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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the members of KRBL Limited will be held on Tuesday, September 9, 2014 at 11.00 A.M. at FICCI K. K. Birla Auditorium, 1, Tansen Marg, New Delhi-110001, to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt:**
   - **(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2014, together with the Reports of the Board of Directors and Auditors thereon; and**
   - **(b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014.**
2. **To declare a Dividend of ₹ 1.20 per equity share on 23,53,89,892 equity shares of ₹ 1 each for the financial year ended March 31, 2014.**
3. **To appoint a Director in place of Ms. Priyanka Mittal (DIN 00030479), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.**
4. **To re-appoint the statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution, as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Vinod Kumar Bindal & Co., Chartered Accountants, having Firm Registration No. 003820N, the retiring Auditors of the company, be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their re-appointment at every AGM) at such remuneration plus service tax as applicable and out of pocket expenses etc. as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.**"**

SPECIAL BUSINESS:

5. **To re-appoint Mr. Ashok Chand (DIN 00030318) as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashok Chand (DIN 00030318) as a Whole Time Director of the Company, for a further period of 5 (five) years with effect from September 25, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashok Chand, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

6. **To approve the Remuneration of the Cost Auditors for the financial year 2014-15 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, consent of the members of the Company be and is hereby accorded for the payment of remuneration of ₹ 55,000 (Rupees Fifty Five Thousand Only) plus Service Tax thereon and reimbursement of out of pocket expenses, if any, to M/s. HMVN & Associates (Firm Registration No. 000290), Cost Accountants, Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year from April 1, 2014 till March 31, 2015.

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

7. **To appoint Mr. Devendra Kumar Agarwal (DIN 06754542) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Devendra Kumar Agarwal (DIN 06754542), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 16, 2014 pursuant to the provisions of Section 260 of the erstwhile Companies Act, 1956 (now Section 161(1) of the Companies Act, 2013) and the Articles of Association of the company to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of this Annual General Meeting."

8. **To fix the tenure of Mr. Vinod Ahuja (DIN 00030390) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the tenure of office of Mr. Vinod Ahuja (DIN 00030390) as an Independent Non-Executive Director of the Company be and is hereby fixed for a term of 5 (five) consecutive years from the date of this Annual General Meeting."

9. **To fix the tenure of Dr. Narpinder Kumar Gupta (DIN 00032956) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the tenure of office of Dr. Narpinder Kumar Gupta (DIN 00032956) as an Independent Non-Executive Director of the Company be and is hereby fixed for a term of 5 (five) consecutive years from the date of this Annual General Meeting."

10. **To fix the tenure of Mr. Ashwini Dua (DIN 01097653) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the tenure of office of Mr. Ashwini Dua (DIN 01097653) as an Independent Non-Executive Director of the Company be and is hereby fixed for a term of 5 (five) consecutive years from the date of this Annual General Meeting."

11. **To fix the tenure of Mr. Shyam Arora (DIN 00742924) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, the tenure of office of Mr. Shyam Arora (DIN 00742924) as an Independent Non-Executive Director of the Company be and is hereby fixed for a term of 5 (five) consecutive years from the date of this Annual General Meeting."

12. **To re-appoint Mr. Anil Kumar Mittal (DIN 00030100) as Chairman & Managing Director of the Company and revision in remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Mittal (DIN 00030100) as Chairman & Managing Director of the Company, for a further period of 5 (five) years with effect from December 2, 2014, on the terms and conditions including the revision in remuneration as set out in the Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Anil Kumar Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

13. **To re-appoint Mr. Arun Kumar Gupta (DIN 00030127) as Joint Managing Director of the Company and revision in remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in

force), consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Arun Kumar Gupta (DIN 00030127) as Joint Managing Director of the Company, for a further period of 5 (five) years with effect from December 2, 2014, on the terms and conditions including the revision in remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Arun Kumar Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

14. To re-appoint Mr. Anoop Kumar Gupta (DIN 00030160) as Joint Managing Director of the Company and revision in remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Anoop Kumar Gupta (DIN 00030160) as Joint Managing Director of the company, for a further period of 5 (five) years with effect from December 2, 2014, with the variation in terms of appointment to the extent that there will be no break in his office as Joint Managing Director in case he is re-appointed on determination of his office by retirement of directors by rotation, on the terms and conditions including the revision in remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Anoop Kumar Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

15. To alter Articles of Association of the Company by inserting new Article 111A and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 203 and Section 14 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (subject to any modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by inserting new Article 111A after the existing Article 111, in the following manner:

Article 111A: Subject to the provisions of Section 203 of the Companies Act, 2013, an individual can be appointed or re-appointed as the Chairperson of the company as well as the Managing Director or Chief Executive Officer of the company at the same time.

