Income tax Act 1961.

Deferred tax is recognised subject to the consideration of prudence on timing differences being the difference between book and tax profits that originate in one year and capable of reversal in one or more subsequent years.

2.16 Leases

- In respect of Operating leases, rentals are expensed with reference to lease terms and other considerations.

2.17 Provisions, Contingent Liability and Contingent Assets

- The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent Assets neither recognised nor disclosed in the Financial Statement.

2.18 Segment Reporting

- Segments are identified based on dominant source and nature of risks and returns and internal financial reporting system to the management. Inter segment revenue are accounted for on the basis of transactions which are primarily market led. Revenue and expenses which relate to enterprises as a whole and are not attributable to segments are included under "Other Unallocable Expenditure Net of Unallocable Income".

2.19 Financial and Management Information System

- An Integrated Accounting System has been put to practice which unifies both Financial Books and Costing Records. The books of account and other records have been designated to facilitate compliance with the relevant provisions of the Companies Act on one hand and provides Internal Financial Reporting System for Planning, Review and Internal Control on the other. The Cost Accounts are designed to adopt Costing Systems appropriate to the business carried out by the Division, with each Division incorporating into its costing system, the basic tenets and principles of Standard Costing, Budgetary Control and Marginal Costing as appropriate.

2.20 Impairment of Assets

- The Company assesses at each Balance Sheet date whether there is any indication that an assets may be impaired. If any such Indication exists; the Company estimates the recoverable amount of assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the assets belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit & Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at recoverable amount.

2.21 Mergers/Amalgamation

- Mergers/Amalgamations (of the nature of Merger) of other company/body Corporate with the company are accounted for on the basis of purchase method, the Assets/Liabilities being incorporated in terms of values of assets and Liabilities appearing in the books of transferor entity on the date of such merger/amalgamation for the purpose of arriving at the figure of Good will or capital reserve.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3. SHARE CAPITAL

The Authorised, Issued, Subscribed and Paid-up Share Capital comprises of Equity Shares having par value of ₹ 1 each as follows:

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Authorised Shares		
30,00,00,000 (P.Y. 30,00,00,000) Ordinary Equity Shares of ₹ 1 each	3,000.00	3,000.00
Total Authorised Share Capital	3,000.00	3,000.00
Issued & Subscribed Shares		
23,62,44,892 (P.Y. 23,62,44,892) Ordinary Equity Shares of ₹ 1 each	2,362.45	2,362.45
Total Issued & Subscribed Share Capital	2,362.45	2,362.45
Paid up Shares		
23,53,89,892 (P.Y. 23,53,89,892) Ordinary Equity Shares of ₹ 1 each, Fully Paid up	2,353.90	2,358.19
Total Paid up Share Capital (Refer to Note No. 29.03)	2,353.90	2,358.19

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Ordinary Equity Shares outstanding at the beginning of the year	23,53,89,892	2,353.90	24,19,46,288	2,419.46
Ordinary Equity Shares issued during the year	-	-	-	-
Ordinary Equity Shares bought back during the year	-	-	65,56,396	65.56
Ordinary Equity Shares outstanding at the end of the year	23,53,89,892	2,353.90	23,53,89,892	2,353.90

b) Terms/ rights attached to ordinary Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 1 per share. Each holder of Equity Shares is entitled to be vote per share. The Company declares and pays dividend in Indian rupees. The Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2015, the amount of per share dividend recognized as distributions to equity shareholders is ₹ 1.70 per share (P.Y.: ₹ 1.20 per share).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the Company

S.No	Particulars	As at March 31, 2015		As at March 31, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Anil Kumar Mittal	1,84,90,648	7.86%	1,84,90,648	7.86%
2	Anoop Kumar Gupta	1,88,96,876	8.03%	1,88,96,876	8.03%
3	Arun Kumar Gupta	1,91,58,500	8.14%	1,91,58,500	8.14%
4	Radha Raj Ispat Private Limited	2,79,13,892	11.86%	2,75,21,150	11.69%
5	Reliance Commodities DMCC	2,29,00,000	9.73%	2,29,00,000	9.73%

d) Aggregate number of bonus shares issued, Shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: During the Buy-Back period i.e. March 4, 2013 to February 11, 2014, the Company has Bought Back and Extinguished 77,22,048 Equity Shares at an average price of ₹ 23.58 per share, utilising a sum of ₹18.21 Crores (Rupees Eighteen Crores Twenty One Lacs) excluding Transaction Cost. Aggregate number of Bonus shares issued in last 5 years immediately preceding the reporting date is Nil.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

4. RESERVES AND SURPLUS

Reserves and Surplus consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Capital Redemption Reserve		
Balance as per the last Financial Statements	77.22	11.66
Add: Transferred to Capital Redemption Reserve on Buy-back of Equity Shares	-	65.56
Closing Balance (A)	77.22	77.22
Securities Premium Reserve		
Balance as per the last Financial Statements	9,655.04	11,190.63
Add: Received during the year	-	-
Less: Buy-back of Equity Shares	-	1,470.02
Less: Transferred to Capital Redemption Reserve on Buy-back of Equity Shares	-	65.57
Closing Balance (B)	9,655.04	9,655.04
Foreign Currency Translation Reserve		
Balance as per the last Financial Statements	1,143.93	865.31
Add: Adjustment for Translation of Non Integral Operation	88.74	278.62
Closing Balance (C)	1,232.67	1,143.93
General Reserve		
Balance as per the last Financial Statements	13,046.20	9,046.20
Add: Transferred from Profit & Loss Appropriations A/c	6,000.00	4,000.00
Add: Amount originally received on Forfeited Shares Transferred to General Reserve (Refer to Note No. 29.03)	4.29	-
Closing Balance (D)	19,050.49	13,046.20
Surplus/ (Deficit)		
Balance as per the last Financial Statements	78,116.70	59,417.24
Add: Profit for the year as per the Statement of Profit and Loss	32,172.35	25,511.25
Less: Appropriations		
Proposed Dividend [Including Tax on Proposed Dividend (Amount per share ₹ 1.70 (P.Y. ₹ 1.20)]	4,001.63	2,811.79
Transitional adjustment on account of Depreciation [Net of Deffered Tax ₹ 92.47 Lacs (PY: Nil)]	179.59	-
Transfer to General Reserve	6,000.00	4,000.00
Total Appropriations	10,181.22	6,811.79
Closing Balance (E)	1,00,107.83	78,116.70
Total Reserves & Surplus (A+B+C+D+E)	1,30,123.25	1,02,039.09

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

5. LONG-TERM BORROWINGS

Long-Term Borrowings consist of the following:

(₹ in Lacs)

Particulars	Non Current		Current	
	As at	As at	As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Secured				
Term Loans-From Banks				
a) State Bank of India (Tokyo Branch) - (Foreign Currency Loan) #	1,407.94	3,285.19	1,877.25	1,877.25
b) HSBC Bank (Mauritius) Limited (Foreign Currency Loan) #	-	705.00	705.00	1,410.00
c) ICICI Bank (Bahrain Branch) - (Foreign Currency Loan) #	6,197.95	6,972.70	774.74	774.74
d) State Bank of India #	5,419.29	-	335.72	-
e) Kotak Mahindra Bank Limited #	3,538.46	-	461.54	-
f) HSBC Bank Limited #	3,375.00	4,875.00	1,500.00	1,125.00
g) HSBC Bank Limited #	3,333.33	4,444.44	1,111.11	555.56
h) ICICI Bank Limited #	209.05	271.83	62.78	69.29
i) HDFC Bank Limited #	-	-	-	60.00
j) Corporation Bank Limited #	42.86	128.57	85.71	85.71
k) Corporation Bank Limited #	77.00	105.00	28.00	28.00
l) Corporation Bank Limited #	28.00	44.00	16.00	16.00
Sub-Total	23,628.88	20,831.73	6,957.85	6,001.55
Less: Shown under other current liabilities (Refer to Note No. 10)	-	-	6,957.85	6,001.55
Total	23,628.88	20,831.73	-	-

Secured by first pari-passu charge on entire movable and immovable Fixed Assets of the Company and second pari-passu charge on entire current assets of the Company

- There is no default in repayment of any of the above loan.

S. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
a)	ECB Loan from State Bank of India (Tokyo Branch) [Sanctioned Amount US \$ 15 Million (Approximately ₹ 75.09 Crores)]	Repayable in 16 quarterly installments of US \$ 9.38 Lacs (₹ 469.31 Lacs) each, starting from January 2013 and maturing on October 2016 i.e. Balancing period of 1 year and 7 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 235 Basis Points	Repayable in 16 quarterly installments of US \$ 9.38 Lacs (₹ 469.31 Lacs) each, starting from January 2013 and maturing on October 2016 i.e. Balancing period of 2 years and 7 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 235 Basis Points
b)	ECB Loan from HSBC Bank (Mauritius) Limited [Sanctioned Amount US \$ 12 Million (Approximately ₹ 60.00 Crores)]	Repayable in 16 quarterly installments of US \$ 7.50 Lacs (₹ 352.50 Lacs) each, starting from December 2011 and maturing on September 2015 i.e. Balancing period of 6 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 275 Basis Points	Repayable in 16 quarterly installments of US \$ 7.50 Lacs (₹ 352.50 Lacs) each, starting from December 2011 and maturing on September 2015 i.e. Balancing period of 1 Year and 6 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 275 Basis Points

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

S. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
c)	ECB Loan from ICICI Bank (Bahrain) Branch [Sanctioned Amount US\$ 12.51 Million (Approximately ₹ 77.47 Crores)]	Repayable in 20 semi annual installments of US \$ 6.26 Lacs (₹ 387.37 Lacs) each, starting from August 2014 and maturing on February 2024 i.e. Balancing period of 8 years and 11 Months from Balance Sheet Date	Interest to be paid Half yearly @ 6 Months LIBOR plus 258 Basis Points	Repayable in 20 semi annual installments of US \$ 6.26 Lacs (₹ 387.37 Lacs) each, starting from August 2014 and maturing on February 2024 i.e. Balancing period of 9 years and 11 Months from Balance Sheet Date	Interest to be paid Half yearly @ 6 Months LIBOR plus 258 Basis Points
d)	Term Loan from State Bank of India#	Repayable in 28 quarterly installments of ₹ 335.71 Lacs each, starting from December 2015 and maturing on June 2023 i.e. Balancing period of 8 years and 11 Months from Balance Sheet Date	Interest to be paid on monthly basis at Base Rate +0.25% p.a.	-	-
e)	Kotak Mahindra Bank Limited #	Repayable in 26 quarterly installments of ₹ 153.85 Lacs each, starting from September 2015 and maturing on June 2021 i.e. Balancing period of 6 years and 3 Months from Balance Sheet Date	Interest to be paid on monthly basis at Base Rate +0.10% p.a.	-	-
f)	Term Loan from The Hongkong And Shanghai Banking Corporation Limited (Sanctioned Amount ₹ 60 Crores)	Repayable in 16 quarterly installments of ₹ 375.00 Lacs each, starting from September 2014 and maturing on June 2018 i.e. Balancing period of 3 years and 3 Months from Balance Sheet Date	Interest to be paid Monthly@ 9.45% p.a.	-	-
g)	Term Loan from The Hongkong And Shanghai Banking Corporation Limited (Sanctioned Amount ₹ 50 Crores)	Repayable in 18 quarterly installments of ₹ 28.00 Lacs each starting from December, 2014 and maturing on March 2019 i.e. Balancing period of 4 years from Balance Sheet Date	Interest to be paid Monthly@ 10% p.a.	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

S. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
h)	Term Loan from ICICI Bank Limited (Sanctioned Amount ₹ 4 Crores)	Repayable in 20 quarterly installments of ₹ 18.95 Lacs each starting from December 2013 and maturing on September 2018 i.e. Balancing period of 3 years and 6 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 20 quarterly installments of ₹ 18.95 Lacs each starting from December 2013 and maturing on September 2018 i.e. Balancing period of 4 years and 6 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
i)	Term Loan from HDFC Bank Limited (Sanctioned Amount ₹ 3 Crores)	-	-	Repayable in 20 quarterly installments of ₹ 15.00 Lacs each starting from June 2010 and maturing on March 2015 i.e. 1 years from Balance Sheet Date	Interest to be paid quarterly @ 9% p.a.
j)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 6 Crores)	Repayable in 28 quarterly installments of ₹ 21.43 Lacs each starting from November 2009 and maturing on August 2016 i.e. Balancing period of 1 years and 5 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 28 quarterly installments of ₹ 21.43 Lacs each starting from November 2009 and maturing on August 2016 i.e. Balancing period of 2 years and 5 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
k)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 1.68 Crores)	Repayable in 24 quarterly installments of ₹ 7.00 Lacs each starting from April 2013 and maturing on January 2020 i.e. Balancing period of 4 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 24 quarterly installments of ₹ 7.00 Lacs each starting from April 2013 and maturing on January 2020 i.e. Balancing period of 5 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
l)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 0.80 Crores)	Repayable in 20 quarterly installments of ₹ 4.00 Lacs each, starting from April 2013 and maturing on January 2019 i.e. Balancing period of 3 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 20 quarterly installments of ₹ 4.00 Lacs each, starting from April 2013 and maturing on January 2019 i.e. Balancing period of 4 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

6. DEFERRED TAX LIABILITIES (NET)

Major Components of Deferred Tax Liabilities consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Deferred Tax Liabilities		
Related to Fixed Assets #	1,374.41	1,660.70
Deferred Tax Assets		
Provision for Employee Benefits	(104.56)	(73.24)
Others	(3.22)	-
Net Provision For Deferred Tax Liabilities	1,266.63	1,587.46

Adjustment of ₹ 92.47 Lacs on account of implementation of Schedule II of Companies Act, 2013.

7. LONG-TERM PROVISIONS

Long-Term Provisions consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Provisions for Employee Benefits		
Leave Encashment Payable	248.35	148.65
Total	248.35	148.65

8. SHORT-TERMS BORROWINGS

Short-Term Borrowings consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Secured #		
Loans Repayable on Demand		
From Banks	71,264.38	1,11,117.01
From Other Parties	-	-
Unsecured		
Loans Repayable on Demand		
From Banks	29,752.49	-
From Other Parties	-	-
Loans from Related Party	3,500.00	-
Total	1,04,516.87	1,11,117.01

Working capital facilities (fund based & non fund based limits) are secured by first pari-passu charge over stocks, stores, raw materials, work in progress, finished goods and also book debts, bills and moneys receivable of the Company by way of hypothecation. These facilities are further secured by second charge over the immovable & moveable assets of the Company & Personal Guarantee of Promoter Directors of the company.

- There is no default in repayment of Principal Loan or Interest thereon.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

9. TRADE PAYABLES

Trade Payables consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Acceptances	-	-
Others	15,506.56	14,958.43
Total	15,506.56	14,958.43

- Creditors for Others are due in respect of goods purchases or services received in the normal course of business.
- Based on information available with the company there are no dues payable to Micro, Small and Medium Enterprises, as defined in The Micro, Small and Medium Enterprises Development Act, 2006. This has been determined to the extent such parties have been identified on the basis of information available with the Company which has been relied upon by the Auditors'.

