



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 24th Annual General Meeting of the members of KRBL Limited will be held on Tuesday, September 26, 2017, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003, to transact the following business:

ORDINARY BUSINESS:

- To Consider and Adopt:**
 - the Audited Financial Statement of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors' thereon; and**
 - the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, together with the Report of Auditors' thereon.**
- To declare a final dividend of ₹ 2.10 per equity share on 23,53,89,892 equity shares of ₹ 1/- each for the financial year ended March 31, 2017.**
- To appoint a Director in place of Mr. Anil Kumar Mittal (DIN: 00030100), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**
- To appoint a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.**
- To appoint M/s. Vinod Sanjeev Bindal & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company, M/s. Vinod Sanjeev Bindal & Co., Chartered Accountants, Firm Registration No. 012493N, having their office at 2nd Floor, Plot no. 3, Central Commercial Complex, B Block Market, Vivek Vihar, Phase-I, New Delhi - 110 095, be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, Firm Registration No. 003820N, for a term of five consecutive years from the conclusion of 24th Annual General Meeting till the conclusion of the 29th Annual

General Meeting (AGM) of the Company to be held in the year 2022, subject to ratification by the members at every AGM held after this 24th AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

- Appointment of Mr. Alok Sabharwal (DIN: 03342276) as Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Alok Sabharwal (DIN: 03342276), who was appointed by the board of directors as an additional director under the category of Non-Executive Independent Director of the Company with effect from September 9, 2016 and who holds office upto the date of this annual general meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of director, be and is hereby appointed as director of the company.

RESOLVED FURTHER THAT Mr. Alok Sabharwal be and is hereby appointed as a director under the category of Non-Executive Independent Director not liable to be retiring by rotation.

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, jointly/severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- Re-appointment of Ms. Priyanka Mittal (DIN: 00030479) as Whole Time Director of the Company and revision in remuneration.**

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 196, 197, 198 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) and subject to such sanctions, as may be necessary, and in accordance with the Articles of Association of the Company, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors of the company, consent of the members be and is hereby accorded for re-appointment of Ms. Priyanka Mittal as Whole Time Director of the Company liable to be retire by rotation, for a period of five years with effect from September 26, 2017, on the remuneration, terms and conditions as set out below:

Salary:

₹ 75,00,000/- (Rupees Seventy Five 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 Company policy;
- e) Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- f) The Company shall provide and maintain chauffeur driven car for official use;
- g) The Company shall reimburse club membership fees for maximum 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.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board)) of the Company be and are hereby authorized to alter and vary the remuneration payable to Ms. Priyanka Mittal, as it may deem fit and as may be acceptable to Ms. Priyanka 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 authorized to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

8. Ratification and confirmation of remuneration of Cost Auditors for the financial year 2017-18.

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 such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus service tax, 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. HVMN & Associates, Cost Accountants (Firm Registration No. 000290) as cost Auditors to conduct the Audit of the relevant cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2018, be and is hereby ratified and confirmed.

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

9. Levy of Charges for delivery of any document to member through a particular mode requested by such member.

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 20 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to charge from the member in advance such fees equivalent to the estimated actual expenses of delivery of the documents to members through a particular mode requested by such member.

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

By Order of the Board
For KRBL Limited

Sd/-

Raman Sapra
Company Secretary
M.No. F9233

Place: Noida, Uttar Pradesh
Date: August 10, 2017

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. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under **Item Nos. 6 to 9** set out above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not 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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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

3. 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 Tuesday, September 12, 2017 to Tuesday, September 26, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. 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, Registrar and Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Alankit Assignments Limited.
5. 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.

6. 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.
7. Members desiring of any information as regards to the Accounts are requested to write 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.
8. 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 2009-10 is due for transfer to the said fund in October 28, 2017. 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 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
21/09/2010	2009-10 (Final)	28/10/2017
27/09/2011	2010-11	03/11/2018
25/09/2012	2011-12	01/11/2019
23/09/2013	2012-13	30/10/2020
09/09/2014	2013-14	16/10/2021
28/09/2015	2014-15	05/11/2022
10/03/2016	2015-16 (Interim)	16/04/2023

9. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2009-10 to 2015-16, are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.
10. 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/Registrar and Share Transfer Agent.
11. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.

12. Members are requested to bring their personal copy of the Annual Report at the meeting.
13. 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 Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.
14. Company's Equity Shares are listed on the following Stock Exchanges:

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

The Company has paid the Annual Listing Fees for the financial year 2017-18 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid Annual Custodial Fees for the financial year 2017-18 to National Securities Depository Limited and Central Depository Services (India) Limited.