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

By Order of the Board
for KRBL Limited

Sd/-
Raman Sapra
Company Secretary
M.No.A29044

Place: Gautam Budh Nagar, U.P.
Date: August 5, 2014

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 5 to 15 of the Notice, is annexed hereto.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed Thursday, August 28, 2014 to Tuesday, September 9, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the payment of dividend.

4. Pursuant to the provisions of Section 126 of the Companies Act, 2013 (Corresponding to Section 206A of the Companies Act, 1956), dividend as recommended by the Board of Directors, if declared at the meeting will be dispatched / remitted after September 9, 2014:

   a) to all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on August 27, 2014;

   b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on August 27, 2014.

5. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Alankit Assignments Limited, Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit Assignments Limited.

6. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or Alankit Assignments Limited for further assistance.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. Members desiring of any information as regards to the Accounts are requested to write on to the Registered Office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.

9. In terms of the provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2006-07 is due for transfer to the said fund in November, 2014. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or the said fund after the said transfer.

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

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
27/09/2007	2006-07	November 03, 2014
29/09/2008	2007-08	November 05, 2015
29/09/2009	2008-09	November 05, 2016
28/01/2010	2009-10 (Interim)	March 06, 2017
21/09/2010	2009-10 (Final)	October 28, 2017
27/09/2011	2010-11	November 03, 2018
25/09/2012	2011-12	November 01, 2019
23/09/2013	2012-13	October 30, 2020

10. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2006-07 to 2012-13, are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

12. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.

13. Members are requested to bring their personal copy of the Annual Report to the meeting.

14. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the members at the Registered Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.

15. Company's Equity Shares are listed on the following Stock Exchanges:

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

The Company has paid the annual listing fees for the financial year 2014-15 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid custodial fees for the year 2014-15 to National Securities Depository Limited and Central Depository Services (India) Limited.

III. The Global Depository Receipts (GDRs) of the Company were listed at Luxembourg Stock Exchange (Code: US4826571030) at de la Bourse de Luxembourg, 11 av de la Potter-Neuve, L-2227, Luxembourg. The GDRs are delisted with effect from July 7, 2010.

16. Electronic copy of the Annual Report and Notice of 21st Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 21st Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for members for voting electronically are as under:

i. The voting period begins on September 3, 2014 (9.00 a.m.) and ends on September 5, 2014 (6.00 p.m.). During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

iii. Click on "Shareholders" tab.

iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

v. Now enter your User ID

   a. For CDSL: 16 digits beneficiary Id,

   b. For NSDL: 8 Character DP Id followed by 8 Digits Client Id,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the Image Verification as displayed and Click on Login.

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

viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

ix. After entering these details appropriately, click on "SUBMIT" tab.

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

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

xii. Click on the EVSN of KRBL Limited which is **140719013**.

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

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

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

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

xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Note for Institutional Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required pursuant to Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

1.	**Name**	:	**Ms. Priyanka Mittal**
	Age	:	37 Years
	Qualification	:	BS in Business Management from University of Southern California, Los Angeles, C.A. Chartered Financial Analyst (AIMR) Candidate Level II
	Experience	:	14 years of experience in the field of international marketing. Worked at Merrill Lynch Private Client Group, Beverly Hills. Now she heads the entire International Marketing Division. She presides over the marketing and branding strategies of KRBL. She is the Company spokesperson to the Media (including CNBC, NDTV Profit & ETV) through interviews. Among other credits, Ms. Priyanka Mittal gave a presentation at a very young age to the president of Nigeria and Key Political heads of state from agriculture and industry on Nigeria's potential on rice self sufficiency with the collaboration with KRBL and technical tie up with Buhler. She also represented the Indian rice ties from India. Besides, Ms. Priyanka had also put forward India's Interest to Bernas, Malaysia's rice controlling body. Ms. Priyanka individually or via KRBL nomination is member of World Economic Forum, CII, Assocham, Airea, FICCI and Beta Gamma Sigma.
	Other Directorship	:	Radha Raj Ispat Private Limited
	Number of Equity Shares Held in the Company	:	2,50,000

