E:KRBL/BIBHU/STK_EX_2122/36
08 September 2021

KRBL Limited

	The General Manager **Department of Corporate Services** **BSE Limited** **Floor 25, Phiroze Jeejeebhoy Towers** **Dalal Street, Mumbai – 400 001** **Scrip Code: 530813**	✓	**National Stock Exchange of India Limited** **"Exchange Plaza", C-1, Block-G** **Bandra-Kurla Complex** **Bandra (E), Mumbai-400051** **Symbol: KRBL Series: Eq.**

Dear Sir / Madam,

Sub: Notice of 28th Annual General Meeting scheduled to be held on 30 September 2021

This is further to our letter no E:KRBL/BIBHU/STK_EX_2122/34 dated 04 September 2021, vide which, the Company had informed regarding the 28th Annual General Meeting ("AGM"), which is scheduled to be held on Thursday, 30 September 2021 at 01.00 P.M., through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), in this regard please find enclosed herewith Notice of AGM.

The aforesaid Notice of AGM is also being uploaded on the Company's website www.krblrice.com under the link Investor Relations.

Kindly take the above information on record.

Thanking You,

Yours faithfully,
For KRBL Limited

Raman Sapra
Company Secretary

Encl.: As Above.

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

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting ("AGM") of the Members of **KRBL Limited** will be held on Thursday, 30 September 2021, at 01.00 P.M. (IST), through Video Conferencing/Other Audio Visual Means (VC/OAVM). No physical meeting of the Members will be held, however, the meeting will be deemed to have been held at the Registered Office of the Company at 5190, Lahori Gate, Delhi-110 006, to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and Auditors thereon.**

2. **To declare a Final Dividend of ₹3.50 (350%) per equity share on 23,53,89,892 equity shares of ₹1 each for the financial year ended 31 March 2021.**

3. **To appoint a Director in place of Mr. Arun Kumar Gupta (DIN: 00030127), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

4. 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, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Remuneration of ₹70,000 (Rupees Seventy Thousand Only) plus taxes as applicable and out-of-pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s. HMVN & Associates, Cost Accountants (Firm Registration No. 000290) as Cost Auditors to conduct the Audit of the relevant Cost Records of the Company, pertaining to power segment, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending 31 March 2022, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT Mr. Anoop Kumar Gupta, Joint Managing Director and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper and expedient from time to time to give effect to this resolution."

By Order of the Board
For KRBL Limited

Raman Sapra
Company Secretary
M.No. F9233

Place: Noida, Uttar Pradesh
Date: 04 September 2021

Registered Office:
5190, Lahori Gate
Delhi -110 006
CIN: L01111DL1993PLC052845

Notes:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Business as set out under Item No. 4 of the above notice is annexed hereto.

2. Electronic copy of all documents referred to the accompanying Notice of the 28th AGM including Statutory Registers maintained under Section 170 and Section 189 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode on the website of the Company at www.krblrice.com under the link Investor Relations.

3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its Circular dated 13 January 2021 read with Circular dated 05 May 2020, 13 April 2020 and 08 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC/OAVM, without the physical presence of Members. In accordance with the said MCA Circulars and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 28th AGM of the Company shall be conducted through VC/OAVM. The Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 20 and 21, the same is also available on the website of the Company at www.krblrice.com under the link Investor Relations.

4. In accordance with the relevant MCA and SEBI Circulars, the Notice of AGM along with Annual Report is being sent only through electronic mode to those Members whose valid email addresses are registered with the Company/ Depositories. Members may note that Notice of AGM and Annual Report for the year 2020-2021 has been uploaded on the website of the Company at www.krblrice.com under the link Investor Relations. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the same is also available on the website of CDSL (agency providing Remote e-Voting facility) i.e. www.evotingindia.com.

5. The deemed venue for 28th AGM shall be the Registered Office of the Company i.e. 5190, Lahori Gate, Delhi - 110 006 and the proceedings of the AGM shall be deemed to be made thereat.

6. Pursuant to the Circular issued by the Ministry of Corporate Affairs, the facility to appoint proxy by the Members is not available for this AGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional/Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. Detailed procedure to participate and to cast vote has explained at Instructions for e-Voting section.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 18 September 2021 to Thursday, 30 September 2021 (both days inclusive) for the purpose of AGM and determination of Members eligible for payment of Final Dividend for the financial year 2020-21.

9. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, address, name, email address, contact numbers, PAN, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Alankit Assignments Limited, Registrars and Share Transfer Agent (RTA) to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to the Company or Registrar and Share Transfer Agents (RTA).