10. OTHER CURRENT LIABILITIES

Other Current Liabilities consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Current maturities of long-term debts (Refer to Note No. 5)	6,957.85	6,001.55
Interest accrued but not due on borrowings	192.39	210.47
Unpaid dividends #	37.60	42.80
Advance payments from customers	14,498.04	7,354.26
Other payables		
Security Received	118.98	107.22
Statutory Dues Payable	358.28	331.85
Expenses Payable	2,143.11	742.19
Total	24,306.25	14,790.34

There are no amount due & outstanding to be credited to the Investor Education & Protection Fund.

11. SHORT-TERM PROVISIONS

Short-Term Provisions consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Employee benefits		
Bonus & Incentive Payable	89.06	101.39
Gratuity Payable	99.63	44.96
Salary & Wages Payable	297.22	263.18
Directors Remuneration Payable	13.34	13.15
Others		
Provision for Income-Tax	50.09	299.63
Provision for Wealth-Tax	5.73	5.29
Provision for Dividend	4,001.63	2,824.68
Provision for Tax on Dividend	-	-
Provision for Excise Duty	10.31	0.13
Total	4,567.01	3,552.41

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

12. FIXED ASSETS

Fixed Assets consist of the following:

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2014	Addition during the year	Sale\ deduction during the year	As at March 31, 2015	Up to March 31, 2014	For the Year	Sale\ deduction during the year	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
a. Tangible Assets-										
Land-Freehold	3,887.36	179.16	-	4,066.52	-	-	-	-	4,066.52	3,887.36
Land-Leasehold	521.61	190.77	-	712.38	59.77	23.87	-	83.64	628.74	461.84
Buildings	11,425.79	644.24	-	12,070.03	1,638.53	629.02	-	2,267.55	9,802.48	9,787.26
Plant & Machinery	69,062.88	11,370.26	1.35	80,431.79	28,773.93	4,455.80	0.14	33,229.59	47,202.20	40,288.95
Vehicle and Trolley	2,127.17	293.43	88.43	2,332.17	944.45	289.53	55.12	1,178.86	1,153.31	1,182.72
Furniture & Fixture	1,173.90	540.67	0.17	1,714.40	649.67	120.62	0.06	770.23	944.17	524.23
Total	88,198.71	13,218.53	89.95	1,01,327.29	32,066.35	5,518.84	55.32	37,529.87	63,797.42	56,132.36
b. Intangible Assets-										
Patent, Trade mark & Design	22.37	-	-	22.37	9.77	2.24	-	12.01	10.36	12.60
Computer Software	167.51	53.17	-	220.68	67.16	20.33	-	87.49	133.19	100.35
Development Charges	-	-	-	-	-	-	-	-	-	-
Goodwill	17.02	-	-	17.02	0.54	-	-	0.54	16.48	16.48
Total	206.90	53.17	-	260.07	77.47	22.57	-	100.04	160.03	129.43
Total a & b	88,405.61	13,271.70	89.95	1,01,587.36	32,143.82	5,541.41	55.32	37,629.91	63,957.45	56,261.79
Previous Year	70,700.73	17,787.79	82.90	88,405.61	26,436.08	5,765.49	57.75	32,143.82	56,261.79	44,264.65

Notes:

- None of the Fixed Assets has been revalued during the year.
- Addition to fixed Assets includes net borrowing cost capitalised during the year ₹ 497.41 Lacs (P.Y. ₹ 47.88 Lacs).
- There has been no impairment loss on Assets during the year.
- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II of Companies Act, 2013, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of ₹ 272.06 Lacs on Fixed Assets whose lives have expired as at April 1, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to ₹ 179.59 Lacs.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

13. LONG-TERM LOANS AND ADVANCES

Long-Term Loans and Advances consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured-Considered Good		
Capital Advances	164.31	1,899.25
Security Deposit	1,060.44	1,321.02
Others loans and advance	1,218.39	1,251.51
Total	2,443.14	4,471.78

14. OTHER NON-CURRENT ASSETS

Other Non-Current Assets consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured-Considered Good		
FDR With Banks (Deposits with banks with Original Maturity of More than 12 months)	134.16	138.82
Total	134.16	138.82

15. CURRENT INVESTMENTS (REFER TO NOTE NO. 2.6 ON INVESTMENTS)

Current Investments consist of the following:

NON-TRADE-At Cost or Market Price / NAV whichever is lower	Face Value	No. of Shares / Units		Amount (₹ in Lacs)	
		As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Equity Instruments-Fully paid up-Quoted					
NHPC limited	10.00	8,82,712	8,82,712	174.78	168.60
Coal India Limited	10.00	76,437	76,437	187.27	187.27
Power Grid Corporation of India Limited	10.00	1,07,667	1,07,667	96.90	96.90
Shipping Corporation of India Limited	10.00	2,42,265	2,42,265	112.53	100.54
MOIL Limited	10.00	18,923	18,923	52.34	47.58
Total(A)		13,28,004	13,28,004	623.82	600.89
Mutual Fund Instruments-Fully paid up-Unquoted					
SBI Infrastructure Fund-I - Regular Plan Growth	10.00	2,50,000	2,50,000	25.00	19.02
SBI Magnum Equity Fund - Regular Plan Dividend	10.00	36,127	36,127	10.43	10.43
Total (B)		2,86,127	2,86,127	35.43	29.45
Quoted Investments		13,28,004	13,28,004	623.82	600.89
Unquoted Investments		286,127	2,86,127	35.43	29.45
Total Investments (A + B)		16,14,131	16,14,131	659.25	630.34
Market Value of Quoted Investment		13,28,004	13,28,004	773.43	650.48

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

16. INVENTORIES (REFER TO NOTE NO. 2.7 FOR INVENTORIES)

Inventories consist of the following:

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Raw Materials	92,975.02	87,571.45
Finished goods #	85,815.47	75,496.53
Stores, Spares, Fuel & Packing Material	7,176.65	5,933.97
Total	1,85,967.14	1,69,001.95

Finished Goods includes transit stock.

17. TRADE RECEIVABLES

Trade Receivables consist of the following:

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	903.10	924.85
Unsecured, Considered Doubtful	-	-
Total (A)	903.10	924.85
Others		
Secured, Considered Good	102.18	85.35
Unsecured, Considered Good	32,993.06	27,715.50
Total (B)	33,095.24	27,800.85
Total (A+B)	33,998.34	28,725.70

Debt due from Directors /Firm in which the Directors are interested ₹ Nil (P.Y. ₹ Nil)

18. CASH & BANK BALANCES

Cash & Bank Balances consist of the following:

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Cash & Cash Equivalents		
Balance with banks:		
In Current Accounts	2,093.53	6,481.91
In Deposit with original maturity of less than 3 months	-	-
In Unpaid Dividend Account	37.60	42.80
Cash in hand	231.30	75.13
Other Bank Balances		
Deposits with original maturity of more than 12 months but within 12 months from the Balance Sheet Date	71.37	18.85
Deposits with original maturity of more than 3 months but less than 12 months	-	-
Total	2,433.80	6,618.69

19. SHORT-TERM LOANS & ADVANCES

Short-Term Loan & Advances consist of the following:

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Statutory Dues Recoverable	1,898.66	1,113.22
Prepaid Expenses	565.45	619.33
Others	2,417.02	1,722.55
Total	4,881.13	3,455.10

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

20. OTHER CURRENT ASSETS

Other Current Assets consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Foreign Exchange Gain / (Loss) on Forward Contracts	80.86	200.97
Insurance Claim Recoverable	11.42	31.18
Income Receivable	613.86	391.07
Subsidy Receivable	51.88	104.00
Total	758.02	727.22

21. REVENUE FROM OPERATIONS

(REFER TO NOTE NO. 2.8 ON REVENUE RECOGNITION AND ACCOUNTING FOR SALES AND SERVICES)

Revenue From Operations consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Sale of Products		
Rice-Export	1,28,713.31	1,15,546.12
Rice-Domestic	1,69,650.05	1,49,789.88
Electricity Generation (Including CERs Sale)	5,848.00	3,993.64
Bran Oil-Domestic	2,974.03	2,522.75
Furfural-Export	291.38	210.11
Furfural-Domestic	444.55	317.76
Rice Bran-Domestic	1,645.32	2,483.12
Glucose-Export	6.90	-
Glucose-Domestic	75.10	136.20
Sugar-Export	485.22	11,898.49
Sale of Traded Products		
Seed-Domestic	2,738.31	1,647.61
By Products, Scrap & Others	3,163.75	2,535.75
Other Operating Revenues	-	-
Gross Revenue From Operation	3,16,035.92	2,91,081.43
Less: Excise Duty	67.38	35.08
Net Revenue From Operations	3,15,968.54	2,91,046.35

22. OTHER INCOME

Other Income consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Warehouse Income	94.56	94.56
Gain/(Loss)on Sale/Revaluation of Securities	28.91	32.26
Interest Received	440.75	1,271.44
Dividend Income	25.44	34.76
Other Non-Operating Income	3,771.95	21.28
Total	4,361.61	1,454.30

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

23. COST OF MATERIALS CONSUMED

Cost of Material Consumed consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Paddy	1,68,413.45	1,36,866.85
Rice	64,455.70	60,925.49
Others	11,805.02	11,901.73
Total	2,44,674.17	2,09,694.07

24. PURCHASE OF TRADED GOODS

Purchase of Traded Goods consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Rice	3,919.21	-
Seeds	1,496.15	1,596.58
Sugar	337.62	7,970.16
Total	5,752.98	9,566.74

25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Stocks at the beginning of the year		
Rice	73,039.18	81,038.28
Seeds	1,788.33	632.96
Others	669.03	781.93
Total (A)	75,496.54	82,453.17
Less: Stocks at the end of the year		
Rice	83,756.46	73,039.18
Seeds	1,239.00	1,788.33
Others	820.01	669.03
Total (B)	85,815.47	75,496.54
Total (A-B)	(10,318.93)	6,956.63

26. EMPLOYEE BENEFITS EXPENSE

(REFER TO NOTE NO. 2.11 ON TREATMENT OF EMPLOYEE BENEFITS)

Employee Benefits Expense consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Salaries, Wages, Bonus & Gratuity	5,174.22	4,354.92
Contribution to EPF and Other Funds	259.81	210.03
Total	5,434.03	4,564.95

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

27. FINANCE COSTS

Finance Costs Consist of the following:

(₹ in Lacs)

Particulars	Year Ended	Year Ended
	March 31, 2015	March 31, 2014
Interest Expenses		
On Term Loans	2,161.03	1,309.16
On Others	5,533.59	5,962.07
Total (A)	7,694.62	7,271.23
Bank Charges	249.74	192.92
Foreign Currency Fluctuation	144.16	137.90
Total (B)	393.90	330.82
Total Finance Cost (A+B)	8,088.52	7,602.05

28. OTHER EXPENSES

Other Expenses consist of the following:

(₹ in Lacs)

Particulars	Year Ended	Year Ended
	March 31, 2015	March 31, 2014
Power and Fuel	811.75	1,003.94
Consumption of Stores and Spares	700.07	499.55
Repairs and Maintenance		
Machinery	1,697.48	1,110.88
Buildings	134.05	117.99
Others	87.43	72.22
Land, Warehouse and Godown Rent	278.72	301.09
Fumigation Charges	258.06	228.49
Freight and Cartage	1,108.68	1,001.89
Travelling and Conveyance	377.25	298.23
Postage, Telegram and Telephones	84.39	73.76
Rent office and Others	273.64	228.13
Legal and Professional Charges	242.93	263.66
Fees, Rates and Taxes	115.27	91.84
Vehicle Running & Maintenance	167.11	115.54
Insurance Charges	83.53	69.41
Payment to Auditors		
For Audit	18.88	18.79
For Tax Audit	2.81	2.81
For Taxation & Certification Work	1.69	1.69
Internal Auditor's Fees	20.22	-
Printing and Stationery	67.33	30.82
Testing & Inspection Charges	28.02	43.49
Charity and Donations	116.99	10.35
(Profit) / Loss on Sale of Fixed Assets	7.38	0.74
Freight on Sales	4,507.85	3,916.20
Clearing and Forwarding Charges	934.47	790.84
Sales and Business Promotion Expenses	178.79	194.41
Advertisement Expenses	2,673.15	1,895.36
Meeting and Seminar Expenses	210.49	263.24
Schemes, Incentives and Discounts on Sales	4,941.96	2,252.13
Commission and Brokerage Expenses	715.02	526.41
Taxes on Sales	494.77	607.90
Other Miscellaneous Expenses	261.32	177.68
Total	21,601.50	16,209.48

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29. OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS

29.01 Contingent liabilities not provided for in respect of:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
(i) Claims against the Company not acknowledged as debts		
(a) Liability relating to Bank Guarantee	1,189.28	369.57
(b) Liability relating to Bills Discounted with Scheduled Banks	-	909.68
(c) Disputed liability in respect of Income Tax Demand in appeal - Amount paid against disputed Income Tax appeal as ₹ Nil (P.Y. ₹ Nil)	5.86	3.41
(d) Disputed liability relating to Sales Tax/VAT - Amount paid against disputed Sales Tax/VAT appeal as ₹ 8.63 Lacs (P.Y. ₹ 27.32 Lacs)	8.63	31.07
(e) Disputed purchase tax liability on paddy purchased in the course of exports* - Amount paid against disputed purchase tax liability under appeal ₹ 226.37 Lacs (P.Y. ₹ 226.37 Lacs)	905.49	905.49
(f) Disputed liability relating to Market Fees(Fazilka, Punjab) - Amount paid against disputed Market Fees is ₹ 5.25 Lacs (P.Y. ₹ 3.86 Lacs)	-	15.09
(g) Others - Amount paid against other disputed liabilities is ₹ Nil (P.Y. ₹ Nil)	28.24	50.08
Total	2,137.50	2,284.39

* Note: The appeal is pending before Hon'ble VAT Tribunal, Punjab. As per the legal opinion the demand created by VAT department is arbitrary and the matter will be discussed in favour of company.

29.02 Auditors Remuneration:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Auditors		
Audit Fees	18.83	18.83
Tax Audit Fees	2.81	2.81
Taxation Matters	1.69	1.69
Certification of other statements	0.90	3.79
Expenses including Boarding & Lodging	0.34	0.58
Total (A)	24.57	27.70
Cost Auditors		
Audit Fees	0.57	0.56
Expenses including Boarding & Lodging	0.16	0.24
Total (B)	0.73	0.80
Total (A+B)	25.30	28.50

29.03 Brief Information on the Treatment of Amount Received on Forfeited Shares:

Subsequent to Introduction of Schedule III of Companies Act, 2013, the amount of ₹ 4.29 Lacs originally received against forfeited shares, earlier shown as addition to paid-up capital and now has been transferred to General Reserve.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.04 Details of movement in Provisions related to Income Tax and Wealth Tax in accordance with Accounting Standard AS- 29:

Particulars	(₹ in Lacs)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
Income Tax		
Provisions as on April 1, 2014	299.63	103.82
Addition made during the Year	7,465.00	7,095.00
Adjustment/Reverse/Paid	(7,714.54)	(6,899.19)
Provisions as at March 31, 2015	50.09	299.63
Wealth Tax		
Provisions as on April 1, 2014	5.29	5.45
Addition made during the Year	5.73	5.29
Adjustment/Reverse/Paid	(5.29)	(5.45)
Provisions as at March 31, 2015	5.73	5.29

29.05 In the opinion of the Board and to the best of their knowledge and belief, the valuation on realisation of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

29.06 Value of raw materials, including packing materials, spare parts and components consumed during the year:

Particulars	Percentage		Value (₹ in Lacs)	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Raw Material				
Imported	-	-	-	-
Indigenous	100%	100%	2,32,869.15	1,97,792.33
Spare Parts, Components & Packing Materials				
Imported	0.26%	0.90%	31.40	99.86
Indigenous	99.74%	99.10%	12,074.11	11,025.39

29.07 A sum of ₹ 283.84 Lacs (P.Y. ₹ 30.95 Lacs) has been received from DMI through NABARD towards construction of rural godown and a sum of ₹ 51.88 Lacs (P.Y. ₹ 104.00 Lacs) is receivable from DMI through NABARD towards construction of rural godown. The entire grant so received / receivable has been deducted from the respective cost of the Capital Expenditure.