2.	**Name**	:	**Mr. Ashok Chand**
	Age	:	62 Years
	Qualification	:	B.E. (Honors)-Mechanical, Post Graduate Diploma in Personnel Management & Industrial Relation, Certificate of Entrepreneurship from Indian Institute of Management
	Experience	:	In 37 years of Industrial experience in the field of Engineering and Food Processing Industry worked with companies of repute in various capacities such as "Design Engineer" with M/s Engineer India Ltd., "Project & Engineering Manager" with an American Multinational Pharmaceutical company – M/s Pfizer Ltd. and "Project Manager" with Food Multinational company – M/s Nestle India Ltd. From August, 1998 in present assignment with M/s KRBL Ltd., the largest Basmati Rice Processing Company.
	Other Directorship	:	None
	Number of Equity Shares Held in the Company	:	Nil

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

3.	**Name**	:	**Mr. Devendra Kumar Agarwal**
	Age	:	60 Years
	Qualification	:	Chartered Accountant (CA) from ICAI, Diploma In Information System Audit (DISA) from ICAI, B.Com (Hons) from Ramjas College, Delhi University
	Experience	:	Practicing Chartered Accountant. Has vast experience of over 35 years in the area of Financial Management, Management Consultancy, Business Advisory, Corporate Taxation, Auditing etc.
	Other Directorship	:	None
	Number of Equity Shares Held in the Company	:	NIL

4.	**Name**	:	**Mr. Anil Kumar Mittal**
	Age	:	63 Years
	Qualification	:	Arts Graduate from Delhi University
	Experience	:	Having more than 40 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 Directorship	:	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
	Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	:	2,91,90,648

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

5.	**Name**	:	**Mr. Arun Kumar Gupta**
	Age	:	57 Years
	Qualification	:	Commerce Graduate from Delhi University
	Experience	:	Having more than 32 years of experience in the field of Rice Industry. Promoter and Director of KRBL Limited. The Promoters have their three generations in the rice business and they enjoy great reputation and respect in the trading and farming community. 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 Directorship	:	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
	Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	:	2,40,08,500

6.	**Name**	:	**Mr. Anoop Kumar Gupta**
	Age	:	55 Years
	Qualification	:	Science Graduate from Delhi University
	Experience	:	Having more than 30 years of experience in the field of Rice Industry. Promoter and Director of KRBL Limited. The Promoters have their three generations in the rice business and they enjoy great reputation and respect in the trading and farming community. The Financial Architect and the Chief Strategist of the Company. He has added immense value to the Company's financial stability. He has been the Executive Committee member of All India Rice Exporters Association. He is also responsible for domestic marketing and advertisement.
	Other Directorship	:	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
	Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	:	2,61,96,876

ANNEXURE TO THE NOTICE

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

ITEM NO. 5 TO THE NOTICE

The Board of Directors of the Company at its meeting held on August 5, 2014 has, subject to the approval of members, re-appointed Mr. Ashok Chand as Whole-time-Director of the Company for a further period of 5 (five) years from the expiry of his present term, which expiring on September 24, 2014 at the remuneration recommended by the Remuneration Committee (presently Nomination and Remuneration Committee) and approved by the Board.

It is proposed to seek the approval of members for the re-appointment and remuneration payable to Mr. Ashok Chand in terms of applicable provisions of the Act.

The remuneration and terms of re-appointment are set out below:

Salary

Not exceeding ₹ 60,00,000/- (Rupees Sixty Lacs only) Per Annum.

Perquisites

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

(a) Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

(c) Encashment of leave as per the policy;

(d) The Company shall provide and maintain Chaffeur driven car for official use.

General

(i) The Whole-time-Director will perform their respective Duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directors given by the Board from time to time in all respects and conform to and comply with all such directors and regulations as may from time to time be given and made by the Board.