10. Pursuant to the amendments in the Income tax Act, 1961 ("the **IT Act**"), dividend income is taxable in the hands of the Shareholders from 01 April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in Physical Form, with the Company by sending email to the Company's email address at investor@krblindia.com. **For details, Members may refer to the "Communication on Tax Deduction at Source (TDS) on Dividend Distribution" appended to this Notice of 28th AGM.**

11. Members holding shares in Physical Form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.

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

13. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.

14. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, unclaimed Final Dividend in respect of Financial Year 2013-14 is due for transfer to the said fund on 16 October 2021. In terms of provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, no claim shall lie against the Company thereafter.

    Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules), during the financial year 2020-2021, the Company has transferred 6989 equity shares which belongs to total 33 (Thirty Three) Shareholders whose dividend has not been paid or claimed for 7 (Seven) consecutive years or more as on the due date of transfer i.e. 01 November 2020, to the demat account of IEPF Authority i.e. INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS, bearing DP ID IN300708 and Client ID 10656671, being maintained with National Securities Depository Limited.

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

    Below-mentioned are the details of dividend declared by the Company and their respective due dates of transfer of unpaid or unclaimed dividend to IEPF:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
09 September 2014	2013-14	16 October 2021
28 September 2015	2014-15	05 November 2022
10 March 2016	2015-16 (Interim)	16 April 2023
26 September 2017	2016-17	02 November 2024
20 August 2018	2017-18	26 September 2025
13 September 2019	2018-19	20 October 2026
27 February 2020	2019-20 (Interim)	04 April 2027

15. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2013-2014 to 2019-2020 are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.

16. 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 or RTA.

    The Equity Shares of the Company are listed on the following Stock Exchanges:

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

    The Company has paid the Annual Listing Fees for the financial year 2020-2021 to the National Stock Exchange of India Limited and BSE Limited.

    The Company has paid Annual Custodial Fees for the financial year 2020-2021 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

17. The Company has appointed Mr. Deepak Kukreja, Partner M/s. DMK Associates to act as the Scrutinizer and Ms. Monika Kohli, Partner M/s. DMK Associates as alternate Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than 48 hours of conclusion of the AGM, consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krblrice.com under the link Investor Relations and on the website of CDSL at www.evotingindia.com, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

20. CDSL INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM, E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM

    (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of

the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08 April 2020, Circular No.17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 05 May 2020. The forthcoming AGM will thus be held through Video Conferencing/Other Audio Visual Means (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

(ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08 April 2020, 13 April 2020 and 05 May 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.

(iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(v) Pursuant to MCA Circular No. 14/2020 dated 08 April 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.

(vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.krblrice.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting facility during the AGM) i.e. www.evotingindia.com

(vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08 April 2020 and MCA Circular No. 17/2020 dated 13 April 2020 and MCA Circular No. 20/2020 dated 05 May 2020.

(viii) In continuation of this Ministry's General Circular No. 20/2020, dated 05 May 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31 December 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and as per MCA Circular No. 02/2021 dated 13 January 2021.

21. THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on 27 September 2021 at 09.00 A.M. and ends on 29 September 2021 at 05.00 P.M. During this period Shareholders of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date (record date) of 17 September 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for e-Voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that

the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level.

Currently, there are multiple e-Voting Service Providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09 December 2020** on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode** are given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service Providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **NSDL**	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting Service Provider name and you will be re-directed to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for Shareholders other than **Individual Shareholders holding in Demat Form and Physical Shareholders.**

1) The Shareholders should log on to the e-Voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (3).

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

(vii) Shareholders holding shares in Physical Form will then directly reach the Company selection screen. However, Shareholders 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.

(viii) For Shareholders holding shares in Physical Form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of KRBL Limited.

(x) 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.

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

(xii) 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.

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

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

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

(xvi) Facility for Non – Individual Shareholders and Custodians – Remote Voting

1. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

6. Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@krblindia.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by 25 September 2021 mentioning their name, demat account number/folio number, email ID, Mobile number at investor@krblindia.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by 23 September 2021 mentioning their name, demat account number/folio number, email ID, Mobile number at investor@krblindia.com. These queries will be replied by the Company via email.

8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested), AADHAR (self attested) by email to investor@krblindia.com.