15. Electronic copy of the Annual Report and Notice of 24th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 24th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are being sent in the permitted mode.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by National Securities Depository Ltd. (NSDL), on all resolutions set forth in this notice. The Company has appointed M/s. DMK Associates 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.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of

the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

18. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krblrice.com and on the website of NSDL, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.
19. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on September 23, 2017 (9:00 A.M.) and ends on September 25, 2017 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "KRBL Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to deepakkukreja@dmkassociates.com with a copy marked to evoting@nsdl.co.in
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is separately enclosed.
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2017.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 19, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or KRBL Limited/Alankit Assignments Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr. Deepak Kukreja, Partner, DMK Associates has been appointed as Scrutinizer and Ms. Monika Kohli, Partner, DMK Associates as alternate Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.krblrice.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to National Stock Exchange of India Limited and BSE Limited.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed or re-appointed are given below:

1. Name	:	Mr. Anil Kumar Mittal
		Mr. Anil Kumar Mittal, aged about 66 years, is an arts graduate from Delhi University. He is one of the first director of the Company, named in the Articles of Association and has been appointed as Chairman & Managing Director since December 1994.
	Nature of his expertise in specific functional areas:	Mr. Mittal is having more than 41 years of experience in the field of Rice Industry. The Visionary behind the success of the Company, Mr. Mittal is the founder Chairman of KRBL Limited. He has been instrumental, in turning the Company into a global brand and the leader in Indian Basmati Industry. He was also the President of All India Rice Exporters Associations and presently he is the Vice President of the Basmati Rice Farmers & Exporters Development Forum. He has been the Board Member of the Export Inspection Council and the Basmati Development Fund. He also formulates the marketing strategy of the Company and supervises the marketing functions.
	Disclosure of relationship between directors inter-se:	Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, both Joint Managing Directors are brothers and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal.
Listed Entities (other than KRBL Limited) in which Mr. Anil Kumar Mittal holds directorship and committee membership:		
Directorship	:	Nil
Chairperson of Board Committees	:	Nil
Member of Board Committees	:	Nil
Shareholding in the Company (including HUF and Trust):	:	2,50,90,649
2. Name	:	Ms. Priyanka Mittal
		Ms. Priyanka Mittal, aged about 40 years, is BS in Business Management from University of Southern California, Los Angeles, C.A. and also a Chartered Financial Analyst (AIMR) Candidate, Level II. She is one of the first women director of the Company.
	Nature of his expertise in specific functional areas:	Ms. Priyanka Mittal has 16 years of experience in the field of International Marketing and she heads the entire International market division of the Company. She brings innovative management strategies into the company. Ms. Mittal specializes in International Marketing of Agricultural and Food Products and presides over the marketing and branding initiatives of the company as the Marketing Director.
	Disclosure of relationship between directors inter-se:	Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal.
Listed Entities (other than KRBL Limited) in which Ms. Priyanka Mittal holds directorship and committee membership:		
Directorship	:	Nil
Chairperson of Board Committees	:	Nil
Member of Board Committees	:	Nil
Shareholding in the Company	:	2,50,000

3. Name	:	Mr. Alok Sabharwal
		Mr. Alok Sabharwal, aged about 65 years, is Chartered Engineer from The Institution of Engineers (India) having membership No. 053059 and B.SC. (Engg) Production from B.I.T Mesra, Ranchi in 1 st Division in 1974. This was the second Batch of Production Engineers in India.
Nature of his expertise in specific functional areas	:	<p>Mr. Sabharwal is an Innovative Executive with 40 + year of Professional experience in High -Technology, Multi Unit Business Operations. Proven Management Leader wide ranging Sales and Business Development Expertise in successfully identifying and capturing new Market Opportunities Yielding strong and Sustainable revenue growth and driving process improvements to enhance productivity, Profitability and optimum customer satisfaction.</p> <p>Regarded as Natural Leader and Skilled Mediator with an Entrepreneurial Attitude, he has successfully created strategic Alliances with organization Leaders to effectively align with and support key Business Initiatives and helped groom cross-culture Teams by Hiring, Developing and Motivational Employees at all levels.</p>
Disclosure of relationship between directors inter-se	:	Nil
Listed Entities (other than KRBL Limited) in which Mr. Alok Sabharwal holds directorship and committee membership:		
Directorship	:	Nil
Chairperson of Board Committees	:	Nil
Member of Board Committees	:	Nil
Shareholding in the Company	:	Nil

ANNEXURE TO THE NOTICE

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

ITEM NO. 6 TO THE NOTICE

The Board of Directors at their meeting held on September 8, 2016 had appointed Mr. Alok Sabharwal as an additional director of the company w.e.f September 9, 2016.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with rules framed thereunder, Mr. Alok Sabharwal holds office only upto the date of this Annual General Meeting of the Company and is eligible for appointment. A notice in writing has been received from a Member of the Company along with the requisite deposit under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Alok Sabharwal as Independent Non Executive Director.