(ii) The Whole-time-Director Shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

(iii) The Whole-time-Director shall adhere to the Company's code of conduct.

(iv) The office of the Whole-time-Director may be terminated by the Company or the concerned director by giving 3 (three) month's prior notice in writing.

Mr. Ashok Chand satisfy all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013, for being eligible for their re-appointment. They are not disqualified for being appointed as directors in terms of section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ashok Chand under section 190 of the Companies Act, 2013.

Brief resume of Mr. Ashok Chand, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Except Mr. Ashok Chand, being appointee, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the shareholders.

INDIA GATE
BASMATI RICE

ITEM NO. 6 TO THE NOTICE

The Board of Directors at their meeting held on May 8, 2014, based on the recommendation of the Audit Committee, had appointed M/s. HMVN & Associates, a firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the company for the financial year 2014-15 and also fixed their remuneration for the said purpose.

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

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the Directors, Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7 TO THE NOTICE

The Board of Directors of the Company appointed Mr. Devendra Kumar Agarwal as an Additional Director with effect from January 16, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Devendra Kumar Agarwal will hold office of director up to the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Devendra Kumar Agarwal for the office of Director.

Mr. Devendra Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as a Director of the Company. The approval of Members is sought, through Ordinary Resolution, to formally appoint him as an Independent Director of the Company as per Section 149(1) of the Act for a period of five years from the conclusion of the Company's 21st Annual General Meeting to the conclusion of the Company's 26th Annual General Meeting.

Brief particulars of Mr. Devendra Kumar Agarwal are forming part of this Notice and also incorporated in the Report on Corporate Governance.

Except Mr. Devendra Kumar Agarwal, being an appointee, none of the Directors, Key Managerial Personnel (KMP) or any of their relatives is concerned or interested, financially or otherwise, in this resolution. This explanatory statement along with additional information forming part of Notice may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchanges.

ITEM NOS. 8, 9, 10, AND 11 TO THE NOTICE

Mr. Vinod Ahuja, Dr. Narpinder Kumar Gupta, Mr. Ashwani Dua, Mr. Shyam Arora along with Mr. Devendra Kumar Agarwal as mentioned above in Item No. 7, are the existing Independent Directors of the Company under Clause 49 of the Listing Agreement.

Upon implementation of the Companies Act, 2013, the Board, at its meeting held on May 8, 2014, has formed an opinion that each of them are persons of integrity and posses relevant expertise and experience for being appointed as Independent Directors of the Company. In the opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made there under and that they are each independent of the Management. They have also, at the said meeting, gives declaration under Section 149(7) of the Companies Act, 2013 stating that they can act as Independent Directors within the meaning of Section 149(6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint them as an Independent Directors as per Section 149(1) of the Act for a period of five years from the conclusion of the Company's 21st Annual General Meeting to the conclusion of the Company's 26th Annual General Meeting.

Brief particulars of Mr. Vinod Ahuja, Dr. Narpinder Kumar Gupta, Mr. Ashwani Dua and Mr. Shyam Arora are forming part of this notice and also incorporated in the Report on Corporate Governance.

The Company and the Independent Directors shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, re-appointment, resignation or removal, separate meetings and evaluation mechanism as provided therein. Their appointment once made at the meeting shall be formalized through a letter of appointment.

Formal letters of appointment shall be issued to each Independent Director upon appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member during normal business hours, and shall also be posted on the Company's website.

The Board is of the opinion that it would be in the interest of the Company to appoint Mr. Vinod Ahuja, Dr. Narpinder Kumar Gupta, Mr. Ashwani Dua and Mr. Shyam Arora as Independent Director and resolutions set out at Item Nos. 8, 9, 10 and 11 have been proposed. The Board recommends the resolutions to members for acceptance. Mr. Vinod Ahuja, Dr. Narpinder Kumar Gupta, Mr. Ashwani Dua and Mr. Shyam Arora are retiring directors and, after the fixation of their tenure appointment as Independent Directors, they shall not be liable to retire by rotation and shall hold office for the aforesaid fixed term of five years and could be eligible for appointment for one more consecutive term of five years.