2. For Demat Shareholders - Please update your email ID and Mobile number with your respective Depository Participant (DP)

3. For Individual Demat Shareholders - Please update your email ID and Mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

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

Name of Director	Mr. Arun Kumar Gupta (DIN: 00030127)
Designation	Joint Managing Director
Age	64 Years
Qualification	Arts Graduate from Delhi University
Date of First Appointment on the Board	30 March 1993
Experience and Expertise	Mr. Arun Kumar Gupta is having more than 39 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL Limited. An expert on the Basmati Paddy Supply Chain Management and the Paddy Milling Technology. He has steered the Company into a growth trajectory. He plays a key role on the project implementation of the Company.
Numbers of Board Meetings attended during the year	3
Directorship and Committee Membership held in other companies as on 31 March 2021	Directorship:- 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Aakash Hospitality Private Limited 5. Adwet Warehousing Private Limited 6. Padmahasta Warehousing Private Limited 7. KRBL Foods Limited 8. Holistic Farms Private Limited 9. K B Exports Private Limited 10. Radha Raj IT City & Parks Private Limited 11. Radha Raj Logistics Private Limited 12. Anurup Exports Private Limited 13. KRBL Foundation Committee Membership:- Nil
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Anoop Kumar Gupta, Joint Managing Director are brothers of Mr. Arun Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.
Shareholding in the Company as on 31 March 2021 (including holding in the capacity of Karta of HUF and Trustee of Trust)	4,66,47,646 Equity Shares.
Terms and Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblrice.com
Details of Remuneration Last Drawn	Remuneration last drawn during Financial Year 2020-2021 is ₹164.70 Lacs
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

ANNEXURE TO THE NOTICE

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

Item No. 4 to the Notice
Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 04 September 2021, had appointed M/s. HMVN & Associates, Cost Accountants, as Cost Auditors of the Company for auditing the Cost Records of the Company pertaining to power segment for the financial year 2021-22 and also fixed their remuneration for the said purpose.

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

The Board recommends the proposed Resolution set out in Item No. 4 for the approval of Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at www.krblrice.com under the link Investor Relations.

Refer Note 10 of the Notice of 28th AGM

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

We wish to inform you that the Board of Directors of the Company, at its meeting held on 29 June 2021, have recommended a Final Dividend of ₹3.50 (350%) per Equity Share of face value of ₹1 each for the financial year 2020-21 and the same would be payable, subject to approval of the Shareholders at the ensuing 28th Annual General Meeting (AGM) of the Company. The Final Dividend , if approved by the Shareholders, will be paid within thirty days from the date of AGM to the Shareholders whose names are appearing in the Register of Members of the Company as on Record Date / Book Closure Date. The same shall be paid on the basis of details of beneficial ownership, to be received from the Depository Participants (DPs) and Registrar and Share Transfer Agent (RTA) M/s. Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110 055, for this purpose.

We accordingly would like to inform you about the taxation laws / rules while making the payment of Dividend.

As you are aware that as per the Income-tax Act, 1961 ("the **IT Act**") as amended by the Finance Act, 2020, any dividend paid or distributed by a Company on or after 01 April 2020 shall be taxable in the hands of the Shareholders. Further, the Company is required to deduct tax at source (TDS), at the rates applicable to each category of Shareholder at the time of making the payment of dividend. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act and rules framed thereunder.

This communication summarizes the applicable TDS provisions as per the IT Act and rules framed thereunder, for Resident and Non-Resident Shareholders categories along with documents which are required to be submitted by the Shareholders to avail the benefits of Lower/Nil Rate of TDS are mentioned below:

A. RESIDENT SHAREHOLDERS

Sr. No.	Particulars	TDS Rate	Documents Required
1.	Valid Permanent Account Number (PAN) updated in the Company's Register of Members.	10%	None
2.	No PAN or valid PAN not updated in the Company's Register of Members.	20%	None
3.	If the Shareholder submits Certificate of Lower/ Nil rate of tax deduction issued U/s 197 of the Income-tax Act, 1961.	Rate specified in the Certificate	Self-attested copy of Lower/Nil tax deduction Certificate issued by Income Tax Authority.
4.	Availability of Circular / Notification containing Lower/ Nil tax deduction.	Rate specified in Circular / Notification	Self-attested copy of Lower/Nil tax deduction Circular/Notification issued by competent authority.

Note: Shareholders are requested to ensure that their AADHAR is linked with PAN within the prescribed timeline. In case of failure of linking AADHAR with PAN within the prescribed time, PAN shall be considered inoperative and tax shall be deducted at higher rate of 20%.

Non-deduction of TDS from dividend payment

No TDS will be deducted on payment of dividend to the resident individual Shareholder, if the total dividend paid during a financial year does not exceed ₹5,000 (Rupees Five Thousand Only). TDS will be deducted subject to the below requirements:

Where, the Permanent Account Number (PAN) is available and such PAN is valid/operative as per the provisions of the IT Act.