29.08 CIF value of Imports made during the year in respect of:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
Components and Spare Parts	31.40	99.86
Capital Goods Purchased	343.21	98.99

29.09 **Earnings in Foreign Exchange on Mercantile basis:** 1,27,365.58 1,23,021.93

29.10 **F.O.B. Value of Exports:** 1,27,157.24 1,25,757.57

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.11 Expenditure in foreign currency on mercantile basis:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
Foreign Travel & Other(Total)	6.67	76.26
- By Directors ₹ Nil (P.Y. ₹ 0.32)		
Ocean Freight	1,993.90	1,409.86
Legal, Professional & Other charges	131.26	92.42
Selling & Distribution Expenses	18.59	43.04
Interest on Foreign Currency Loans	176.98	-
Capital Expenditure & Others	503.76	208.31

29.12 Managerial remuneration to Executive Directors:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
- On Account of Salary	276.24	270.48
- On Account of Perquisite	12.78	98.40

29.13 Payment of Insurance charges on account of Keyman Insurance policy:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
	26.00	36.19

29.14 Unclaimed Dividend pending on account of non presentation of cheques has been deposited in separate accounts with Scheduled Bank:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
	37.60	42.80

29.15 Remittance in Foreign Currency on account of Dividends:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
(a) No. of Non-Resident shareholders	5	5
(b) No. of Equity Shares held by them	3,90,00,000	3,90,00,000
(c) Amount of Dividend paid (₹ in Lacs)	468.00	312.00
(d) Year to which the Dividend relates	2013-14	2012-13

29.16 Amount Received in Foreign Currency on account of Dividends:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
(a) Name of the Company from whom dividend is Received	KRBL DMCC	KRBL DMCC
(b) Type of Company	Wholly Owned Subsidiary	Wholly Owned Subsidiary
(c) Amount of Dividend Received (In ₹ Lacs)	-	5,075.68
(d) Year to which the Dividend relates	-	2012-13 & 2013-14

29.17 There is no prior period item, which is considered material for the purpose of disclosure in accordance with the Accounting Standard AS-5 on "Net Profit or Loss for the period, Prior Period items and changes in Accounting Policies".

29.18 The Company has In-House R & D Centre, The details of revenue/capital expenditure incurred by the R&D Centre during the year is as under:

Particulars	(₹ in Lacs)	
	March 31, 2015	March 31, 2014
1) Revenue Expenditure charged to Profit & Loss Account		
i) Salary and other Benefits	270.16	230.32
ii) Others	87.50	67.93
Total	357.66	298.25
2) Capital expenditure shown under Fixed assets schedule	-	-
Grand Total (1 + 2)	357.66	298.25

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.19 Intangible Assets:

In accordance with Accounting Standard AS - 26 on 'Intangible Assets', ₹ 53.16 Lacs (P.Y. ₹ Nil) have been capitalized on account of computer software development charge.

29.20 Corporate Dividend Tax:

In view of the amended provision of Section 115-O(IA)(i) of the Income Tax Act, 1961, no provision of Corporate Dividend Tax has been made in the books of accounts as the Company has set-off declared Foreign Dividend from its Subsidiary Company against declared Dividend.

29.21 Earnings per Share (EPS):

EPS is calculated by dividing the profit attributable to the Equity shareholders by the average number of equity shares outstanding during the year. Number used for calculating basic and diluted earnings per equity is stated below:

Particulars	March 31, 2015	March 31, 2014
Profit After Tax (₹ in Lacs)	32,172.35	25,511.25
Weighted average number of Equity shares for Basic & Diluted	23,53,89,892	23,53,89,892
Nominal value per equity share (Amount in ₹)	1.00	1.00
Earnings per share (Basic & Diluted)	13.67	10.84

29.22 The Company has entered into lease agreement for the period of five years, which are in the nature of operating leases as defined in the Accounting Standard (AS-19) in respect of leases:

A) Future minimum lease payment under non cancellable operating lease in respect of lease agreement

(₹ in Lacs)

- Not later than one year	-	84.00
- Later than one year but not later than five years	738.96	192.00
- Later than five years	-	938.97

B) Lease payment recognised in the statement of Profit and Loss Account, in respect of operating lease agreement	309.24	258.05
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C) Significant Leasing arrangement

The Company has entered into leasing arrangements in respect of godowns / premises

(i) Basis of determining contingent rent

- Contingent rents are payable for excessive, improper or unauthorized use of the assets, beyond the terms of the lease agreement, prejudicially affecting the resale value of the asset, either by way of increase in lease rentals or by way of lump-sum amount, as agreed between the parties

(ii) Renewal / purchase options & escalation clauses

- Lease agreements are renewable for further period or periods on terms and conditions mutually agreed between the parties. Variations in lease rentals are made in the event of a change in the basis of computation of lease rentals by the lessor

(iii) There are no restrictions imposed by the lease arrangements, concerning dividends, additional debt and further leasing.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.23 Segment Disclosure Accounting Standard AS - 17 for the year ended March 31, 2015. Figures in Brackets are in respect of previous year ended March 31, 2014:

(₹ in Lacs)

Particulars	Agri	Energy	Others	Unallocable	Total
Segment operating Revenue					
External	3,10,121.00	11,254.00			3,21,375.00
	(2,87,053.00)	(8,961.00)			(2,96,014.00)
Less: Inter-Segment		5,406.00			5,406.00
		(4,968.00)			(4,968.00)
Segment Result					
Profit / (Loss) before Tax and Interest	43,897.06	3,877.00			47,774.06
	(39,838.94)	(609.00)			(40,447.94)
Less: Interest				8,088.52	8,088.52
				(7,602.05)	(7,602.05)
Other Unallocable expenditure net of unallocable income				276.00	276.00
				(203.00)	(203.00)
Profit before Taxation					39,409.54
					(32,642.89)
Provision for Taxation - Current				7,465.34	7,465.34
				(7,096.17)	(7,096.17)
Tax Relating to Earlier Years				0.21	0.21
				(44.50)	(44.50)
Deferred Tax				(228.36)	(228.36)
				(9.03)	(9.03)
Profit after Taxation				32,172.35	32,172.35
					(25,511.25)
Other Information					
Segment Assets	2,55,146.03	51,459.92			306,605.95
	(2,39,335.96)	(32,135.65)			(2,71,471.61)
Segment Liabilities	1,44,945.13	3,951.56			1,48,896.69
	(1,38,864.85)	(5,553.34)			(1,44,418.19)
Capital Expenditure including CWIP	13,418.30	9,786.48			23,204.78
	(17,072.93)	(786.42)			(17,859.35)
Depreciation	3,091.30	2,176.73			5,268.03
	(2,238.72)	(3,525.74)			(5,764.46)
Non Cash Expenses (Other than depreciation)	113.72	0.05			113.77
	(41.04)	-			(41.04)

Geographical Segment	March 31, 2015	March 31, 2014
Segment Assets		
Middle East	8,070.15	6,076.85
Other Than Middle East	16,974.73	13,153.77
India	2,81,561.07	2,52,240.98
Total	3,06,605.95	2,71,471.61
Segment Revenue		
Middle East	1,03,219.04	1,05,752.01
Other Than Middle East	26,271.00	21,902.41
India	1,86,478.50	1,63,391.93
Total	3,15,968.54	2,91,046.35

- a) **The business groups comprise of the following:**
- Agri - Agri commodities such as rice, Furfural, seed, bran, bran oil, etc.
 - Energy - Power generation from wind turbine, husk based power plant & solar power plant.
- b) **The Geographical segments considered the following disclosures:**
- Sales within India
 - Sales outside India
 - (a) Middle East
 - (b) Other than Middle East

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.24 Related Party Disclosures Accounting Standard AS-18:

A) Related parties and their relationship:

- 1) **Subsidiary Company** : KRBL DMCC
: K B Exports Private Limited
- 2) **Key Managerial Persons:**
 - Mr. Anil Kumar Mittal : Chairman & Managing Director
 - Mr. Arun Kumar Gupta : Joint Managing Director
 - Mr. Anoop Kumar Gupta : Joint Managing Director
 - Ms. Priyanka Mittal : Whole Time Director
 - Mr. Ashok Chand : Whole Time Director
 - Mr. Rakesh Mehrotra : Chief Financial Officer
 - Mr. Raman Sapra : Company Secretary
- 3) **Independent Non-Executive Directors:**
 - Dr. Narpinder Kumar Gupta : Non Executive & Independent Director
 - Mr. Vinod Ahuja : Non Executive & Independent Director
 - Mr. Ashwani Dua : Non Executive & Independent Director
 - Mr. Shyam Arora : Non Executive & Independent Director
 - Mr. Devendra Kumar Aggawal : Non Executive & Independent Director
- 4) **Employee benefit plans where there is significant influence:**
KRBL Limited Employees Group Gratuity Trust
- 5) **Relatives of Key Managerial Persons:**
 - Mrs. Preeti Mittal : Wife of Mr. Anil Kumar Mittal
 - Mrs. Anulika Gupta : Wife of Mr. Arun Kumar Gupta
 - Mrs. Binita Gupta : Wife of Mr. Anoop Kumar Gupta
 - Mr. Ashish Mittal : Son of Mr. Anil Kumar Mittal
 - Mrs. Neha Gupta : Daughter of Mr. Arun Kumar Gupta
 - Mrs. Rashi Gupta : Daughter of Mr. Anoop Kumar Gupta
 - Mr. Kunal Gupta : Son of Mr. Arun Kumar Gupta
 - Mrs. Avantika Gupta : Wife of Mr. Kunal Gupta
 - Mr. Akshay Gupta : Son of Mr. Anoop Kumar Gupta
 - Mrs. Anushree Gupta : Wife of Mr. Akshay Gupta
 - Mr. Ayush Gupta : Son of Mr. Anoop Kumar Gupta
 - Anil Kumar Mittal HUF : Mr. Anil Kumar Mittal is Karta of HUF
 - Arun Kumar Gupta HUF : Mr. Arun Kumar Gupta is Karta of HUF
 - Anoop Kumar Gupta HUF : Mr. Anoop Kumar Gupta is Karta of HUF
 - Bhagirath Lal Gupta HUF : Mr. Anil Kumar Mittal is Karta of HUF
- 6) **Enterprises over which key managerial persons are able to exercise significant influence:**
 - Khushi Ram Behari Lal : Partnership Firm in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Partners
 - Anurup Exports Pvt. Ltd. : Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
 - Radha Raj Ispat Pvt. Ltd. : Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta, Mrs. Anulika Gupta, Mrs. Binita Gupta & Ms. Priyanka Mittal are Directors
 - Radha Raj Infrastructure Pvt. Ltd. : Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta, Mr. Ashwani Dua, Mr. Manav Dua & Mr. Balbir Kapoor are Directors

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

KRBL Infrastructure Ltd	:	Public Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Aakash Hospitality Pvt. Ltd	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. ArunK. Gupta & Mr. Anoop K. Gupta are Directors
Holistic Farms Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. ArunK. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj IT City & Parks Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj Logistics Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
KRBL Foods Ltd.	:	Public Limited Company in which Mr. Anil K. Mittal, Mr. ArunK. Gupta & Mr. Anoop K. Gupta are Directors
Adwet Warehousing Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. ArunK. Gupta & Mr. Anoop K. Gupta are Directors
Padmahasta Warehousing Pvt. Ltd.	:	Private Limited Company in Which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
K.B. Foods Pvt. Ltd.	:	Private Limited Company in which Ms. Priyanka Mittal, Mr. Ashish Mittal & Mr. Kunal Gupta are Directors.
Solid Infradevelopers Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta & Mr. Sanjeev Gupta are Directors

B) Transactions with the related parties:

(₹ in Lacs)

Particulars	Enterprises over which significant influence exercised by key management personnel		Key Managerial Persons (Including relatives)		Subsidiary Company		Total	
	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014
Purchase of goods / fixed assets	533.49	197.01	-	-	-	-	533.49	197.01
Sale of goods / fixed assets	1,309.63	7,048.20	-	-	253.19	63.73	1,562.82	7,111.93
Service received	-	-	-	-	-	-	-	-
Rent / Vehicle Hire Charges paid by the Company	232.75	174.05	79.38	86.88	-	-	312.13	260.93
Dividend paid	330.25	220.17	1,326.31	884.21	-	-	1,656.56	1,104.38
Dividend received	-	-	-	-	-	5,075.68	-	5,075.68
Interest received	-	231.89	-	-	-	-	-	231.89
Loans Taken	-	-	3,500.00	-	-	-	3,500.00	-
Remuneration on A/c of Salary & Perquisites	-	-	341.68	490.44	-	-	341.68	490.44
Equity participation	-	-	-	-	-	-	-	-

C) Balance Outstanding at the end of the Financial Year:

Receivable on account of goods sale	(2,903.66)	(759.25)	-	-	(126.29)	(67.50)	(3,029.95)	(826.75)
Receivable on account of	971.00	971.00	-	-	-	-	971.00	971.00
Security deposit	-	-	-	-	-	-	-	-
Receivable (payable) on account of Loans Taken	-	-	3,500.00	-	-	-	3,500.00	-

Notes: 1. Amount written off or written back in respect of dues from or to related parties is ₹ Nil (P.Y. ₹ Nil)

2. Loan & Advances (without repayment schedule) given to subsidiary i.e. KRBL DMCC, Dubai and K B Exports Private Limited, which is outstanding as on March 31, 2015 ₹ Nil (P.Y. ₹ Nil). Maximum outstanding balance during the Year ₹ Nil (P.Y. ₹ Nil) as interest free loan.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29.25 Employee Benefits Accounting Standard AS-15 (Revised):

- a) The Company has determined the liability for Employee benefits as at March 31, 2014 in accordance with revised Accounting Standard 15 issued by ICAI - Employee defined benefits.
- b) Following information are based on report of Actuary.