In the opinion of the Board, Mr. Alok Sabharwal is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as a director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

If appointed, Mr. Alok Sabharwal will act as an Independent Non Executive Director, not liable to retire by rotation.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for his appointment set out at Item No. 6 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice calling AGM.

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

ITEM NO. 7 TO THE NOTICE

Ms. Priyanka Mittal was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. April 01, 2013 on the remuneration and other terms and conditions as approved by the members of the company in the Annual General Meeting held on September 23, 2013.

As the existing tenure of Ms. Priyanka Mittal as Whole-time Director of the company will expire on March 31, 2018, the Board of Directors of the Company in its meeting held on August 10, 2017 has recommended her re-appointment as Whole-time Director of the Company, for the approval of shareholders, for a further period of five years w.e.f. September 26, 2017 (being the date of AGM) upto September 25, 2022 on the remuneration and terms and conditions, as detailed hereunder.

Salary:

₹ 75,00,000/- (Rupees Seventy Five 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 Company policy;
- (e) Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- (f) The Company shall provide and maintain Chaffeur driven car for official use;
- (g) The Company shall reimburse club membership fees for maximum 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.

The above remuneration payable to Ms. Priyanka Mittal is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the Managerial Personnel as calculated in accordance with Section 197 and 198 read with Schedule V of the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

The terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.

Ms. Priyanka Mittal satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Therefore, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 7 for your approval.

Except Mr. Anil Kumar Mittal and Ms. Priyanka Mittal, no other Director and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

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

ITEM NO. 8 TO THE NOTICE

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 29, 2017, had appointed M/s. HVMN & 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 2017-18 and also fixed their remuneration for the said purpose.

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

Therefore, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 8 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 8 of the Notice calling AGM.

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

ITEM NO. 9 TO THE NOTICE

As per the provisions of Section 20 (2) of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. Proviso of this section describes that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