In accordance with Section 194 of the IT Act, tax shall be deducted at source from the dividend amount at rate of 10% where Shareholders have registered their valid PAN and at rate of 20% for cases where the Shareholders do not have PAN / have not registered their valid PAN. Further, the Shareholders are also requested to ensure their AADHAR number is linked to their PAN. In case of failure to link AADHAR with PAN, the PAN shall be treated as invalid in accordance with the proviso to Sec. 139AA (2) of the IT Act and TDS shall get attracted accordingly.

Further, no TDS will be deducted on dividend payment to resident Shareholders if the Shareholders submit the details given in the Forms/Formats duly signed provided that all the prescribed eligibility conditions are met, along with the documents mentioned in Column No.3 in the below table, with the Company:

Sr. No. (1)	Particulars (2)	Exemption applicability / Documents required (if any) (3)
1.	Shareholders who submit Form 15G/15H as prescribed under Income-tax Rules, 1962.	Duly signed Form No. 15G (applicable to an Individual) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling all the required eligibility conditions along with self-attested copy of PAN Card. (Click here to download Form 15G). (Click here to download Form 15H). Please note that all the fields are to be mandatorily filled up and Company may at its sole discretion reject the forms if it does not fulfill the requirements of law.
2.	Insurance Companies	Self-declaration that it qualifies as an Insurer as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the Equity shares owned, along with self-attested copy of PAN Card and documentary evidence issued by Insurance Regulatory and Development Authority (IRDA)/LIC/ GIC. (Click here to download the format of declaration).
3.	Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income.	Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of Income-tax Act, 1961, along with Self-attested copy of the documentary evidence supporting the exemption status and PAN Card. (Click here to download the format of declaration).
4.	Alternative Investment Fund (AIF) established / incorporated in India.	Self-declaration that it's income is exempt under Section 10(23FBA) of the Income-tax Act, 1961 and that it is governed under the Regulations issued by Securities and Exchange Board of India (SEBI), as Category I or Category II AIF along with self-attested copy of the PAN Card and registration certificate issued by SEBI. (Click here to download the format of declaration).
5.	Mutual Funds	Self-declaration that it is governed by the provisions of Section 10(23D) of the Income-tax Act, 1961 along with self-attested copy of PAN Card and registration certificate issued by SEBI. (Click here to download the format of declaration).

Sr. No. (1)	Particulars (2)	Exemption applicability / Documents required (if any) (3)
6.	a) Recognised Provident Funds	a. Self-attested copy of a valid order from Commissioner of Income Tax under Rule 3 of Part A of Fourth Schedule to the Act, or self-attested valid documentary evidence in support of the provident fund being established under a scheme framed under the Employees Provident Funds Act, 1952 along with self-attested copy of PAN Card.
	b) Approved Superannuation Fund	b. Self-attested copy of valid approval granted by the Commissioner of Income Tax under Rule 2 of Part B of Fourth Schedule to the Act in support of Superannuation Fund.
	c) Approved Gratuity Fund	c. Self-attested copy of valid approval granted by the Commissioner of Income Tax under Rule 2 of Part C of Fourth Schedule to the Act in support of Gratuity Fund.
7.	New Pension System Trust	Self-declaration that it qualifies as NPS Trust and income is eligible for exemption under Section 10(44) of the Income-tax Act, 1961 and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of PAN Card. (Click here to download the format).
8.	Any other entity entitled to exemption from TDS	Self-declaration along with valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order etc.) in support of the entity being entitled to exemption from TDS.

B. NON-RESIDENT SHAREHOLDERS

Sr. No.	Particulars	Tax Deduction Rate	Exemption applicability / Documents required (if any)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)/ Other Non-resident Shareholders	20% (plus applicable surcharge and cess)	FIIs/FPIs/ Other Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement (DTAA)/ Tax Treaty. The DTAA / **Tax Treaty rate** shall be applied for TDS on submission of following documents to the Company: - Self-attested copy of the PAN Card, if any, allotted by the Indian Income Tax Authority. If the PAN is not allotted, please provide your name, address, email address, contact number, tax identification number allotted in the country of residence. (Click here to download the format). - Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the Income Tax Authority of the Country of which the Shareholder is a resident. In case the TRC is furnished in a language other than English, the said TRC would have to be translated to english language, duly notarized and apostilled copy of the TRC to be provided. - Self-declaration in Form 10F in the Format. (Click here to download the format). - Self-declaration by Shareholder for compliance to the eligibility requirement of DTAA/Tax Treaty and satisfying beneficial ownership requirement for the period April, 2021 to March, 2022. (Click here to download the format). - For FIIs/FPIs, self-attested copy of Registration Certificate issued by SEBI. Please note that Company is not obligated to apply the beneficial DTAA/Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA/Tax Treaty rates shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the shareholder.