S. No	Defined benefit plans:-	Year Ended March 31, 2015		Year Ended March 31, 2014	
		Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
A	Components of Employee Benefit				
1	Current Service Cost	45.70	20.53	47.37	20.08
2	Interest cost	29.60	13.84	23.88	9.63
3	Expected return on plan assets	(25.18)	-	(18.09)	-
4	Net Actuarial (gain) / loss recongised during the year	49.51	79.40	(8.20)	11.32
5	Total expense recongised in the Statement of Profit & Loss A/c	99.64	113.77	44.96	41.03
B	Actual return on plan assets				
1	Expected return on plan assets	25.18	-	18.09	-
2	Actuarial gain / (loss) on plan assets	29.20	-	(2.12)	-
3	Actual return on plan assets	54.37	-	15.97	-
C	Reconciliation of obligation and fair value of assets				
1	Present value of the obligation	(459.68)	(248.35)	(317.93)	(148.65)
2	Fair value of plan assets	357.49	-	270.43	-
3	Funded status [surplus / (deficit)]	(102.19)	(248.35)	(47.51)	(148.65)
D	Change in present value of the obligation during the year ended March 31, 2015				
1	Present value of obligation as at April 1, 2014	317.94	148.65	289.40	116.75
2	Current service cost	45.70	20.54	47.37	9.63
3	Interest cost	29.60	13.83	23.88	20.09
4	Benefits paid	(12.27)	(14.07)	(32.39)	(9.14)
5	Actuarial (gain) / loss on plan assets	78.70	79.40	(10.32)	11.32
6	Present value of obligation as at March 31, 2015	459.68	248.35	317.93	148.65
E	Change in Assets during the year ended March 31, 2015				
1	Fair value of plan assets as at April 1, 2014	270.43	-	219.24	-
2	Expected return on plan assets	25.18	-	18.09	-
3	Contribution made	44.96	-	67.61	-
4	Benefits paid	(12.27)	-	(32.39)	-
5	Actuarial gain / (loss) on plan assets	29.20	-	(2.12)	-
6	Fair value of plan assets as at March 31, 2015	357.49	-	270.43	-
F	The major category of plan assets as a percentage of total plan				
	Gratuity : 93% invested with Central Govt / State Govt / State Govt. Securities / Public sector bonds / Fixed Deposit with PSU Banks.				
	Leave Encashment : Unfunded				
G	Actuarial Assumptions				
1	Discount rate	8.09%	8.09%	9.31%	9.31%
2	Expected rate of return on plan assets	8.09%	8.09%	9.31%	9.31%
3	Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-2008) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-2008) Ultimate
4	Salary escalation	5%	5%	5%	5%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

- c) Gratuity is administered by an approved gratuity fund trust.
d) Amount recognised as an expense in respect of defined benefits plan as under:

(₹ in Lacs)

S. No.	Particulars	Year Ended March 31, 2015		Year Ended March 31, 2014	
		Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
1.	Contribution to Gratuity Fund	99.64	-	44.96	-
2.	Gratuity paid directly	-	-	-	-
3.	Leave Encashment	-	113.77	-	41.03
	Total	99.64	113.77	44.96	41.03

29.26 Change in Accounting Practice:

Following change in assumption of lifespan of fixed Assets under Schedule II of Companies Act, 2013, over age Fixed Assets have been reduced to their residual with consequent reduction amounting to ₹ 272.06 Lacs (net of ₹ 92.47 Lacs towards deferred impact thereon) has been charged to surplus under "Reserve and Surplus" head in Balance Sheet. In addition to above remaining items of fixed assets have been subjected to depreciation charge at rates which reduce them to their values subjected to depreciation charge at rates which reduce them to their residual values under their revised lifespan.

29.27 As required under Accounting Standard AS-11 the Company has Outstanding Forward contracts as on March 31, 2015 and there is Marked to Market (MTM) unrealized gain/(loss) on forward contracts is ₹ 80.86 Lacs (P.Y. ₹ 303.58 Lacs), which has been accounted for accordingly in the books of accounts.

Derivative Instruments:

- a) Outstanding forward exchange contracts as at March 31, 2015 entered by the Company for the purpose of hedging its foreign currency exposures are as under:

Currency	Cross Currency	Buy	Sell
US Dollar	Indian Rupee	₹ Nil (P.Y. ₹ Nil)	₹ 3,325.88 Lacs (P.Y. ₹ 3,613.95 Lacs)

- b) Foreign currency exposure recognized by the Company that have not been hedged by a derivative instrument or otherwise as at March 31, 2015 are as under:

Particulars	₹ in Lacs		USD in Lacs	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
i) Receivables in Foreign Currency				
- Sundry Debtors	5,106.24	19,524.00	94.73	328.70
ii) Payables in Foreign Currency				
- Sundry Creditors	-	-	-	-

Apart from above Company has foreign currency Liability (PCFC / Advances received from customers / ECB) of ₹ 74,105.46 Lacs (P.Y. ₹ 21,142.00 Lacs) at the year end and As per Accounting Standard AS-11 the effect of change in foreign exchange gain/(loss) as on March 31, 2015 amounting to ₹ (32.46 Lacs) {P.Y. ₹ 501.94 Lacs} has been taken to profit & loss account.

29.28 The Consolidated Financial Statements have been prepared in accordance with Accounting Standard AS-21 "Consolidated Financial Statements":

- a) The Subsidiary company with KRBL Limited, The parent, constitutes the group considered in the preparation of these consolidated financial statement is given below:-

Name	Country of Incorporation	Percentage of ownership interest as at March 31, 2015	Percentage of ownership interest as at March 31, 2014
KRBL DMCC	U.A.E	100.00%	100.00%
K B Exports Pvt. Ltd.	India	70.00%	70.00%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

- b) The group has adopted Accounting standard AS 15 (revised 2005) on 'Employee Benefits'. These consolidated Financial Statements include the obligations as per requirement of this standard except for the Subsidiary which is Incorporated outside India who have determined the valuation/provision for employee benefits as per requirements that coming. In the opinion of the management, the impact of this deviation is not considered material

29.29 Additional Information Regarding Subsidiaries Companies:

(₹ in Lacs except as stated)

Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As% of Consolidated Net Assets	Amount	As% of Consolidated Profit or Loss	Amount
Parent Company				
KRBL Limited (Parent Company)	94.97%	1,25,900.42	87.30%	28,085.76
Subsidiary Companies				
KRBL DMCC*	4.96%	6,576.72	12.70%	4,086.59
K B Exports Pvt. Ltd.	-	-	-	-
Minority Reserves				
Subsidiary Companies				
K B Exports Pvt. Ltd.	0.07%	88.25	-	-
Total	100.00%	1,32,565.39	100.00%	32,172.35

* Converted into Indian Rupees at the exchange rate, 1 AED = ₹ 17.0031 as on March 31, 2015.

Turnover includes Other income and Other Operational Income.

- 29.30 During Construction Phase companies generally temporarily invest the surplus funds to reduce the cost of capital or for other business reasons. However subsequently the same are utilised for the stated objective.

During the year surplus funds (if any) out of the Term Loans availed by KRBL Limited are temporarily invested in bank FDR's but were ultimately utilized for the stated end use.

- 29.31 The company has reclassified and regrouped previous year figure wherever considered necessary.

- 29.32 The figures are rounded off to nearest rupees in Lacs.

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing
Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &
Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015

FORM AOC. 1
STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES
[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies
(Accounts) Rules, 2014]

Part "A": Subsidiaries

S. No.	Particulars	Name of Subsidiary			
		KRBL DMCC		K B Exports Pvt. Ltd.	
		As on March 31, 2015	As on March 31, 2014	As on March 31, 2015	As on March 31, 2014
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA
2.	Reporting currency	AED	AED	INR	INR
3.	Exchange rate to INR as on the last date of the relevant Financial year in the case of foreign subsidiaries.	17.0031	16.3314	NA	NA
4.	Share Capital (INR in Lacs)	217.27	217.27	300.00	300.00
5.	Reserves & Surplus (INR in Lacs)	6,576.72	2,401.59	-	-
6.	Total Assets (INR in Lacs)	6,952.54	2,941.26	300.30	300.24
7.	Total Liabilities (INR in Lacs)	6,952.54	2,941.26	300.30	300.24
8.	Details of investments	-	-	-	-
9.	Turnover (INR in Lacs)	8,838.93	12,306.16	-	-
10.	Profit/(Loss) before taxation (INR in Lacs)	4,087.06	4,055.59	-	-
11.	Provision for taxation	0.34	-	-	-
12.	Profit/(Loss) after taxation (INR in Lacs)	4,086.72	4,055.59	-	-
13.	Proposed dividend (INR in Lacs)	4,119.09	-	-	-
14.	% of Shareholding	100%	100%	70%	70%

- a) K B Exports Pvt. Ltd. has not commenced commercial activities since incorporation and currently is not operational.
- b) Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2015.

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing

Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &

Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015





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INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Members of KRBL Limited, New Delhi

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of KRBL Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the

financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit / loss and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in "Annexure" a statement on matters specified in paragraphs 3 & 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of section 164(2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in the accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of the pending litigations on its financial position in its financial statements - Refer Note 30.01 to the financial statements;
- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 30.27 to the financial statements; and

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for **Vinod Kumar Bindal & Co.**
Chartered Accountants
(Firm Registration No. 003820N)

Shiv Sushil Bhawan
D-219, Vivek Vihar, Phase-1
New Delhi-110 095
Dated: May 28, 2015

Sd/-
Vinod Kumar Bindal
Proprietor
(Membership No. 80668)

“ANNEXURE” CONTAINING REPORT ON MATTERS REQUIRED BY CARO, 2015

(Referred to in paragraph 'I' under 'Report on other Legal and Regulatory Requirement' section of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Company has neither granted nor taken any loans, secured or unsecured to / from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no other major weakness has been noticed in the internal controls.
5. The Company has not accepted any deposits from the public.
6. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, a detailed examination of cost records has not been made by us with a view to determine whether they are accurate or complete.
7. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, wealth-tax, sales-tax, value added tax, service tax, customs duty, excise duty, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth-tax, sales-tax, value added tax, service tax, customs duty and excise duty, cess were outstanding, as at March 31, 2015 for a period of more than six months from the date they became payable.

- (c) According to the records of the company, there are no material dues of income-tax, weath-tax, sales tax, value added tax, service tax, customs duty, excise duty, cess which have not been deposited on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes:

Name of the Statue	Nature of Dues	Amount (in ₹ Lacs)	Period to which the amount relates	Forum where dispute is pending
Income-tax	Income-tax	5.86	AY 2012-13	CIT (A), XXX, New Delhi
Punjab VAT	Purchase-tax on paddy purchased in the course of exports	679.11	AY 2009-10	VAT Trubinal Chandigarh

- (d) The amounts required to be tranferred to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder have generally been trasferred to such fund by the Company within time.
8. The accumulated losses of the company are not more than fifty per cent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. The company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purpose for which they were raised.
12. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

for **Vinod Kumar Bindal & Co.**
Chartered Accountants
(Firm Registration No. 003820N)

Shiv Sushil Bhawan,
D-219, Vivek Vihar, Phase-1
New Delhi-110 095
Dated: May 28, 2015

Sd/-
Vinod Kumar Bindal
Proprietor
(Membership No. 80668)

BALANCE SHEET

as at March 31, 2015

(₹ in Lacs except as stated)

S. No	Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I.	EQUITY & LIABILITIES			
	Shareholder's Funds			
	Share Capital	3	2,353.90	2,358.19
	Reserves and Surplus	4	1,23,546.53	99,637.70
	Total Shareholder's Funds (A)		1,25,900.43	1,01,995.89
	Non Current Liabilities			
	Long-Term Borrowings	5	23,628.88	20,831.73
	Deferred Tax Liabilities (Net)	6	1,266.63	1,587.46
	Long-Term Provisions	7	248.35	148.65
	Total Non Current Liabilities (B)		25,143.86	22,567.84
	Current Liabilities			
	Short-Term Borrowings	8	1,04,516.87	1,11,117.01
	Trade Payables	9	15,475.16	14,703.56
	Other Current Liabilities	10	24,305.95	14,790.13
	Short-Term Provisions	11	4,567.01	3,552.41
	Total Current Liabilities (C)		1,48,864.99	1,44,163.11
	Total (A+B+C)		2,99,909.28	2,68,726.84
II.	ASSETS			
	Non-Current Assets			
	Fixed Assets			
	Tangible Assets	12	63,338.26	55,672.10
	Intangible Assets	12	143.55	112.95
	Capital Work-in-Progress		11,373.52	1,440.22
	Non-Current Investments	13	427.27	427.27
	Long-Term Loans and Advances	14	2,443.14	4,471.78
	Other Non-Current Assets	15	134.16	138.82
	Total Non-Current Assets (A)		77,859.90	62,263.14
	Current Assets			
	Current Investments	16	659.25	630.34
	Inventories	17	1,85,847.60	1,68,990.34
	Trade Receivables	18	31,557.97	27,925.31
	Cash & Bank Balances	19	691.21	6,381.99
	Short-Term Loans and Advances	20	2,535.33	1,808.50
	Other Current Assets	21	758.02	727.22
	Total Current Assets (B)		2,22,049.38	2,06,463.70
	Total (A+B)		2,99,909.28	2,68,726.84
	Significant Accounting Policies	2		
	The Accompanying Notes form an integral part of the Financial Statements	30		

for and on behalf of the Board of Directors

Annexure to our Report of Date
for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-
Anoop Kumar Gupta
Joint Managing
Director
DIN-00030160

Sd/-
Anil Kumar Mittal
Chairman &
Managing Director
DIN-00030100

Sd/-
Vinod Kumar Bindal
Proprietor

Sd/-
Raman Sapra
Company Secretary
M. No. 29044

Sd/-
Rakesh Mehrotra
Chief Financial Officer
M. No. 84366

Place: New Delhi
Date: May 28, 2015

Firm Regn. No. 003820N, M. No. 80668

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2015

(₹ in Lacs except as stated)

Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
INCOME			
Revenue from Operations	22	3,11,301.16	279,130.94
Other Income	23	338.26	6,189.70
TOTAL INCOME		3,11,639.42	285,320.64
EXPENDITURE			
Cost of Materials Consumed	24	2,44,674.17	2,09,694.07
Purchases of Stock in Trade	25	1,496.15	1,596.58
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	26	(10,199.39)	6,956.63
Employee Benefits Expenses	27	5,335.57	4,514.18
Finance Costs	28	8,086.09	7,600.01
Depreciation & Amortization Expenses		5,268.03	5,764.46
Other Expenses	29	21,237.20	16,034.85
TOTAL EXPENDITURE		2,75,897.82	252,160.78
PROFIT BEFORE TAXATION & EXCEPTIONAL ITEMS		35,741.60	33,159.86
Exceptional Items-Foreign Exchange Fluctuation (Gain) / Loss		418.99	(501.95)
PROFIT BEFORE TAXATION		35,322.61	33,661.81
Tax Expense:			
Current Year		7,465.00	7,095.00
Earlier Year		0.21	44.50
Deferred Tax		(228.36)	(9.03)
PROFIT / (LOSS) FOR THE YEAR AFTER TAX		28,085.76	26,531.34
EARNING PER EQUITY SHARE (Face Value of ₹1 each)			
1) Basic (₹)		11.93	11.27
2) Diluted (₹)		11.93	11.27
Significant Accounting Policies	2		
The Accompanying Notes form an integral part of the Financial Statements	30		

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing

Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &

Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015

CASH FLOW STATEMENT

for the year ended March 31, 2015

(₹ in Lacs)