Except Mr. Vinod Ahuja, Dr. Narpinder Kumar Gupta, Mr. Ashwani Dua and Mr. Shyam Arora, being appointees, none of the Directors, Key Managerial Personnel or any of their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NOS. 12, 13 AND 14 TO THE NOTICE

At KRBL Limited, the Managing Director were not liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. Pursuant to the provisions of Section 152 of the Companies Act, 2013 at every Annual General Meeting, not less than two thirds of the total number of directors of the company (excluding independent directors) would be the Rotational Directors. Aligning with the above mentioned provisions, Mr. Anoop Kumar Gupta, Joint Managing Director, Mr. Ashok Chand, Whole Time Director and Ms. Priyanka Mittal, Whole Time Director would be the rotational directors. Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, one-third of such of the rotational directors are liable to retire by rotation, Therefore Ms. Priyanka Mittal, Whole Time Directors of the Company will retire in the ensuing Annual General Meeting of the Company and being eligible, seek re-appointment (As mentioned in Item No. 3). As Mr. Anoop Kumar Gupta, Joint Managing Director of the company, would be appointed as a Director liable to retire by rotation, this shall not constitute a break in his office as the Joint Managing Director of the Company.

The Board of Directors of the Company at its meeting held on August 5, 2014 has, subject to the approval of members, re-appointed Mr. Anil Kumar Mittal as Chairman & Managing Director and Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta as Joint Managing Directors of the Company for a further period of 5 (five) years from the expiry of his present term, which is expiring on December 1, 2014 at the remuneration recommended by the Remuneration Committee (presently Nomination and Remuneration Committee) and approved by the Board.

It is proposed to seek the approval of members for the re-appointment and remuneration payable to Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, in terms of applicable provisions of the Companies Act, 2013.

The Remuneration as payable to Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta on Individual basis and the term of their tenure re-appointment set out below :-

Salary

Not exceeding ₹ 1,50,00,000/- (Rupees One Crores & Fifty Lacs only) Per Annum.

Perquisites

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

(a) Rent free accommodation (furnished or otherwise) or house rent allowances;

(b) Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

(c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

(d) Encashment of leave as per the policy;

(e) Telephone facility at residence;

(f) The Company shall provide and maintain Chaffeur driven car for official use;

(g) The Company shall reimburse club membership fees for maximum for two clubs and all reasonable expenses incurred for business use;

(h) Benefit of Group Medical Insurance Policy, Personal Accident Insurance Policy and Life Insurance Policy.

General

(i) The Chairman & Managing Director and Joint Managing Directors will perform their respective Duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directors given by the Board from time to time in all respects and conform to and comply with all such directors and regulations as may from time to time be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

(iii) The Managing Directors shall adhere to the Company's code of conduct.

(iv) The office of the Managing Directors may be terminated by the Company or the concerned director by giving 3 (three) month's prior notice in writing.

Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta satisfy all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for their re-appointment. They are not disqualified for being appointed as directors in terms of section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta under section 190 of the Companies Act, 2013.

Brief resume of Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta are interested in the resolutions set out respectively at Item Nos. 12, 13 and 14 of the notice, which pertain to their respective re-appointments and remuneration payable to each of them.

The relatives of Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta may be deemed to be interested in the resolutions set out respectively at Item No. 12, 13 and 14 of the notice, to the extent of their shareholding, if any, in the company.

Save and except the above, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in these resolutions.

The Board recommends the Special Resolution set out at Item Nos. 12, 13 and 14 of the notice for approval by the shareholders.

ITEM NO. 15 TO THE NOTICE

Pursuant to the Proviso to Section 203(1) of the Companies Act, 2013 an individual shall not be appointed or re-appointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time after the date of commencement of Companies Act, 2013 unless (*a*) the articles of such a company provide otherwise; or (*b*) the company does not carry multiple businesses.

Presently Mr. Anil Kumar Mittal is holding the position of Chairman & Managing Director of the Company and the company is multi segmented. Mr. Anil Kumar Mittal is having more than 40 years of experience and it is in the best interest of the Company and stakeholders to be remain in the same position. Therefore, the Articles of Association of the Company needs to be suitably amended.

The resolution at Item No. 15 of the Notice is set out as a Special Resolution for approval by members in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alteration would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Except Mr. Anil Kumar Mittal, no other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 15 of the Notice.