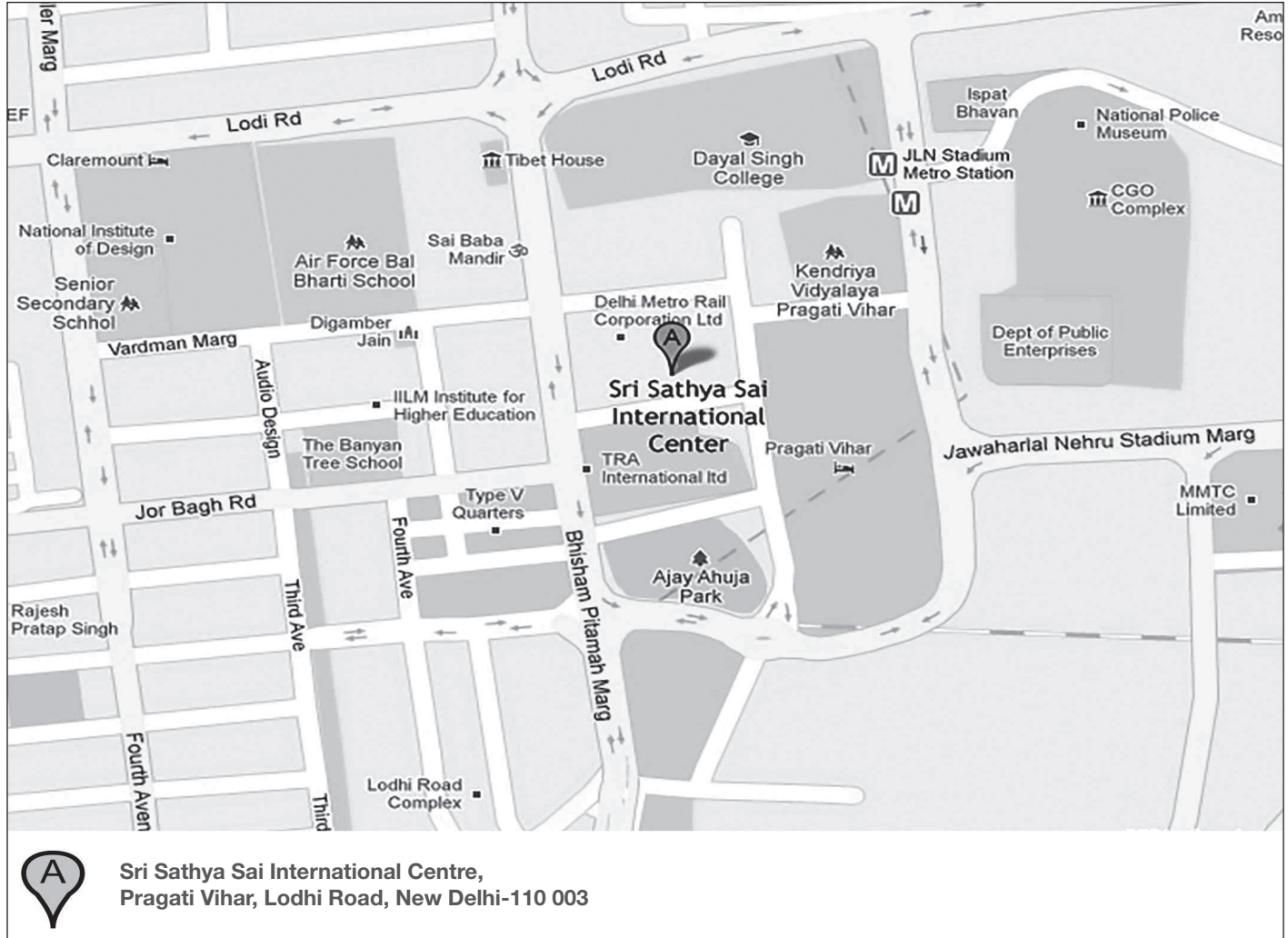
Since, the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 9 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 9 of the Notice calling AGM.

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

Route Map to venue of 24th Annual General Meeting of KRBL Limited scheduled to be held on Tuesday, September 26, 2017 at 11.00 A.M.

Venue: Sri Sathya Sai International Centre,
Pragati Vihar, Lodi Road, New Delhi-110003





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

ATTENDANCE SLIP

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

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER(S):

NAME AND ADDRESS OF THE PROXY HOLDER:

I hereby record my presence at the **24th ANNUAL GENERAL MEETING** held on Tuesday, September 26, 2017 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

*Applicable for investors holding shares in electronic form.

Signature of Shareholder(s) / Proxy Holder



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

PROXY FORM

Form MGT-11[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

24th Annual General Meeting on Tuesday, September 26, 2017 at 11.00 A.M

Name of the member(s): Registered Address:		E-mail Id: Folio No/*Client Id: *DP Id:	
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I/We, being the member(s) of _____ shares of KRBL Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____ and whose

signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company, to be held on Tuesday, September 26, 2017 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
Ordinary Businesses			
1.	Adoption of: (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2017, 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, 2017, together with the Report of Auditors' thereon. (Ordinary Resolution)		

S.No.	Resolutions	For	Against
2.	Declaration of Final dividend of ₹ 2.10 per equity share on 23,53,89,892 equity shares of ₹ 1 each for the financial year ended March 31, 2017. (Ordinary Resolution)		
3.	Reappointment of Mr. Anil Kumar Mittal (DIN 00030100), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
4.	Reappointment of Ms. Priyanka Mittal (DIN 00030479), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. (Ordinary Resolution)		
5.	To appoint M/s Vinod Sanjeev Bindal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)		
Special Businesses			
6.	Appointment of Mr. Alok Sabharwal (DIN: 03342276) as Director. (Ordinary Resolution)		
7.	Re-appointment of Ms. Priyanka Mittal (DIN: 00030479) as Whole Time Director of the Company and revision in remuneration. (Ordinary Resolution)		
8.	Ratification and confirmation of remuneration of Cost Auditors for the financial year 2017-18. (Ordinary Resolution)		
9.	Levy of Charges for delivery of any document to member through a particular mode requested by such member. (Ordinary Resolution)		

* Applicable for investors holding shares in electronic form.

Signed this.....day of, 2017

Affix
Revenue
Stamp of
₹ 1/- and
sign across

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

- (1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.