S. No	Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Tax from Continuing Operations	35,322.61	33,661.81
	Adjustment for:		
	Depreciation & Amortization Expenses	5,268.03	5,764.46
	Loss / (Profit) on Sale of Fixed Assets	7.38	0.74
	Effect of Exchange Rate Difference	418.99	(501.95)
	Profit on Sale of Investment	(5.98)	(30.46)
	Interest Expense	8,086.09	7,600.01
	Interest Receipt	(176.48)	(941.96)
	Loss / (Profit) on Revaluation of Current Investment	(22.93)	(1.80)
	Dividend on Investment	(25.44)	(5,110.45)
	Operating Profit Before Working Capital Changes	48,872.27	40,440.40
	Adjustments for Working Capital Changes		
	Increase / (Decrease) in Long-Term Provisions	99.70	31.90
	Increase / (Decrease) in Trade Payable	771.60	6,695.39
	Increase / (Decrease) in Other Current Liabilities	9,515.82	(7,476.64)
	Increase / (Decrease) in Short-Term Provisions	76.58	2.56
	Decrease / (Increase) in Inventories	(16,857.26)	(42,961.27)
	Decrease / (Increase) in Trade Receivables	(3,632.66)	(8,424.43)
	Decrease / (Increase) in Long-Term Loans and Advances	2,028.63	(1,582.28)
	Decrease / (Increase) in Other Current Assets	(30.80)	(302.22)
	Decrease / (Increase) in Short-Term Loans and Advances	(726.83)	(625.40)
	Decrease / (Increase) in Other Non Current Assets	4.65	(16.99)
	Cash Generated From Operations	40,121.70	(14,218.98)
	Tax Paid (Net)	(7,712.51)	(6,930.91)
	NET CASH FLOW FROM OPERATING ACTIVITIES (TOTAL-A)	32,409.19	(21,149.89)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets & WIP	(23,204.78)	(17,716.24)
	Sale of Fixed Assets	27.26	27.17
	Profit on sale of Investment	5.98	30.46
	Dividend on Investments	25.44	5,110.45
	NET CASH GENERATED / (-) USED IN INVESTING ACTIVITIES (TOTAL-B)	(23,146.10)	(12,548.16)

CASH FLOW STATEMENT

for the year ended March 31, 2015

(₹ in Lacs)

S. No	Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Buy-back of Equity Shares	-	(1,535.59)
	Increase / (Decrease) in Long-Term Borrowings	2,797.15	13,087.01
	Increase / (Decrease) in Short-Term Borrowings	(6,600.14)	35,304.69
	Effect of Exchange Rate Difference	(418.99)	501.95
	Interest Expense	(8,086.09)	(7,600.01)
	Interest Income	176.48	941.96
	Dividend Paid	(2,816.99)	(1,895.85)
	Taxes on Dividend Paid	-	-
	Wealth Tax	(5.29)	(5.45)
	NET CASH FLOW FROM FINANCING ACTIVITIES (TOTAL-C)	(14,953.87)	38,798.71
	NET CHANGES IN CASH AND BANK BALANCES (TOTAL-A+B+C)	(5,690.78)	5,100.66
	Cash & Bank Balance-Opening Balance	6381.99	1281.33
	Cash & Bank Balance-Closing Balance	691.21	6381.99
	Cash & Bank Balance		
	Cash in hand	231.30	75.13
	Balance with Scheduled Bank	459.91	6,306.86
		691.21	6,381.99

Notes:

- Statement has been prepared under the Indirect Method as set out in the Accounting Standard AS-3 on Cash flow Statement.
- Figures in Brackets represent outflows.
- Previous year figures have been recast / rearranged wherever considered necessary.

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing

Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &

Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. COMPANY INFORMATION

- KRBL Limited (the Company) is a Domestic Public Limited company and listed on the Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The Company is World's leading Basmati Rice player with milling capacity of 195 MT per hour. The company has fully integrated operations with involvement in every aspect of Basmati value chain, right from seed development, contact farming, procurement of paddy, storage, processing, packaging, branding and marketing. Among the many brands launched by the company "India Gate" is the flagship brand both in Domestic and International Markets.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Accounting Convention

- The Financial Statements are prepared on the historical cost convention on going concern basis and in accordance with the applicable accounting standards notified under relevant provisions of the Companies Act, 2013 and other Accounting principles generally accepted in India, to the extent applicable.

2.2 Use of Estimates

- The preparation of Financial Statements requires management to make certain assumptions and estimates that affect the reported amount the Financial Statements and Notes thereto. Difference between actual results and estimates are recognized in the period in which they materialize.

2.3 Fixed Assets including intangible Assets

- Fixed Assets are stated at cost of acquisition / installation inclusive of freight, duties, taxes and all incidental expenses and net of accumulated depreciation. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs. All up gradation / enhancements are generally charged off as revenue expenditure unless they bring similar significant additional benefits.
- Intangible assets are stated at their cost of acquisition.
- Freehold Land is stated at original cost of acquisition.
- Capital work-in-progress is stated at amount spent up to the date of Balance Sheet.

2.4 Depreciation and Amortization

- Depreciation on fixed assets has been provided on straight line method, in terms of useful life of the Assets as prescribed in Schedule II of Companies Act, 2013.

- Computer software charges, patent, trademark & design and Goodwill are recognized as intangible assets and amortized on straight line method over a period of 10 years except one software which is depreciated in 6 years on straight line method based upon life of servers where it is installed.
- Leasehold land is amortized on straight line method over the lease period.

2.5 Investments

- Investments that are readily realizable and are intended to be held for not more than one year at the point of acquisition are classified as "Current Investments". All other Investments are classified as "Non-Current Investments". Current investments are stated at lower of cost and fair value. Non-current investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of non-current investments.

2.6 Inventories

- Items of inventories are measured at lower of cost or net realizable value. Raw material on shop floor and work-in process is taken as part of raw material and valued accordingly.
- The cost is calculated on weighted average cost method and it comprises expenditure incurred in normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity. Obsolete, slow moving & defective inventories are identified at the time of physical verification and wherever necessary a provision is made.
- By-products are valued at net realizable value and are deducted from the cost of main product.
- Inventory of Finished Excisable products are valued inclusive of Excise Duty.

2.7 Revenue Recognition and Accounting for Sales & Services

- Export sales are accounted for on the basis of date of bill of lading and adjusted for exchange fluctuations on exports realized during the year and the trade receivable in foreign exchange which are restated at the year end. Domestic sales are recognized on the dispatch of goods to the customers and are net of discounts, Sales Tax, Excise Duty, Returns. Gross sales includes Excise Duty and then reduced thereafter to compute net sales in conformity with AS-14 on disclosure of the revenue from sale transaction. Sale of energy is accounted for on basis of energy supplied. Sale of Certified Emission Reduction (CER) is recognized as income on delivery of CERs to the customer. Sale of Renewable Energy

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Certificate (REC) is recognized as income on sale of REC on the IEX / PXIL. Dividend income is recognised when the right to receive Dividend is established. Revenue and Expenditure are accounted for on going concern basis. Interest Income / Expenditure is recognized using the time proportion method based on the rates implicit in the transaction.

- Revenue in respect of Insurance / others claims, Interest, Commission, etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

2.8 Proposed Dividend

- Dividend (including Dividend Tax thereon, if any) are provided for in the books of account as proposed by the Directors pending for approval at the ensuing Annual General Meeting.

2.9 Research and Development

- Revenue expenditure on Research & Development is written off in the year in which it is incurred. Capital Expenditure on Research & Development is included under Fixed Assets.

2.10 Treatment of Employee Benefits

- Contributions to defined provident fund are charged to the profit and loss account on accrual basis. Present liability for future payment of gratuity and unavailed leave benefits are determined on the basis of actuarial valuation at the balance sheet date and charged to the profit and loss account. Gratuity fund is managed by the Kotak Life Insurance.

2.11 Foreign Currency Transactions

- The transactions in foreign currencies are recognized at rate of overseas currencies ruling on the date of transaction. Gain / (loss) arising on account of rise or fall in overseas currencies vis a vis reporting currencies between the date of transaction and that of payment is charged to statement of Profit& loss account.
- Year-end balance of foreign currency monetary items is translated at the year-end rates and the corresponding effect is given in the respective accounts. Transactions completed during the year are adjusted on actual basis.
- Exchange difference on forward contract is also recognized in Profit & Loss Account on change of Exchange rate at the reporting date.
- Transactions covered by cross currency swap contracts to be settled on future dates are recognised at the year-end rates of

the underlying foreign currency. Effects arising from swap contracts are adjusted on the date of settlement.

- In respect of Non integral foreign operation-both monetary and non-monetary items are translated at the closing rate and resultant difference is accumulated in foreign currency translation reserve, until the disposal of net investment.
- Non monetary foreign currency item are carried at cost.

2.12 Government Grant

- Government grant is considered for inclusion in accounts only when conditions attached to them are complied with and it is reasonably certain that ultimate collection will be made. Grant received from government towards fixed assets acquired / constructed by the Company is deducted out of gross value of the asset acquired / constructed and depreciation is charged accordingly.

2.13 Borrowing Costs

- Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of such assets till such time as the assets are ready for their intended use or sale. All other borrowing costs are recognised as expense in the period in which they are incurred.

2.14 Taxes on Income

- The liability of Company on Account of Income Tax is estimated considering the provisions of Income tax Act 1961.
- Deferred tax is recognised subject to the consideration of prudence on timing differences being the difference between book and tax profits that originate in one year and capable of reversal in one or more subsequent years.

2.15 Leases

- In respect of Operating leases, rentals are expensed with reference to lease terms and other considerations.

2.16 Provisions, Contingent Liability and Contingent Assets

- The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent Assets neither recognised nor disclosed in the Financial Statement.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2.17 Segment Reporting

- Segments are identified based on dominant source and nature of risks and returns and internal financial reporting system to the management. Inter segment revenue are accounted for on the basis of transactions which are primarily market led. Revenue and expenses which relate to enterprises as a whole and are not attributable to segments are included under "Other Unallocable Expenditure Net of Unallocable Income".

2.18 Financial and Management Information System

- An Integrated Accounting System has been put to practice which unifies both Financial Books and Costing Records. The books of account and other records have been designated to facilitate compliance with the relevant provisions of the Companies Act on one hand and provides Internal Financial Reporting System for Planning, Review and Internal Control on the other. The Cost Accounts are designed to adopt Costing Systems appropriate to the business carried out by the Division, with each Division incorporating into its costing system, the basic tenets and principles of Standard Costing, Budgetary Control and Marginal Costing as appropriate.

2.19 Impairment of Assets

- The Company assesses at each Balance Sheet date whether there is any indication that an assets may be impaired. If any such Indication exists; the Company estimates the recoverable amount of assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the assets belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit & Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at recoverable amount.

2.20 Mergers / Amalgamation

- Mergers / Amalgamations (of the nature of Merger) of other company / body Corporate with the company are accounted for on the basis of purchase method, the Assets / Liabilities being incorporated in terms of values of assets and Liabilities appearing in the books of transferor entity on the date of such merger / amalgamation for the purpose of arriving at the figure of Good will or amalgamation reserve.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3. SHARE CAPITAL

The Authorised, Issued, Subscribed and Paid-up Share Capital comprises of Equity Shares having par value of ₹1 each as follows:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Authorised Shares		
30,00,00,000 (P.Y. 30,00,00,000) Ordinary Equity Shares of ₹1 each	3,000.00	3,000.00
Total Authorised Share Capital	3,000.00	3,000.00
Issued & Subscribed Shares		
23,62,44,892 (P.Y. 23,62,44,892) Ordinary Equity Shares of ₹ 1 each	2,362.45	2,362.45
Total Issued & Subscribed Share Capital	2,362.45	2,362.45
Paid up Shares		
23,53,89,892 (P.Y. 23,53,89,892) Ordinary Equity Shares of ₹ 1 each, Fully Paid up	2,353.90	2,358.19
Total Paid up Share Capital (Refer to Note No. 30.03)	2,353.90	2,358.19

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Ordinary Equity Shares outstanding at the beginning of the year	23,53,89,892	2,353.90	24,19,46,288	2,419.46
Ordinary Equity Shares issued during the year	-	-	-	-
Ordinary Equity Shares bought back during the year	-	-	65,56,396	65.56
Ordinary Equity Shares outstanding at the end of the year	23,53,89,892	2,353.90	23,53,89,892	2,353.90

b) Terms / rights attached to ordinary Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 1 per share. Each holder of Equity Shares is entitled to be vote per share. The Company declares and pays dividend in Indian rupees. The Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2015, the amount of per share dividend recognized as distributions to equity shareholders is ₹ 1.70 per share (P.Y: ₹ 1.20 per share).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the Company

S.No	Particulars	As at March 31, 2015		As at March 31, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Anil Kumar Mittal	1,84,90,648	7.86%	1,84,90,648	7.86%
2	Anoop Kumar Gupta	1,88,96,876	8.03%	1,88,96,876	8.03%
3	Arun Kumar Gupta	1,91,58,500	8.14%	1,91,58,500	8.14%
4	Radha Raj Ispat Private Limited	2,79,13,892	11.86%	2,75,21,150	11.69%
5	Reliance Commodities DMCC	2,29,00,000	9.73%	2,29,00,000	9.73%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- d) **Aggregate number of bonus shares issued, Shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:** During the Buy-Back period i.e. March 4, 2013 to February 11, 2014, the Company has Bought Back and Extinguished 77,22,048 Equity Shares at an average price of ₹ 23.58 per share, utilising a sum of ₹18.21 Crores (Rupees Eighteen Crores Twenty One Lacs) excluding Transaction Cost. Aggregate number of Bonus shares issued in last 5 years immediately preceding the reporting date is Nil.

4. RESERVES AND SURPLUS

Reserves and Surplus consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Capital Redemption Reserve		
Balance as per the last Financial Statements	77.22	11.66
Add: Transferred to Capital Redemption Reserve on Buy-back of Equity Shares	-	65.56
Closing Balance (A)	77.22	77.22
Securities Premium Reserve		
Balance as per the last Financial Statements	9,655.04	11,190.63
Add: Received during the year	-	-
Less: Buy-back of Equity Shares	-	1,470.02
Less: Transferred to Capital Redemption Reserve on Buy-back of Equity Shares	-	65.57
Closing Balance (B)	9,655.04	9,655.04
General Reserve		
Balance as per the last Financial Statements	13,046.20	9,046.20
Add: Transferred from Profit & Loss Appropriations A/c	6,000.00	4,000.00
Add: Amount originally received on Forfeited Shares Transferred to General Reserve (Refer to Note No. 30.03)	4.29	
Closing Balance (C)	19,050.49	13,046.20
General Reserve		
Balance as per the last Financial Statements	76,859.24	57,139.69
Add: Profit for the year as per the Statement of Profit and Loss	28,085.76	26,531.34
Less: Appropriations		
Proposed Dividend [Including Tax on Proposed Dividend (Amount per share ₹ 1.70 (P.Y. ₹ 1.20)]	4,001.63	2,811.79
Transitional adjustment on account of Depreciation [Net of Deffered Tax ₹ 92.47 Lacs (PY: Nil)]	179.59	-
Transfer to General Reserve	6,000.00	4,000.00
Total Appropriations	10,181.22	6,811.79
Closing Balance (D)	94,763.78	76,859.24
Total Reserves & Surplus (A+B+C+D)	1,23,546.53	99,637.70

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

5. LONG-TERM BORROWINGS

Long-Term Borrowings consist of the following:

(₹ in Lacs)

Particulars	Non Current		Current	
	As at	As at	As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Secured				
Term Loans-From Banks				
a) State Bank of India (Tokyo Branch) - (Foreign Currency Loan) #	1,407.94	3,285.19	1,877.25	1,877.25
b) HSBC Bank (Mauritius) Limited (Foreign Currency Loan) #	-	705.00	705.00	1,410.00
c) ICICI Bank (Bahrain Branch) - (Foreign Currency Loan) #	6,197.95	6,972.70	774.74	774.74
d) State Bank of India #	5,419.29	-	335.72	-
e) Kotak Mahindra Bank Limited #	3,538.46	-	461.54	-
f) HSBC Bank Limited #	3,375.00	4,875.00	1,500.00	1,125.00
g) HSBC Bank Limited #	3,333.33	4,444.44	1,111.11	555.56
h) ICICI Bank Limited #	209.05	271.83	62.78	69.29
i) HDFC Bank Limited #	-	-	-	60.00
j) Corporation Bank Limited #	42.86	128.57	85.71	85.71
k) Corporation Bank Limited #	77.00	105.00	28.00	28.00
l) Corporation Bank Limited #	28.00	44.00	16.00	16.00
Sub-Total	23,628.88	20,831.73	6,957.85	6,001.55
Less: Shown under other current liabilities (Refer to Note No. 10)	-	-	6,957.85	6,001.55
Total	23,628.88	20,831.73	-	-

Secured by first pari-passu charge on entire movable and immovable Fixed Assets of the Company and second pari-passu charge on entire current assets of the Company.