Sr. No.	Particulars	Tax Deduction Rate	Exemption applicability / Documents required (if any)
2.	Availability of Lower/ Nil tax deduction certificate issued by Income Tax Department U/s 195/ 197 of Income-tax Act, 1961.	Rate specified in certificate	Lower /Nil tax deduction certificate issued by Income Tax Authority shall be considered based on submission of self-attested documents.

TDS to be deducted at higher rate in case of non-filers of Return of Income

The Finance Act, 2021 has, inter-alia, inserted Section 206AB in the Income-tax Act, 1961 ("the **IT Act"**) with effect from 01 July 2021. The provisions of Section 206AB of the IT Act, require the deductor to deduct tax at higher of following rates from amount paid/credited to 'Specified Person':

i. At twice the rate specified in the relevant provisions of the IT Act; or
ii. At twice the rate or rates in force; or
iii. At the rate of 5%.

The 'Specified Person' means a person who has:

a. Not filed return of income for both of the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income prescribed under section 139 of the IT Act has expired; and

b. Subject to deduction/collection at source in aggregate amounting to ₹50,000 or more in each of such two immediate previous years.

Non-resident who does not have the permanent establishment in India is excluded from the definition of 'Specified Person'.

To comply with the requirements of the aforesaid Section 206AB, please confirm whether you fall in the category of specified person, as mentioned in the said section. (Click here to download the Format).

For All Shareholders:

1. Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

2. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned complete details/documents, Shareholder still has an option of claiming refund of the excess tax deducted at the time of filing his income tax return by consulting his tax advisor. No claim shall lie against the Company for such taxes deducted at source.

3. All the above referred tax rates will be enhanced by surcharge and cess, wherever applicable.

4. For all self-attested documents, Shareholders must mention on the document "certified true copy of the original". For all documents being provided by the Shareholder, the Shareholder undertakes to send the original document(s) on request by the Company.

5. Above communication on TDS sets out provisions of the Income-tax Act, 1961 as applicable, in a summary manner only, and does not purport to be a complete analysis or listing of all potential tax consequences. This communication shall not be treated as an advice from the Company. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

6. The Company will arrange to send copy of the TDS certificate at the Shareholder's registered email ID/Address in due course. Shareholders can also view the tax deducted at source on Dividend income paid to them by the Company from Income Tax Department's website https://eportal.incometax.gov.in/ (refer to Form 26AS).

7. Application of TDS rate is subject to necessary verification by the Company of the Shareholder details as available in Register of Members as on Record Date / Book Closure Date and other documents available with the Company or its RTA.

8. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information / documents and co-operation in any appellate proceedings.

9. **Kindly note that the Signed/Certified/Self attested copies of all the aforesaid requisite Annexures, Forms such as 15G/15H/10F, documents/certificates/order/notification/ circular, etc. issued under section 195/196/197/197A of the Income-tax Act, 1961, Registration Certificate, Tax Residency Certificate, Lower Tax Certificate, etc. needs to be uploaded on the website of the RTA https://einward.alankit.com. Alternatively the same may also be send to the Company, addressed to Company Secretary, KRBL Limited, C-32, 5th and 6th Floor, Sector-62, Noida, U.P.**

-201 301 or at investor@krblindia.com. The same needs to be uploaded/send on or before 25 September 2021, to enable the Company to determine the appropriate TDS/Withholding Tax Rate applicable.

OTHER IMPORTANT INFORMATION

a) SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, Members holding shares in electronic form are requested to submit/update their PAN with the DPs with whom they maintain their demat accounts. Members holding shares in Physical Form should submit/update their PAN with the Company or its RTA.

b) To receive the dividend and all communications/Annual Reports/Notices in electronic mode, Shareholders holding Shares in electronic form **are requested to register/update their complete bank details and email address** with their DPs. Shareholders holding Shares in Physical Form are requested to submit the following documents to the Company or its RTA:

- Signed request letter which shall contain the first/ sole Shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), contact number and valid email address;
- Self-attested copy of PAN Card and address proof (AADHAR/Voter ID Card/Passport/Utility Bill); and
- Cancelled cheque leaf.

c) Shareholders holding shares in multiple folios in physical mode are requested to apply for consolidation of their folios to the Company or RTA along with relevant share certificates.

d) The Forms/Formats stated in this Notice of AGM are also available on the Company's website www.krblrice.com under the link Investor Relations.