- There is no default in repayment of any of the above loan.

S. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
a)	ECB Loan from State Bank of India (Tokyo Branch) [Sanctioned Amount US \$15 Million (Approximately ₹ 75.09 Crores)]	Repayable in 16 quarterly installments of US \$ 9.38 Lacs (₹ 469.31 Lacs) each, starting from January 2013 and maturing on October 2016 i.e. Balancing period of 1 year and 7 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 235 Basis Points	Repayable in 16 quarterly installments of US \$ 9.38 Lacs (₹ 469.31 Lacs) each, starting from January 2013 and maturing on October 2016 i.e. Balancing period of 2 years and 7 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 235 Basis Points
b)	ECB Loan from HSBC Bank (Mauritius) Limited [Sanctioned Amount US \$ 12 Million (Approximately ₹ 60.00 Crores)]	Repayable in 16 quarterly installments of US \$ 7.50 Lacs (₹ 352.50 Lacs) each, starting from December 2011 and maturing on September 2015 i.e. Balancing period of 6 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 275 Basis Points	Repayable in 16 quarterly installments of US \$ 7.50 Lacs (₹ 352.50 Lacs) each, starting from December 2011 and maturing on September 2015 i.e. Balancing period of 1 Year and 6 Months from Balance Sheet Date	Interest to be paid quarterly@ 3 Months LIBOR plus 275 Basis Points

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

S. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
c)	ECB Loan from ICICI Bank (Bahrain) Branch [Sanctioned Amount US\$ 12.51 Million (Approximately ₹ 77.47 Crores)]	Repayable in 20 semi annual installments of US \$ 6.26 Lacs (₹ 387.37 Lacs) each, starting from August 2014 and maturing on February 2024 i.e. Balancing period of 8 years and 11 Months from Balance Sheet Date	Interest to be paid Half yearly @ 6 Months LIBOR plus 258 Basis Points	Repayable in 20 semi annual installments of US \$ 6.26 Lacs (₹ 387.37 Lacs) each, starting from August 2014 and maturing on February 2024 i.e. Balancing period of 9 years and 11 Months from Balance Sheet Date	Interest to be paid Half yearly @ 6 Months LIBOR plus 258 Basis Points
d)	Term Loan from State Bank of India#	Repayable in 28 quarterly installments of ₹ 335.71 Lacs each, starting from December 2015 and maturing on June 2023 i.e. Balancing period of 8 years and 11 Months from Balance Sheet Date	Interest to be paid on monthly basis at Base Rate +0.25% p.a.	-	-
e)	Kotak Mahindra Bank Limited #	Repayable in 26 quarterly installments of ₹ 153.85 Lacs each, starting from September 2015 and maturing on June 2021 i.e. Balancing period of 6 years and 3 Months from Balance Sheet Date	Interest to be paid on monthly basis at Base Rate +0.10% p.a.	-	-
f)	Term Loan from The Hongkong And Shanghai Banking Corporation Limited (Sanctioned Amount ₹ 60 Crores)	Repayable in 16 quarterly installments of ₹ 375.00 Lacs each, starting from September 2014 and maturing on June 2018 i.e. Balancing period of 3 years and 3 Months from Balance Sheet Date	Interest to be paid Monthly@ 9.45% p.a.	-	-
g)	Term Loan from The Hongkong And Shanghai Banking Corporation Limited (Sanctioned Amount ₹ 50 Crores)	Repayable in 18 quarterly installments of ₹ 28.00 Lacs each starting from December, 2014 and maturing on March 2019 i.e. Balancing period of 4 years from Balance Sheet Date	Interest to be paid Monthly@ 10% p.a.	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sr. No.	Type of Secured Loan, Name of Bank & Sanctioned Amount	As at March 31, 2015		As at March 31, 2014	
		Terms of Repayment	Rate of Interest	Terms of Repayment	Rate of Interest
h)	Term Loan from ICICI Bank Limited (Sanctioned Amount ₹ 4 Crores)	Repayable in 20 quarterly installments of ₹ 18.95 Lacs each starting from December 2013 and maturing on September 2018 i.e. Balancing period of 3 years and 6 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 20 quarterly installments of ₹ 18.95 Lacs each starting from December 2013 and maturing on September 2018 i.e. Balancing period of 4 years and 6 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
i)	Term Loan from HDFC Bank Limited (Sanctioned Amount ₹ 3 Crores)	-	-	Repayable in 20 quarterly installments of ₹ 15.00 Lacs each starting from June 2010 and maturing on March 2015 i.e. 1 years from Balance Sheet Date	Interest to be paid quarterly @ 9% p.a.
j)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 6 Crores)	Repayable in 28 quarterly installments of ₹ 21.43 Lacs each starting from November 2009 and maturing on August 2016 i.e. Balancing period of 1 years and 5 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 28 quarterly installments of ₹ 21.43 Lacs each starting from November 2009 and maturing on August 2016 i.e. Balancing period of 2 years and 5 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
k)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 1.68 Crores)	Repayable in 24 quarterly installments of ₹ 7.00 Lacs each starting from April 2013 and maturing on January 2020 i.e. Balancing period of 4 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 24 quarterly installments of ₹ 7.00 Lacs each starting from April 2013 and maturing on January 2020 i.e. Balancing period of 5 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.
l)	Term Loan from Corporation Bank Limited (Sanctioned Amount ₹ 0.80 Crores)	Repayable in 20 quarterly installments of ₹ 4.00 Lacs each, starting from April 2013 and maturing on January 2019 i.e. Balancing period of 3 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.	Repayable in 20 quarterly installments of ₹ 4.00 Lacs each, starting from April 2013 and maturing on January 2019 i.e. Balancing period of 4 years and 10 Months from Balance Sheet Date	Interest to be paid Monthly@ Bank Base Rate Plus 0.50% p.a.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

6. DEFERRED TAX LIABILITIES (NET)

Major Components of Deferred Tax Liabilities consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Deferred Tax Liabilities		
Related to Fixed Assets #	1,374.41	1,660.70
Deferred Tax Assets		
Provision for Employee Benefits	(104.56)	(73.24)
Others	(3.22)	-
Net Provision For Deferred Tax Liabilities	1,266.63	1,587.46

Adjustment of ₹ 92.47 Lacs on account of implementation of Schedule II of Companies Act, 2013.

7. LONG-TERM PROVISIONS

Long-Term Provisions consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Provisions for Employee Benefits		
Leave Encashment Payable	248.35	148.65
Total	248.35	148.65

8. SHORT-TERMS BORROWINGS

Short-Term Borrowings consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Secured #		
Loans Repayable on Demand		
From Banks	71,264.38	1,11,117.01
From Other Parties	-	-
Unsecured		
Loans Repayable on Demand		
From Banks	29,752.49	-
From Other Parties	-	-
Loans from Related Party	3,500.00	-
Total	1,04,516.87	1,11,117.01

Working capital facilities (fund based & non fund based limits) are secured by first pari-passu charge over stocks, stores, raw materials, work in progress, finished goods and also book debts, bills and moneys receivable of the Company by way of hypothecation. These facilities are further secured by second charge over the immovable & moveable assets of the Company & Personal Guarantee of Promoter Directors of the company.

- There is no default in repayment of Principal Loan or Interest thereon.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

9. TRADE PAYABLES

Trade Payables consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Acceptances	-	-
Others	15,475.16	14,703.56
Total	15,475.16	14,703.56

1. Creditors for Others are due in respect of goods purchases or services received in the normal course of business.
2. Based on information available with the company there are no dues payable to Micro, Small and Medium Enterprises, as defined in The Micro, Small and Medium Enterprises Development Act, 2006. This has been determined to the extent such parties have been identified on the basis of information available with the Company which has been relied upon by the Auditors.

10. OTHER CURRENT LIABILITIES

Other Current Liabilities consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Current maturities of long-term debts (Refer to Note No. 5)	6,957.85	6,001.55
Interest accrued but not due on borrowings	192.39	210.47
Unpaid dividends #	37.60	42.80
Advance payments from customers	14,498.04	7,354.26
Other payables		
Security Received	118.98	107.22
Statutory Dues Payable	358.28	331.85
Expenses Payable	2,142.81	741.98
Total	24,305.95	14,790.13

There are no amount due & outstanding to be credited to the Investor Education & Protection Fund.

11. SHORT-TERM PROVISIONS

Short-Term Provisions consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Employee benefits		
Bonus & Incentive Payable	89.06	101.39
Gratuity Payable	99.63	44.96
Salary & Wages Payable	297.22	263.18
Directors Remuneration Payable	13.34	13.15
Others		
Provision for Income-Tax	50.09	299.63
Provision for Wealth-Tax	5.73	5.29
Provision for Dividend	4,001.63	2,824.68
Provision for Tax on Dividend	-	-
Provision for Excise Duty	10.31	0.13
Total	4,567.01	3,552.41

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

12. FIXED ASSETS

Fixed Assets consist of the following:

Description	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at April 1, 2014	Addition during the year	Sale / deduction during the year	As at March 31, 2015	Up to March 31, 2014	For the Year	Sale / deduction during the year	Up to March 31, 2015	As at March 31, 2014	As at March 31, 2015
a. Tangible Assets:-										
Land-Freshhold	3,602.78	179.16	-	3,781.94	-	-	-	-	-	3,781.94
Land-Leasehold	521.61	190.77	-	712.38	59.77	23.87	-	83.64	628.74	461.84
Buildings	11,252.04	644.24	-	11,896.28	1,638.53	629.02	-	2,267.55	9,628.73	9,613.51
Plant & Machinery	69,062.88	11,370.26	1.35	80,431.79	28,773.93	4,455.80	0.14	33,229.59	47,202.20	40,288.95
Vehicle and Trolley	2,127.17	293.43	88.43	2,332.17	944.45	289.53	55.12	1,178.86	1,153.31	1,182.72
Furniture & Fixture	1,168.05	540.46	0.17	1,708.34	645.75	119.31	0.06	765.00	943.34	522.30
Total	87,734.53	13,218.32	89.95	1,00,862.90	32,062.43	5,517.53	55.32	37,524.64	63,338.26	55,672.10
b. Intangible Assets:-										
Patent, Trade mark & Design	22.37	-	-	22.37	9.77	2.24	-	12.01	10.36	12.60
Computer Software	167.51	53.17	-	220.68	67.16	20.33	-	87.49	133.19	100.35
Development Charges										
Total	189.88	53.17	-	243.05	76.93	22.57	-	99.50	143.55	112.95
Total a & b	87,924.41	13,271.49	89.95	1,01,105.95	32,139.36	5,540.10	55.32	37,624.14	63,481.81	55,785.05
Previous Year	70,219.52	17,787.79	82.90	87,924.41	26,432.62	5,764.46	57.72	32,139.36	55,785.05	43,786.90

Notes.

- None of the Fixed Assets has been revalued during the year.
- Addition to fixed Assets includes net borrowing cost capitalised during the year ₹ 497.41 Lacs (P.Y. ₹ 47.88 Lacs).
- There has been no impairment loss on Assets during the year.
- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II of the Companies Act, 2013, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of ₹ 272.06 Lacs on Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to ₹ 179.59 Lacs.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

13. NON CURRENT INVESTMENTS (REFER TO NOTE NO. 2.5 ON INVESTMENTS)

Non-Current Investments consist of the following:

TRADE-Unquoted-At Cost	Face Value	No. of Shares / Units		Amount (₹ in Lacs)	
		As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Equity Instruments-Fully paid up					
Wholly Owned Subsidiaries					
KRBL DMCC, Dubai	AED 1,000.00	1,800	1,800	217.27	217.27
Partially owned Subsidiaries					
K B Exports Private Limited [Extent of Holding 70% (P.Y. 70%)]	INR 10.00	21,00,000	21,00,000	210.00	210.00
Total		21,01,800	21,01,800	427.27	427.27
Quoted Investments		-	-	-	-
Unquoted Investments		21,01,800	21,01,800	427.27	427.27
Total		21,01,800	21,01,800	427.27	427.27

14. LONG-TERM LOANS AND ADVANCES

Long-Term Loans and Advances consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Unsecured-Considered Good		
Capital Advances	164.31	1,899.25
Security Deposit	1,060.44	1,321.02
Others loans and advance	1,218.39	1,251.51
Total	2,443.14	4,471.78

15. OTHER NON-CURRENT ASSETS

Other Non-Current Assets consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Unsecured-Considered Good		
FDR With Banks (Deposits with banks with Original Maturity of More than 12 months)	134.16	138.82
Total	134.16	138.82

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

16. CURRENT INVESTMENTS (REFER TO NOTE NO. 2.5 ON INVESTMENTS)

Current Investments consist of the following:

NON-TRADE-At Cost or Market Price / NAV whichever is lower	Face Value	No. of Shares / Units		Amount (₹ in Lacs)	
		As at	As at	As at	As at
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Equity Instruments-Fully paid up-Quoted					
NHPC limited	10.00	8,82,712	8,82,712	174.78	168.60
Coal India Limited	10.00	76,437	76,437	187.27	187.27
Power Grid Corporation of India Limited	10.00	1,07,667	1,07,667	96.90	96.90
Shipping Corporation of India Limited	10.00	2,42,265	2,42,265	112.53	100.54
MOIL Limited	10.00	18,923	18,923	52.34	47.58
Total (A)		13,28,004	13,28,004	623.82	600.89
Mutual Fund Instruments-Fully paid up-Unquoted					
SBI Infrastructure Fund-I - Regular Plan Growth	10.00	2,50,000	2,50,000	25.00	19.02
SBI Magnum Equity Fund - Regular Plan Dividend	10.00	36,127	36,127	10.43	10.43
Total (B)		2,86,127	2,86,127	35.43	29.45
Quoted Investments		13,28,004	13,28,004	623.82	600.89
Unquoted Investments		2,86,127	2,86,127	35.43	29.45
Total Investments (A + B)		16,14,131	16,14,131	659.25	630.34
Market Value of Quoted Investment		13,28,004	13,28,004	773.43	650.48

17. INVENTORIES (REFER TO NOTE NO. 2.6 FOR INVENTORIES)

Inventories consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Raw Materials	92,975.02	87,559.84
Finished goods#	85,695.93	75,496.53
Stores, Spares, Fuel & Packing Material	7,176.65	5,933.97
Total	1,85,847.60	1,68,990.34

Finished Goods includes transit stock.

18. TRADE RECEIVABLES

Trade Receivables consist of the following:

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	903.10	924.85
Unsecured, Considered Doubtful	-	-
Total (A)	903.10	924.85
Others		
Secured, Considered Good	102.18	85.35
Unsecured, Considered Good	30,552.69	26,915.11
Total (B)	30,654.87	27,000.46
Total (A+B)	31,557.97	27,925.31

- Debt due from Directors / Firm in which the Directors are interested ₹ 126.29 Lacs (P.Y. ₹ 67.50 Lacs)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

19. CASH & BANK BALANCES

Cash & Bank Balances consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Cash & Cash Equivalents		
Balance with banks:		
In Current Accounts	350.94	6,245.21
In Deposit with original maturity of less than 3 months	-	-
In Unpaid Dividend Account	37.60	42.80
Cash in hand	231.30	75.13
Other Bank Balances		
Deposits with original maturity of more than 12 months but within 12 Months from the Balance Sheet Date	71.37	18.85
Deposits with original maturity of more than 3 months but less than 12 months	-	-
Total	691.21	6,381.99

20. SHORT-TERM LOANS & ADVANCES

Short-Term Loan & Advances consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Statutory Dues Recoverable	1,898.66	1,113.22
Prepaid Expenses	565.45	619.33
Others	71.22	75.95
Total	2,535.33	1,808.50

21. OTHER CURRENT ASSETS

Other Current Assets consist of the following:

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Foreign Exchange Gain / (Loss) on Forward Contracts	80.86	200.97
Insurance Claim Recoverable	11.42	31.18
Income Receivable	613.86	391.07
Subsidy Receivable	51.88	104.00
Total	758.02	727.22

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

22. REVENUE FROM OPERATIONS

(REFER TO NOTE NO. 2.7 ON REVENUE RECOGNITION AND ACCOUNTING FOR SALES AND SERVICES)

Revenue From Operations consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Sale of Products		
Rice-Export	1,24,531.15	1,15,529.20
Rice-Domestic	1,69,650.05	1,49,789.88
Electricity Generation (Including CERs Sale)	5,848.00	3,993.64
Bran Oil-Domestic	2,974.03	2,522.75
Furfural-Export	291.38	210.11
Furfural-Domestic	444.55	317.76
Rice Bran-Domestic	1,645.32	2,483.12
Glucose-Export	6.90	-
Glucose-Domestic	75.10	136.20
Sale of Traded Products		
Seed-Domestic	2,738.31	1,647.61
By Products, Scrap & Others	3,163.75	2,535.75
Other Operating Revenues	-	-
Gross Revenue From Operation	3,11,368.54	2,79,166.02
Less: Excise Duty	67.38	35.08
Net Revenue From Operations	311,301.16	2,79,130.94

23. OTHER INCOME

Other Income consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Warehouse Income	94.56	94.56
Gain / (Loss) on Sale / Revaluation of Securities	28.91	32.26
Interest Income	176.48	941.96
Dividend Income	25.44	-
Dividend from Subsidiary Company	-	5,110.45
Other Non-Operating Income	12.87	10.47
Total	338.26	6,189.70

24. COST OF MATERIALS CONSUMED

Cost of Material Consumed consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Paddy	1,68,413.45	1,36,866.85
Rice	64,455.70	60,925.49
Others	11,805.02	11,901.73
Total	2,44,674.17	2,09,694.07

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

25. PURCHASE OF TRADED GOODS

Purchase of Traded Goods consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Seeds	1,496.15	1,596.58
Total	1,496.15	1,596.58

26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Stocks at the beginning of the year		
Rice	73,039.18	81,038.28
Seeds	1,788.33	632.96
Others	669.03	781.93
Total (A)	75,496.54	82,453.17
Less: Stocks at the end of the year		
Rice	83,636.92	73,039.18
Seeds	1,239.00	1,788.33
Others	820.01	669.03
Total (B)	85,695.93	75,496.54
Total (A-B)	(10,199.39)	6,956.63

27. EMPLOYEE BENEFITS EXPENSE (REFER TO NOTE NO. 2.10 ON TREATMENT OF EMPLOYEE BENEFITS)

Employee Benefits Expense consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Salaries, Wages, Bonus & Gratuity	5,075.76	4,304.15
Contribution to EPF and Other Funds	259.81	210.03
Total	5,335.57	4,514.18

28. FINANCE COSTS

Finance Costs Consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Expenses		
On Term Loans	2,161.03	1,309.16
On Others	5,533.59	5,962.07
Total (A)	7,694.62	7,271.23
Bank Charges	247.31	190.88
Foreign Currency Fluctuation	144.16	137.90
Total (B)	391.47	328.78
Total Finance Cost (A+B)	8,086.09	7,600.01

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

29. OTHER EXPENSES

Other Expenses consist of the following:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Power and Fuel	811.51	1,003.77
Consumption of Stores and Spares	700.07	499.55
Repairs and Maintenance		
Machinery	1,697.48	1,110.88
Buildings	134.05	117.99
Others	87.43	72.22
Land, Warehouse & Godown Rent	278.72	301.09
Fumigation Charges	258.06	228.49
Freight and Cartage	1,108.68	1,001.89
Travelling and Conveyance	376.30	297.88
Postage, Telegram and Telephones	80.11	73.76
Rent Office and Others	266.27	228.13
Legal and Professional Charges	156.40	217.78
Fees, Rates and Taxes	111.88	91.84
Vehicle Running & Maintenance	167.11	115.54
Insurance Charges	77.95	66.60
Payment to Auditors		
For Audit	17.98	17.98
For Tax Audit	2.81	2.81
For Taxation & Certification Work	1.69	1.69
Internal Auditor's Fees	20.22	-
Printing and Stationery	67.05	30.82
Testing & Inspection Charges	28.02	43.49
Charity and Donations	116.99	10.35
(Profit)/Loss on Sale of Fixed Assets	7.38	0.74
Freight on Sales	4,507.85	3,916.20
Clearing and Forwarding Charges	881.77	774.22
Sales and Business Promotion Expenses	118.08	141.84
Advertisement Expenses	2,673.15	1,890.61
Meeting and Seminar Expenses	210.49	263.24
Schemes, Incentives and Discounts on Sales	4,930.87	2,252.13
Commission and Brokerage Expenses	606.11	526.41
Taxes on Sales	494.77	607.90
Other Miscellaneous Expenses	239.95	127.01
Total	21,237.20	16,034.85

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30. OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.01 Contingent liabilities not provided for in respect of:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
(i) Claims against the Company not acknowledged as debts		
(a) Liability relating to Bank Guarantee	1,189.28	369.57
(b) Liability relating to Bills Discounted with Scheduled Banks	-	909.68
(c) Disputed liability in respect of Income Tax Demand in appeal	5.86	3.41
- Amount paid against disputed Income Tax appeal as ₹ Nil (P.Y. ₹ Nil)		
(d) Disputed liability relating to Sales Tax / VAT	8.63	31.07
- Amount paid against disputed Sales Tax / VAT appeal as ₹ 8.63 Lacs (P.Y. ₹ 27.32 Lacs)		
(e) Disputed purchase tax liability on paddy purchased in the course of exports*	905.49	905.49
- Amount paid against disputed purchase tax liability under appeal ₹ 226.37 Lacs (P.Y. ₹ 226.37 Lacs)		
(f) Disputed liability relating to Market Fees(Fazilka, Punjab)	-	15.09
- Amount paid against disputed Market Fees is ₹ 5.25 Lacs (P.Y. ₹ 3.86 Lacs)		
(g) Others	28.24	50.08
- Amount paid against other disputed liabilities is ₹ Nil (P.Y. Nil)		
Total	2,137.50	2,284.39

* Note: The appeal is pending before Hon'ble VAT Tribunal, Punjab. As per the legal opinion the demand created by VAT department is arbitrary and the matter will be discussed in favour of company.

30.02 Auditors Remuneration:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Auditors		
Audit Fees	17.98	17.98
Tax Audit Fees	2.81	2.81
Taxation Matters	1.69	1.69
Certification of other statements	0.90	3.79
Expenses including Boarding & Lodging	0.34	0.58
Total (A)	23.72	26.85
Cost Auditors		
Audit Fees	0.57	0.56
Expenses including Boarding & Lodging	0.16	0.24
Total (B)	0.73	0.80
Total (A+B)	24.45	27.65

30.03 Brief Information on the Treatment of Amount Received on Forfeited Shares:

Subsequent to Introduction of Schedule III of Companies Act, 2013, the amount of ₹ 4.29 Lacs originally received against forfeited shares, earlier shown as addition to paid-up capital and now has been transferred to General Reserve.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.04 Details of movement in Provisions related to Income Tax and Wealth Tax in accordance with Accounting Standard AS-29:

(₹ in Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Income Tax		
Provisions as on April 1, 2014	299.63	103.82
Addition made during the Year	7,465.00	7,095.00
Adjustment / Reverse / Paid	(7,714.54)	(6,899.19)
Provisions as at March 31, 2015	50.09	299.63
Wealth Tax		
Provisions as on April 1, 2014	5.29	5.45
Addition made during the Year	5.73	5.29
Adjustment / Reverse / Paid	(5.29)	(5.45)
Provisions as at March 31, 2015	5.73	5.29

30.05 In the opinion of the Board and to the best of their knowledge and belief, the valuation on realisation of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

30.06 Value of raw materials, including packaging materials, spare parts and components consumed during the year:

Particulars	Percentage		Value (₹ in Lacs)	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Raw Material				
Imported	-	-	-	-
Indigeneous	100%	100%	2,32,869.15	1,97,792.33
Spare Parts, Components & Packing Materials				
Imported	0.26%	0.90%	31.40	99.86
Indigeneous	99.74%	99.10%	12,074.11	11,025.39

30.07 A sum of ₹ 283.84 Lacs (P.Y. ₹ 30.95 Lacs) has been received from DMI through NABARD towards construction of rural godown and a sum of ₹ 51.88 Lacs (P.Y. ₹ 104.00 Lacs) is receivable from DMI through NABARD towards construction of rural godown. The entire grant so received / receivable has been deducted from the respective cost of the Capital Expenditure.

30.08 CIF value of Imports made during the year in respect of:

(₹ in Lacs)

Particulars	March 31, 2015	March 31, 2014
Components and Spare Parts	31.40	99.86
Capital Goods Purchased	343.21	98.99

30.09 Earnings in Foreign Exchange on Mercantile basis: 1,22,698.20 1,11,070.41

30.10 F.O.B. Value of Exports: 1,22,489.86 1,13,806.15

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.11 Expenditure in foreign currency on Mercantile basis:

(₹ in Lacs)

Particulars	March 31, 2015	March 31, 2014
Foreign Travel & Other(Total)	-	73.01
-By Directors ₹ Nil (P.Y. ₹ 0.32)		
Ocean Freight	1,993.90	1,409.86
Legal, Professional & Other charges	44.81	46.54
Selling & Distribution Expenses	18.59	43.04
Interest on Foreign Currency Loans	176.98	-
Others	130.17	27.49

30.12 Managerial Remuneration to Executive Directors:

(₹ in Lacs)

Particulars	March 31, 2015	March 31, 2014
- On Account of Salary	276.24	270.48
- On Account of Perquisites	12.78	98.40

(₹ in Lacs)

30.13 Payment of Insurance charges on account of Keyman Insurance policy:	26.00	36.19
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(₹ in Lacs)

30.14 Unclaimed Dividend pending on account of non presentation of cheques has been deposited in separate accounts with Scheduled Bank:	37.60	42.80
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30.15 Remittance in Foreign Currency on account of Dividend:

Particulars	March 31, 2015	March 31, 2014
(a) No. of Non-Resident shareholders	5	5
(b) No. of Equity Shares held by them	3,90,00,000	3,90,00,000
(c) Amount of Dividend paid (₹ in Lacs)	468.00	312.00
(d) Year to which the Dividend relates	2013-14	2012-13

30.16 Amount Received in Foreign Currency on account of Dividends:

Particulars	March 31, 2015	March 31, 2014
(a) Name of the Company from whom dividend is Received	KRBL DMCC	KRBL DMCC
(b) Type of Company	Wholly Owned Subsidiary	Wholly Owned Subsidiary
(c) Amount of Dividend Received (₹ in Lacs)	-	5,075.68
(d) Year to which the Dividend relates	-	2012-13 & 2013-14

30.17 There is no prior period item, which is considered material for the purpose of disclosure in accordance with the Accounting Standard AS-5 on "Net Profit or Loss for the period, Prior Period items and changes in Accounting Policies".

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.18 The Company has In-House R & D Centre, The details of revenue / capital expenditure incurred by the R&D Centre during the year is as under:

1) Revenue Expenditure charged to Profit & Loss Account		
i) Salary and other Benefits	270.16	230.32
ii) Others	87.50	67.93
Total	357.66	298.25
2) Capital expenditure shown under Fixed assets schedule	-	-
Grand Total (1 + 2)	357.66	298.25

30.19 Intangible Assets:

In accordance with Accounting Standard AS-26 on 'Intangible Assets', ₹ 53.17 Lacs (P.Y. ₹ Nil) have been capitalized on account of computer software development charge.

30.20 Corporate Dividend Tax:

In view of the amended provision of Section 115-O(IA)(i) of the Income Tax Act, 1961, no provision of Corporate Dividend Tax has been made in the books of accounts as the Company has set-off declared Foreign Dividend from its Subsidiary Company against declare Dividend.

30.21 Earnings per Share (EPS):

EPS is calculated by dividing the profit attributable to the Equity shareholders by the average number of Equity Shares outstanding during the year. Number used for calculating basic and diluted earnings per equity is stated below:

Particulars	March 31, 2015	March 31, 2014
Profit After Tax (₹ in Lacs)	28,085.76	26,531.34
Weighted average number of Equity shares for Basic & Diluted	23,53,89,892	23,53,89,892
Nominal value per equity share (Amount in ₹)	1.00	1.00
Earnings per share (Basic & Diluted)	11.93	11.27

30.22 The Company has entered into lease agreement for the period of five years, which are in the nature of operating leases as defined in the Accounting Standards (AS-19) in respect of leases.

A) Future minimum lease payment under non cancellable operating lease in respect of lease agreement:	(₹ in Lacs)	
-Not later than one year	-	84.00
-Later than one year but not later than five years	738.96	192.00
-Later than five years	-	938.97
B) Lease payment recognised in the statement of Profit and Loss Account, in respect of operating lease agreement	309.24	258.05

C) Significant Leasing arrangement:

The Company has entered into leasing arrangements in respect of godowns / premises.

(i) Basis of determining contingent rent:

- Contingent rents are payable for excessive, improper or unauthorized use of the assets, beyond the terms of the lease agreement, prejudicially affecting the resale value of the asset, either by way of increase in lease rentals or by way of lump-sum amount, as agreed between the parties.

(ii) Renewal / purchase options & escalation clauses:

- Lease agreements are renewable for further period or periods on terms and conditions mutually agreed between the parties. Variations in lease rentals are made in the event of a change in the basis of computation of lease rentals by the lessor.

(iii) There are no restrictions imposed by the lease arrangements, concerning dividends, additional debt and further leasing.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.23 Segment Disclosure Accounting Standard AS-17 for the year ended March 31, 2015. Figures in Brackets are in respect of previous year ended March 31, 2014:

(₹ in Lacs)

Particulars	Agri	Energy	Others	Unallocable	Total
Segment operating Revenue					
External	3,05,453.00	11,254.00			3,16,707.00
	(2,75,138.00)	(8,961.00)			(2,84,099.00)
Less: Inter-Segment		5,406.00			5,406.00
		(4,968.00)			(4,968.00)
Segment Result					
Profit / (Loss) before Tax and Interest	39,807.70	3,877.00			43,684.70
	(40,855.82)	(609.00)			(41,464.82)
Less: Interest				8,086.09	8,086.09
				(7,600.01)	(7,600.01)
Other Unallocable expenditure net of unallocable income				276.00	276.00
				(203.00)	(203.00)
Profit before Taxation					35,322.61
					(33,661.82)
Provision for Taxation-Current				7,465.00	7,465.00
				(7,095.00)	(7,095.00)
Tax Relating to Earlier Years				0.21	0.21
				(44.50)	(44.50)
Deferred Tax				(228.36)	(228.36)
				(9.03)	(9.03)
Profit after Taxation				28,085.76	28,085.76
					(26,531.34)
Other Information					
Segment Assets	2,48,449.36	51,459.92			2,99,909.28
	(2,36,591.19)	(32,135.65)			(2,68,726.84)
Segment Liabilities	1,44,913.43	3,951.56			1,48,864.99
	(1,38,609.77)	(5,553.34)			(1,44,163.11)
Capital Expenditure including CWIP	13,418.30	9,786.48			23,204.78
	(17,072.93)	(786.42)			(17,859.35)
Depreciation	3,091.30	2,176.73			5,268.03
	(2,238.72)	(3,525.74)			(5,764.46)
Non Cash Expenses (Other than depreciation)	113.72	0.05			113.77
	(41.40)	-			(41.40)

Geographical Segment	March 31, 2015	March 31, 2014
Segment Assets		
Middle East	1,373.47	3,332.09
Other Than Middle East	16,974.73	13,153.77
India	2,81,561.08	2,52,240.98
Total	2,99,909.28	2,68,726.84
Segment Revenue		
Middle East	98,551.66	93,836.60
Other Than Middle East	26,271.00	21,902.41
India	1,86,478.50	1,63,391.93
Total	3,11,301.16	2,79,130.94

- a) The business groups comprise of the following:
- Agri-Agri commodities such as rice, Furfural, seed, bran, bran oil, etc.
 - Energy-Power generation from wind turbine, husk based power plant & solar power plant.
- b) The Geographical segments considered the following disclosures:
- Sales within India
 - Sales outside India
 - a) Middle East
 - b) Other than Middle East

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.24 Related Party Disclosures Accounting Standard AS-18:

A) Related parties and their relationship:

- 1) **Subsidiary Company** : KRBL DMCC
: K B Exports Private Limited
- 2) **Key Managerial Persons:**
 - Mr. Anil Kumar Mittal : Chairman & Managing Director
 - Mr. Arun Kumar Gupta : Joint Managing Director
 - Mr. Anoop Kumar Gupta : Joint Managing Director
 - Ms. Priyanka Mittal : Whole Time Director
 - Mr. Ashok Chand : Whole Time Director
 - Mr. Rakesh Mehrotra : Chief Financial Officer
 - Mr. Raman Sapra : Company Secretary
- 3) **Independent Non-Executive Directors:**
 - Dr. Narpinder Kumar Gupta : Non Executive & Independent Director
 - Mr. Vinod Ahuja : Non Executive & Independent Director
 - Mr. Ashwani Dua : Non Executive & Independent Director
 - Mr. Shyam Arora : Non Executive & Independent Director
 - Mr. Devendra Kumar Aggawal : Non Executive & Independent Director
- 4) **Employee benefit plans where there is significant influence:**
KRBL Limited Employees Group Gratuity Trust:
- 5) **Relatives of Key Managerial Persons:**
 - Mrs. Preeti Mittal : Wife of Mr. Anil Kumar Mittal
 - Mrs. Anulika Gupta : Wife of Mr. Arun Kumar Gupta
 - Mrs. Binita Gupta : Wife of Mr. Anoop Kumar Gupta
 - Mr. Ashish Mittal : Son of Mr. Anil Kumar Mittal
 - Mrs. Neha Gupta : Daughter of Mr. Arun Kumar Gupta
 - Mrs. Rashi Gupta : Daughter of Mr. Anoop Kumar Gupta
 - Mr. Kunal Gupta : Son of Mr. Arun Kumar Gupta
 - Mrs. Avantika Gupta : Wife of Mr. Kunal Gupta
 - Mr. Akshay Gupta : Son of Mr. Anoop Kumar Gupta
 - Mrs. Anushree Gupta : Wife of Mr. Akshay Gupta
 - Mr. Ayush Gupta : Son of Mr. Anoop Kumar Gupta
 - Anil Kumar Mittal HUF : Mr. Anil Kumar Mittal is Karta of HUF
 - Arun Kumar Gupta HUF : Mr. Arun Kumar Gupta is Karta of HUF
 - Anoop Kumar Gupta HUF : Mr. Anoop Kumar Gupta is Karta of HUF
 - Bhagirath Lal Gupta HUF : Mr. Anil Kumar Mittal is Karta of HUF
- 6) **Enterprises over which key managerial persons are able to exercise significant influence:**
 - Khushi Ram Behari Lal : Partnership Firm in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Partners
 - Anurup Exports Pvt. Ltd. : Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
 - Radha Raj Ispat Pvt. Ltd. : Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta, Mrs. Anulika Gupta, Mrs. Binita Gupta & Ms. Priyanka Mittal are Directors

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Radha Raj Infrastructure Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta, Mr. Ashwani Dua, Mr. Manav Dua & Mr. Balbir Kapoor are Directors
KRBL Infrastructure Ltd.	:	Public Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Aakash Hospitality Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Holistic Farms Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj IT City & Parks Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj Logistics Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
KRBL Foods Ltd.	:	Public Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Adwet Warehousing Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Padmahasta Warehousing Pvt. Ltd.	:	Private Limited Company in Which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
K.B. Foods Pvt. Ltd.	:	Private Limited Company in which Ms. Priyanka Mittal, Mr. Ashish Mittal & Mr. Kunal Gupta are Directors.
Solid Infradevelopers Pvt. Ltd.	:	Private Limited Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta & Mr. Sanjeev Gupta are Directors

B) Transactions with the related parties:

(₹ in Lacs)

Particulars	Enterprises over which significant influence exercised by key management personnel		Key Managerial Persons (Including relatives)		Subsidiary Company		Total	
	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014	Year Ended March 31,2015	Year Ended March 31,2014
	Purchase of goods / fixed assets	533.49	197.01	-	-	-	-	533.49
Sale of goods / fixed assets	1,309.63	7,048.20	-	-	253.19	63.73	1,562.82	7,111.93
Service received	-	-	-	-	-	-	-	-
Rent / Vehicle Hire Charges paid by the Company	232.75	174.05	79.38	86.88	-	-	312.13	260.93
Dividend paid	330.25	220.17	1,326.31	884.21	-	-	1,656.56	1,104.38
Dividend received	-	-	-	-	-	5,075.68	-	5,075.68
Interest received	-	231.89	-	-	-	-	-	231.89
Loans Taken	-	-	3,500.00	-	-	-	3,500.00	-
Remuneration on A/c of Salary & Perquisites	-	-	341.68	490.44	-	-	341.68	490.44
Equity participation	-	-	-	-	-	-	-	-

C) Balance Outstanding at the end of the Financial Year:

Receivable (payable) on account of goods sale	(2,903.66)	(759.25)	-	-	(126.29)	(67.50)	(3,029.95)	(826.75)
Receivable on account of Security deposit	971.00	971.00	-	-	-	-	971.00	971.00
Receivable (payable) on account of Loans Taken	-	-	3,500.00	-	-	-	3,500.00	-

Notes: 1 Amount written off or written back in respect of dues from or to related parties is ₹Nil (P.Y. ₹Nil).

2 Loan & Advances (without repayment schedule) given to subsidiary i.e. KRBL DMCC, Dubai and K B Exports Private Limited, which is outstanding as on March 31, 2015 ₹ Nil (P.Y. ₹ Nil). Maximum outstanding balance during the Year ₹ Nil (P.Y. ₹ Nil) as interest free loan.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.25 Employee Benefits Accounting Standard AS-15 (Revised):

- a) The Company has determined the liability for Employee benefits as at March 31, 2015 in accordance with revised Accounting Standard AS-15 issued by ICAI-Employee defined benefits.
- b) Following information are based on report of Actuary.

S. No	Defined benefit plans:-	Year Ended March 31, 2015		Year Ended March 31, 2014	
		Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
A	Components of Employee Benefit				
1	Current Service Cost	45.70	20.53	47.37	20.08
2	Interest cost	29.60	13.84	23.88	9.63
3	Expected return on plan assets	(25.18)	-	(18.09)	-
4	Net Actuarial (gain) / loss recongised during the year	49.51	79.40	(8.20)	11.32
5	Total expense recongised in the Statement of Profit & Loss A/c	99.64	113.77	44.96	41.03
B	Actual return on plan assets				
1	Expected return on plan assets	25.18	-	18.09	-
2	Actuarial gain / (loss) on plan assets	29.20	-	(2.12)	-
3	Actual return on plan assets	54.37	-	15.97	-
C	Reconciliation of obligation and fair value of assets				
1	Present value of the obligation	(459.68)	(248.35)	(317.93)	(148.65)
2	Fair value of plan assets	357.49	-	270.43	-
3	Funded status [surplus / (deficit)]	(102.19)	(248.35)	(47.51)	(148.65)
D	Change in present value of the obligation during the year ended March 31, 2015				
1	Present value of obligation as at April 1, 2014	317.94	148.65	289.40	116.75
2	Current service cost	45.70	20.54	47.37	9.63
3	Interest cost	29.60	13.83	23.88	20.09
4	Benefits paid	(12.27)	(14.07)	(32.39)	(9.14)
5	Actuarial (gain) / loss on plan assets	78.70	79.40	(10.32)	11.32
6	Present value of obligation as at March 31, 2015	459.68	248.35	317.93	148.65
E	Change in Assets during the year ended March 31, 2015				
1	Fair value of plan assets as at April 1, 2014	270.43	-	219.24	-
2	Expected return on plan assets	25.18	-	18.09	-
3	Contribution made	44.96	-	67.61	-
4	Benefits paid	(12.27)	-	(32.39)	-
5	Actuarial gain / (loss) on plan assets	29.20	-	(2.12)	-
6	Fair value of plan assets as at March 31, 2015	357.49	-	270.43	-
F	The major category of plan assets as a percentage of total plan				
	Gratuity : 93% invested with Central Govt / State Govt / State Govt. Securities / Public sector bonds / Fixed Deposit with PSU Banks.				
	Leave Encashment : Unfunded				
G	Actuarial Assumptions				
1	Discount rate	8.09%	8.09%	9.31%	9.31%
2	Expected rate of return on plan assets	8.09%	8.09%	9.31%	9.31%
3	Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-2008) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-2008) Ultimate
4	Salary escalation	5%	5%	5%	5%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- c) Gratuity is administered by an approved gratuity fund trust.
- d) Amount recognised as an expense in respect of defined benefits plan as under:

(₹ in Lacs)

S. No.	Particulars	Year Ended March 31, 2015		Year Ended March 31, 2014	
		Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
1.	Contribution to Gratuity Fund	99.64	-	44.96	-
2.	Gratuity paid directly	-	-	-	-
3.	Leave Encashment	-	113.77	-	41.03
	Total	99.64	113.77	44.96	41.03

30.26 Change in Accounting Practice:

Following change in assumption of lifespan of fixed Assets under Schedule II of Companies Act, 2013, over age Fixed Assets have been reduced to their residual with consequent reduction amounting to ₹ 272.06 Lacs (Net of ₹ 92.47 Lacs towards deferred impact thereon) has been charged to surplus under "Reserve and Surplus" head in Balance Sheet. In addition to above, remaining items of fixed assets have been subjected to depreciation charge at rates which reduce them to their values subjected to depreciation charge at rates which reduce them to their residual values under their revised lifespan.

30.27 As required under Accounting Standard AS-11 the Company has Outstanding Forward contracts as on March 31, 2015 and there is Marked to Market (MTM) unrealized gain / (loss) on forward contracts is ₹ 80.86 Lacs (P.Y. ₹ 303.58 Lacs), which has been accounted for accordingly in the books of accounts.

Derivative Instruments:

- a) Outstanding forward exchange contracts as at March 31, 2015 entered by the Company for the purpose of hedging its foreign currency exposures are as under:

Currency	Cross Currency	Buy	Sell
US Dollar	Indian Rupee	₹ Nil (P.Y. ₹ Nil)	₹ 3,325.88 Lacs (P.Y. ₹ 3,613.95 Lacs)

- b) Foreign currency exposure recognized by the Company that have not been hedged by a derivative instrument or otherwise as at March 31, 2015 are as under:

Particulars	₹ in Lacs		USD in Lacs	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
i) Receivables in Foreign Currency -Sundry Debtors	5,106.24	19,524.00	94.73	328.70
ii) Payables in Foreign Currency -Sundry Creditors	-	-	-	-

Apart from above Company has foreign currency Liability (PCFC / Advances received from customers / ECB) of ₹ 74,105.46 Lacs (P.Y. ₹ 21,142.00 Lacs) at the year end and as per Accounting Standard AS-11 the effect of change in foreign exchange gain / (loss) as on March 31, 2015 amounting to (₹ 32.46 Lacs) {P.Y. ₹ 501.94 Lacs} has been taken to profit & loss account.

30.28 During Construction Phase Companies generally temporarily invest the surplus funds to reduce the cost of capital or for other business reasons. However subsequently the same are utilised for the stated objective.

During the year surplus funds (if any) out of the Term Loans availed by KRBL Limited are temporarily invested in bank FDR's but were ultimately utilized for the stated end use.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

30.29 The company has reclassified and regrouped previous year figure wherever considered necessary.

30.30 The figures are rounded off to nearest rupees in lacs.

30.31 The Consolidated Financial Statements of the company and its subsidiary, are enclosed separately in accordance with Accounting Standard AS-21 "Consolidated Financial Statements".

for and on behalf of the Board of Directors

Annexure to our Report of Date

for **Vinod Kumar Bindal & Co.**
Chartered Accountants

Sd/-

Vinod Kumar Bindal

Proprietor

Firm Regn. No. 003820N, M. No. 80668

Sd/-

Anoop Kumar Gupta

Joint Managing

Director

DIN-00030160

Sd/-

Raman Sapra

Company Secretary

M. No. 29044

Sd/-

Anil Kumar Mittal

Chairman &

Managing Director

DIN-00030100

Sd/-

Rakesh Mehrotra

Chief Financial Officer

M. No. 84366

Place: New Delhi
Date: May 28, 2015


KRBL Limited
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